

## Appendix 4E

### Collins Foods Limited ACN 151 420 781

#### Financial Report for the reporting period ended 27 April 2014

Reporting period: 52 weeks to 27 April 2014  
Previous corresponding period: 52 weeks to 28 April 2013

#### RESULTS FOR ANNOUNCEMENT TO THE MARKET

##### Revenue and net profit

	Percentage Change %	Period Ended 27 April 2014 \$000	Period Ended 28 April 2013 \$000
Revenue from ordinary activities	Up 3.9%	440,557	423,885
Profit from ordinary activities after tax attributable to members	Down 14.3%	14,025	16,368
Net profit for the period attributable to members	Down 14.3%	14,025	16,368

##### Dividends

	Amount per Security	Franked amount per security
Final dividend for reporting period	6.0 cents	6.0 cents
<ul style="list-style-type: none"><li>Payable 18 July 2014</li></ul>		
The record date for determining entitlements to the final dividend		
<ul style="list-style-type: none"><li>4 July 2014</li></ul>		
Final dividend for previous corresponding period	5.5 cents	5.5 cents
<ul style="list-style-type: none"><li>Paid 19 July 2013</li></ul>		
Interim dividend for reporting period	4.5 cents	4.5 cents
<ul style="list-style-type: none"><li>Paid 20 December 2013</li></ul>		
Interim dividend for previous corresponding period	4.0 cents	4.0 cents

The final fully franked dividend of 6.0 cents per share was approved by the Board of Directors on 25 June 2014. In accordance with accounting standards, as the dividend was not approved prior to the reporting period end, no provision has been taken up for this dividend in the financial statements for the reporting period ended 27 April 2014.

## Appendix 4E (continued)

### Collins Foods Limited ACN 151 420 781

#### Net tangible assets per security

	Current Reporting Period	Previous Corresponding Period
Net tangible asset backing per ordinary security	\$(0.96)	\$(0.53)

#### Brief explanation of the figures reported above

The current reporting period's results are a net profit after tax of \$14.0 million.

Please refer to the attached audited Annual Financial Report for the reporting period ended 27 April 2014 for the following information:

- Balance sheet;
- Income statement;
- Statement of comprehensive income;
- Statement of changes in equity;
- Statement of cash flows; and
- Notes to financial statements.

#### Details of joint venture entities

Joint venture entities and the percentage holding thereof are as follows:

<i>Entity</i>	<i>Percentage Holding</i>
Sizzler Steak Seafood Salad(s) Pte Ltd	50%
Sizzler China Pte Ltd	50%
Snag Holdings Pty Ltd	50%

#### Compliance with IFRS

The attached Annual Financial Report complies with Australian Accounting Standards, which include AIFRS. Compliance with AIFRS ensures that the financial report complies with International Financial Reporting Standards (IFRS). Foreign entities included in the Annual Financial Report have applied Singapore Financial Reporting Standards in the compilation of their financial information.

## **Appendix 4E (continued)**

### **Collins Foods Limited ACN 151 420 781**

#### **Commentary on the results for the period**

Revenue (excluding finance revenue) for the period was \$440.6 million which is up 3.9% compared to the previous corresponding period. The net profit attributable to the members of Collins Foods Limited (NPAT) for the reporting period was \$14.0 million compared to the previous corresponding period of \$16.4 million. This represented basic earnings per share (EPS) of 15.08 cents compared to the previous corresponding period of 17.60 cents.

Revenue in the KFC Qld/NSW restaurants segment was \$329.3 million which was up 3.5% compared to the previous corresponding period. Revenue in the KFC WA/NT restaurants segment was \$15.4 million. As this segment was acquired in the current reporting period, there was no revenue recorded for this segment in the previous corresponding period. In the Sizzler restaurants segment, revenue of \$95.8 million was achieved, which was \$9.8 million or 9.3% lower than the previous corresponding period.

Profit margins based upon adjusted earnings before interest, income tax, depreciation and amortisation (on a like for like basis excluding the KFC WA/NT segment) increased by 40 bps as a percentage of sales compared to the previous corresponding period. Higher profit margins were achieved despite the continuing competitive trading environment and the increases in key input costs, particularly energy costs and labour rates. Margin improvements were primarily the result of improved labour productivity and efficiency initiatives, including a new service flow operating platform.

For comments on the trading performance during the period, refer to the media release.

#### **Compliance statement**

This report is based upon financial statements that have been audited.

Signed:



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KEVIN PERKINS  
Managing Director and CEO

Dated: 25 June 2014



**COLLINS FOODS LIMITED**

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**COLLINS FOODS LIMITED**  
**ACN 151 420 781**

## **FINANCIAL REPORT**

**For the reporting period ended 27 April 2014**

[www.collinsfg.com.au](http://www.collinsfg.com.au)



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# DIRECTORS' REPORT

Your Directors present their report on the consolidated entity (referred to hereafter as the Group) consisting of Collins Foods Limited (the Company) and the entities it controlled at the end of, or during, the period ended 27 April 2014.

## DIRECTORS

The names of the Directors of the Company during or since the end of the financial period are as follows:

Name	Date of appointment
Russell Keith Tate	10 June 2011
Kevin William Joseph Perkins	15 July 2011
Newman Gerard Manion	10 June 2011
Bronwyn Kay Morris	10 June 2011
Stephen Copulos	12 April 2013

## Principal activities

During the period, the principal continuing activity of the Group was the operation, management and administration of restaurants. The Group operates in Australia and Asia (predominantly in Thailand, Japan and China). There were no significant changes in the nature of the Group's activities during the period.

## Operating and financial review

### *Group overview*

The Group's business is the operation, management and administration of restaurants, currently comprising three restaurant brands, KFC Restaurants, Sizzler Restaurants and Snag Stand joint venture outlets.

On 7 March 2014, the Group announced completion of the acquisition of Collins Restaurants West Pty Ltd (formerly Competitive Foods Pty Ltd), the largest franchisee of KFC restaurants in Western Australia and the Northern Territory. The Group also announced that it had made a strategic investment for a 50% interest in the Snag Stand Group.

Following the acquisition of Collins Restaurants West Pty Ltd, the Group operates 168 franchised KFC restaurants in Queensland, northern New South Wales, Western Australia and Northern Territory which compete in the quick service restaurant market. The Group owns and operates 26 Sizzler restaurants in Australia, which operate in the casual dining restaurant market. It is also a franchisor of the Sizzler brand in South East Asia, with 60 franchised stores predominantly in Thailand, but also in China and Japan. Snag Stand operates five corporate owned outlets and one franchised outlet.

The KFC brand is owned globally by Yum! and is one of the world's largest restaurant chains. The Group is the largest franchisee of KFC restaurants in Australia.

In the casual dining market in which it operates, Sizzler, competes with other casual dining concepts as well as taverns and clubs, fast food and home cooking. Sizzler is a small to modest sized market participant.

Snag Stand is a small early stage company competing in the fast casual dining market. Other operators in the fast casual dining market include Grill'd Burgers and Guzman Y Gomez.

The Group relies on the regular supply of a number of key input products in its operations. Of these, chicken is the most significant input product. The Group maintains relationships with a number of suppliers for its key inputs to help mitigate supply and supplier dependency risks.

# DIRECTORS' REPORT

## Group financial performance

Key statutory financial metrics in respect of the current financial period and the prior financial period are summarised in the following table:

Statutory financial metrics	2013/14	2012/13	% Change
Total revenue (\$m)	440.6	423.9	3.9%
Earnings before interest, tax, depreciation and amortisation (adjusted EBITDA) (\$m)	50.5	47.2	7.0%
Earnings before interest and tax (EBIT) (\$m)	26.9	29.8	(9.7%)
Profit before related income tax expense (\$m)	20.9	23.7	(11.8%)
Income tax (expense)/benefit (\$m)	(6.9)	(7.3)	(5.5%)
Net profit attributable to members (NPAT) (\$m)	14.0	16.4	(14.6%)
Earnings per share (EPS) basic (cents)	15.1	17.6	(14.2%)
Total dividends paid/payable in relation to financial period (cents per share) <sup>(1)</sup>	10.5	9.5	10.5%
Net assets (\$m)	191.4	185.5	3.2%
Operating cash flow (\$m)	44.9	41.2	9.0%

(1) Dividends paid/payable is inclusive of dividends declared since the end of the relevant reporting period.

The Group's net assets increased by 3.2% compared with the prior corresponding period, which is largely consistent with and attributable to the current financial period's after tax profit less dividends paid together with the movement in equity reserves.

The Company refinanced its syndicated debt facilities on improved terms in July 2013 with two members of the then existing syndicate. The debt package was extended on similar terms for the acquisition of Collins Restaurants West Pty Ltd. The Group has undrawn debt facilities of \$9.7 million available.

The increase in net operating cash flows of 9.0% on the prior corresponding period, reflects the flow through effect from increased sales, lower interest payments from lower interest rates, offset to an extent by increased tax payments with tax losses of prior periods now fully utilised.

Underlying financial metrics excluding the acquisitions and other significant items which occurred in the current period are summarised as follows:

Underlying financial metrics	2013/14	2012/13	% Change
Total revenue (\$m)	425.1	423.9	0.3%
Earnings before interest, tax, depreciation and amortisation (EBITDA) (\$m)	49.0	47.2	3.8%
Net profit attributable to members (NPAT) (\$m)	17.9	16.4	9.3%
Earnings per share (EPS) basic (cents)	19.2	17.6	9.3%

Operational strategies have resulted in improved underlying business operations overall. Increased revenues (0.3% underlying increase) coupled with cost controls and productivity and efficiency initiatives have more than offset cost increases.

Underlying NPAT has increased by 9.3% this financial period, compared with the prior corresponding period, due largely to margin improvements in KFC Qld/NSW. These are discussed further in the review of operations below.



# DIRECTORS' REPORT

The impact of acquisitions and other significant items on the statutory results are summarised below:

Impact of acquisitions and other significant items	2013/14 statutory	KFC WA/NT impact <sup>(1)</sup>	Significant items <sup>(2)</sup>	2013/14 underlying
Total revenue (\$m)	440.6	15.4		425.1
Earnings before interest, tax, depreciation and amortisation (EBITDA) (\$m)	50.5	1.5		49.0
Net profit attributable to members (NPAT) (\$m)	14.0	(2.1)	(1.8)	17.9

(1) The acquisition of Collins Restaurants West Pty Ltd on 7 March 2014 added \$15.4 million in revenue and \$1.5 million in EBITDA to the statutory results of the current period. Acquisition related costs of \$2.1 million, depreciation and amortisation of \$0.5 million, long term incentive costs of \$0.5 million, and interest on debt drawn to fund the acquisition of \$0.5 million were also incurred in the current period. The total after tax impact on statutory NPAT from the acquisition and related costs was a loss of \$2.1 million.

(2) The statutory results of the current period include the impact of impairment of property, plant and equipment of \$2.1 million, acquisition costs of \$0.2 million in respect of the investment in the Snag Stand Group share of net loss of Snag Stand joint venture \$0.2 million and expenses in relation to performance rights of \$0.1 million. The total after tax impact on statutory NPAT from these significant items was a loss of \$1.8 million.

## Review of underlying operations

### *KFC Qld/NSW Restaurants*

Revenues in KFC Qld/NSW were up 3.5% on the prior corresponding period to \$329.3 million, driven by increased restaurant numbers (4 opened; 1 closed) as well as positive same store sales growth (+0.8%).

Whilst retail conditions remain challenging, strong summer marketing campaigns, targeted value offers and new product offerings have proven successful in driving an increase in sales, predominantly in free standing and dual branded locations. While improving, food court locations have continued to underperform compared to both historical performance and other locations.

KFC Qld/NSW EBITDA was up \$5.5 million (+12.2%) on the previous corresponding period. Higher profit margins (+120bps) were achieved despite the continuing competitive trading environment and the increases in key input costs particularly energy costs and labour rates.

Margin improvements were primarily the result of improved labour productivity and efficiency initiatives, including a new service flow operating platform. These are discussed further in the strategy and performance section below.

In meeting its restaurant refurbishment obligations with Yum! and investing in new restaurant capital, KFC Qld/NSW invested \$14.5 million in new restaurant and refurbishment capital. Returns on capital spend have shown improvement on the previous corresponding period.

### *Sizzler Restaurants*

Revenues in Sizzler were down 9.3% on the prior corresponding period to \$95.8 million, with same store sales declining by 9.3%.

The retail conditions in the casual dining market have remained challenging and highly competitive. During the period, Sizzler focused upon improving its value proposition and relevance and the performance of Sizzler reflects the ongoing transition. We have developed comprehensive initiatives designed to address these issues which are outlined further under the strategy and future performance section below.

Sizzler EBITDA was down \$2.3 million (-22.7%) on the previous corresponding period, due largely to lower gross profit margins and increased costs of operations. Gross profit margins reflect menu pricing and promotional discounting to drive sales countered by strong cost of sales and labour productivity controls in the face of reduced sales. The increase in the costs of operations was primarily driven by increased energy costs and labour rates.

Sizzler franchise operations in Asia contributed an increase of \$0.1 million to this result over the prior corresponding period, as a result of an increase in restaurant numbers.

# DIRECTORS' REPORT

## Strategy and future performance

### *Group*

The strategies and growth prospects for the Group's existing business operations are outlined below.

The medium term strategy (or as opportunities arise) is to further build economies of scale and grow the Group's returns to enhance shareholder value. This could be through KFC expansion opportunities in other states and territories (such as the acquisition of Collins Restaurants West Pty Ltd) or the acquisition or development of other operations in the retail food and restaurant industry sector (such as the investment made by the Group in Snag Stand).

### *KFC Restaurants*

Whilst KFC expects the retail environment to remain challenging in the short term and upwards pressure on input costs to continue, more recent growth patterns of the sector in Queensland, and of the underlying KFC business, are expected to continue.

The acquisition of KFC restaurants in Western Australia and Northern Territory leverages the Group's experience in this category.

Key strategies which underpin this growth are:

- continued implementation and revision of strategies for the management and operation of food courts;
- continued trials of the breakfast offering;
- continued rollout of digital menu boards;
- developing mobile ordering solution;
- improving operational efficiencies through service flow changes, the rollout of tandem drive-thrus and speak/pay/pick up drive-thrus;
- continued implementation of strategies to reduce utility usage and further reduce maintenance costs;
- opening new stores in underdeveloped territories/growth corridors (four to five planned for the next financial period);
- reducing the cost of new store builds and refurbishments; and
- improving people capability.

### *Sizzler Restaurants*

As indicated above, as a result of the profit decline and market feedback, Sizzler instigated a review of all areas of the business.

As an outcome of the review, the 'Get Refreshed' initiative has been launched to return the business to positive growth. The brand ambition is to become Australia's favourite family restaurant over the upcoming years.

The longer term strategy to transform the Sizzler brand has three distinct phases of which 'Get Refreshed' is the first. The second stage focuses on embedding the 'Get Refreshed' elements into the culture and bring day in day out consistency, while the third focuses more on evolving the format.

The 'Get Refreshed' strategy is designed to contemporise the Sizzler brand and re-engage with our guests.

Key elements of 'Get Refreshed' include:

- creating a fresh/contemporary look and feel in the restaurants;
- elevating both the food and presentation of food on the Salad Bar creating a fresher more appealing experience;
- elevating service and hospitality delivering a warm, engaging, fun and relaxed experience;
- creating a modern and integrated eating environment within the restaurant; and
- new brand communication to reflect its repositioning.

In relation to its Asian operations, Sizzler's strategy is to continue to expand the number of franchised site locations at an expected rate of five to seven per year.

# DIRECTORS' REPORT

## Snag Stand

Our joint venture investment in the start-up company Snag Stand, is a small investment in an innovative concept and provides an opportunity to invest in the fast casual dining sector. The Snag Stand Group has been focused upon improving operational efficiencies and costs in existing outlets. The business operating plan is being further developed with focus on achieving business operating objectives in new store development, marketing, menu development, overhauling and improving all operations systems, training, simplifying and streamlining supply chain, information technology and human resources in the next financial year.

## Material risks

The material risks faced by the Group that have the potential to have an effect on the financial prospects of the Group, disclosed above, and how the Group manages these risks, include:

- **reduction in consumer demand** – given our reliance on consumer discretionary spending, adverse changes to the general economic landscape in Australia or consumer sentiment for our products could impact our financial results. We address this risk through keeping abreast of economic and consumer data/research, innovative product development, broadening of the menu offering (i.e. to include grilled product offerings) and brand building;
- **supply chain disruption** - disruption to the supply chain could impact on our ability to operate restaurants. We address this risk through use of multiple suppliers where possible with a diverse geographic base with multiple distribution routes;
- **negative change to relationship with Yum!** – given our obligations to Yum! through our Master Franchise Agreement and Facilities Action Deed, a negative change in the relationship could impact significantly our ability to open planned new stores, reduce the cost of new store builds and refurbishments and implement other growth and operational changes. We address this risk through maintaining a close working relationship with Yum!, having our team members sit on relevant KFC advisory groups and committees and monitoring compliance with obligations;
- **safety** – given we employ people to run and operate restaurants providing food products to the public, a health or safety incident in our operations or health incident of a supplier or involving the input products we use could impact our financial results. We address this risk through robust internal food safety and sanitation practices and occupational health and safety practices, audit programs, customer complaint processes, supplier partner selection protocols and communication policy and protocols;
- **failure of growth drivers** – given that a number of growth drivers continue to be at development stage, failure of these drivers to produce expected results could impact our financial results. We address this risk through having an experienced management team, robust project management processes involving trials and staged rollouts and regular strategic reviews; and
- **margin risk** – given the highly competitive environment of the industry and high reliance on labour, produce, food and energy inputs, increases in the costs of these inputs could impact our financial results. We address this risk through brand building initiatives, keeping abreast of legislative changes, maintaining long term supplier relationships, group supply arrangements with Yum!, productivity and service flow initiatives, flexibility of operations and open communications with labour unions.

## Dividends

Dividends paid to members during the financial period were as follows:

	Cents per share	Total amount \$000	Franked/Unfranked	Date of payment
Final ordinary dividend for the financial period ended 28 April 2013	5.5	5,115	Franked	19 July 2013
Interim ordinary dividend for the financial period ended 13 October 2013	4.5	4,185	Franked	20 December 2013
Total	10.0	9,300		

In addition to the above dividends, since the end of the financial period, the Directors of the Company have declared the payment of a fully franked final dividend of 6.0 cents per ordinary share (\$5.6 million) to be paid on 18 July 2014 (refer to Note 22 of the Financial Report).

# DIRECTORS' REPORT

## Significant changes in the state of affairs

In the opinion of the Directors, the acquisition of Collins Restaurants West Pty Ltd represents a significant change in the state of affairs of the Group. There were no other significant changes in the state of affairs of the Group that occurred during the financial period under review.

## Matters subsequent to the end of the financial period

There has not arisen in the interval between the end of the financial period and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial periods.

## Likely developments and expected results of operations

The Group will continue to pursue the increase of profitability of its major business segments during the next financial period. Additional comments on expected results of operations of the Group are included in the review of operations section of this Report.

## Environmental regulations

The Group is subject to environmental regulation in respect of the operation of its restaurant sites. To the best of the Directors' knowledge, the Group complies with its obligations under environmental regulations and holds all licences required to undertake its business activities.

## INFORMATION ON DIRECTORS

Director	Experience, qualifications and directorships	Special responsibilities
Russell Tate	<p>Russell has over 30 years' experience in senior executive and consulting roles in marketing and media. He was CEO of ASX listed STW Group Limited, Australia's largest marketing communications group, from 1997 to 2006, Executive Chairman from 2006 to 2008 and Deputy Chairman (non-executive) from 2008 to 2011. He is currently Executive Chairman of Macquarie Radio Network, the owner of leading Sydney stations 2GB and 2CH. Russell has been the Chairman of Central Coast (Gosford) Stadium since 2002 and One Big Switch Pty Ltd since 2012. He was also a director of Waratahs Rugby Limited from 2009 to 2011.</p> <ul style="list-style-type: none"><li>B. Com (Econ.)</li></ul> <p><b>Other listed entity Directorships – current or held within last three years</b></p> <ul style="list-style-type: none"><li>Macquarie Radio Network Limited (Chairman, since 2009)</li><li>STW Communications Group Limited (1994 to 2011)</li></ul>	<p>Independent non-executive Chair</p> <p>Audit and Risk Committee Member</p> <p>Remuneration and Nomination Committee Member</p>
Kevin Perkins	<p>Kevin is a highly experienced manager in the Quick Service Restaurant (QSR) and casual dining segments of the Australian restaurant industry. He has had more than 30 years' experience with the Collins Foods Group, having overseen its growth both domestically and overseas over that time.</p> <p>Kevin is one of the franchisee presidents currently sitting on the KFC International Brand Council, an informal advisory group of Yum! franchisees.</p> <p>Kevin is the non-executive Chairman of Sizzler USA Acquisition, Inc. He holds approximately 55% of the common stock in Sizzler USA Acquisition, Inc.</p> <p>Sizzler USA Acquisition, Inc operates or franchises Sizzler restaurants across the United States and Puerto Rico. The operations of Collins Foods and Sizzler USA Acquisition, Inc are separate.</p> <p><b>Other listed entity Directorships – current or held within last three years</b></p> <ul style="list-style-type: none"><li>None other than Collins Foods Limited</li></ul>	<p>Managing Director/CEO</p> <p>Remuneration and Nomination Committee Member</p>

# DIRECTORS' REPORT

Director	Experience, qualifications and directorships	Special responsibilities
Newman Manion	<p>Newman has had over 30 years' experience in the food franchise industry, including various roles with Yum! (Franchisor of KFC) since 1982. Previously, Newman served as a board member for KFC Japan (from 2005 to 2008), General Manager of KFC operations in Australia and New Zealand (from 1995 to 2004), Development Director of PepsiCo restaurants (including KFC) in Australia (from 1990 to 1995) and General Manager of KFC New Zealand (from 1988 to 1990).</p> <p>Most recently Newman was Vice-President, Operations for Yum!'s Asian franchise business (from 2004 until 2010). Newman has also been appointed as a Director of each of the Snag Stand group entities.</p> <p><b>Other listed entity Directorships – current or held within last three years</b></p> <ul style="list-style-type: none"> <li>• None other than Collins Foods Limited</li> </ul>	<p>Independent non-executive Director</p> <p>Audit and Risk Committee Member</p> <p>Remuneration and Nomination Committee Chair</p>
Bronwyn Morris	<p>Bronwyn is a Chartered Accountant with over 20 years' experience in accounting, audit and corporate services. A former partner of KPMG, Bronwyn worked with that firm and its predecessor firms in Brisbane, London and the Gold Coast. For over 16 years Bronwyn has been a full-time non-executive Director and has served on the boards of a broad range of companies, including Queensland Rail Limited, Stanwell Corporation Limited, Spotless Group Limited, QIC Limited, Gold Coast 2018 Commonwealth Games Bid Limited and Colorado Group Limited and is a former Councillor of Bond University. She currently serves as Chairman of, or a member of, the audit and risk committees with respect to a number of her board roles. Bronwyn is a director of Royal Automobile Club of Queensland Limited (since 2008), RACQ Insurance Limited (since 2014), Queensland Local Government Superannuation Board (LG Super) (since 2013), Fyfe Group Holdings Pty Ltd (since 2013), Care Australia (since 2007) and Children's Health Foundation Queensland (since 2011).</p> <ul style="list-style-type: none"> <li>• B. Com, FCA, FAICD</li> <li>• Councillor – Queensland division of the Australian Institute of Company Directors</li> </ul> <p><b>Other listed entity Directorships – current or held within last three years</b></p> <ul style="list-style-type: none"> <li>• Spotless Group Limited (2007 to 2012)</li> </ul>	<p>Independent non-executive Director</p> <p>Audit and Risk Committee Chair</p> <p>Remuneration and Nomination Committee Member</p>
Stephen Copulos	<p>Stephen is the Managing Director of The Copulos Group, a major shareholder of Collins Foods. He is also the Chairman of QSR Pty Ltd, which is a major KFC franchisee in New South Wales, and Chairman of ASX listed Crusader Resources Ltd. Stephen has over 30 years of experience in a variety of businesses and investments, in a wide range of industries including fast food, hospitality, manufacturing, mining and property development.</p> <p>Stephen has over 15 years of experience as a director of both listed and unlisted companies, as well as currently serving as a founding board member of a philanthropic organisation the Shepparton Art Museum Foundation Ltd.</p> <p><b>Other listed entity Directorships – current or held within last three years</b></p> <ul style="list-style-type: none"> <li>• Crusader Resources Limited (Chairman, since 2013)</li> </ul>	<p>Non-executive Director</p> <p>Audit and Risk Committee Member</p>

# DIRECTORS' REPORT

The relevant interest of each Director in the share capital issued by the Company, at the date of this report is as follows:

Name	Ordinary shares	Performance rights
Russell Tate	20,001	–
Kevin Perkins	7,340,833	103,859
Newman Manion	20,001	–
Bronwyn Morris	5,001	–
Stephen Copulos	12,000,000	–

## Company Secretary

**Frances Finucan LLB (Hons), BA (Modern Asian Studies), Grad Dip ACG, AGIA**

The Company Secretary is Frances Finucan who was appointed to the role on 17 July 2013. Frances has over 12 years' experience in legal, commercial and corporate governance working in legal, regulatory and company secretarial roles in Australia.

Rebecca Wiley also held the position of Company Secretary during the financial period being appointed on 29 June 2012 and resigning from the position on 17 July 2013.

## Meetings of Directors

The number of meetings of the Company's Board of Directors and of each Board Committee held during the period ended 27 April 2014, and the number of meetings attended by each Director, were:

	Full meetings of Directors		Audit and Risk Committee		Remuneration and Nomination Committee	
	Number of meetings <sup>(1)</sup>	Meetings attended	Number of meetings <sup>(1)</sup>	Meetings attended	Number of meetings <sup>(1)</sup>	Meetings attended
Russell Tate	12	12	5	5	4	4
Kevin Perkins	12	12	*	*	4	4
Newman Manion	12	11	5	5	4	4
Bronwyn Morris	12	11	5	5	4	4
Stephen Copulos	12	11	5	5	*	*

(1) Number of meetings represents the number of meetings held during the time the Director held office or membership of a Committee during the period.

\* Not a member of the relevant Committee.

# DIRECTORS' REPORT

## REMUNERATION REPORT

This Remuneration Report sets out remuneration information for the Group's non-executive Directors, executive Directors and other Key Management Personnel in accordance with the requirements of the Corporations Act 2001 and its regulations. The information provided in this Remuneration Report has been audited as required by section 308(3C) of the Corporations Act 2001.

At its 2013 Annual General Meeting, shareholders approved the introduction of the Collins Foods Limited Executive and Employee Incentive Plan (LTIP).

This report contains the following sections:

- A. Key Management Personnel disclosed in this report.
- B. Remuneration governance.
- C. Most recent AGM – Remuneration Report comments and voting.
- D. Non-executive Director remuneration.
- E. Executive remuneration principles and strategy.
- F. Remuneration structure and performance/shareholder wealth creation.
- G. Details of Key Management Personnel remuneration.
- H. Key Management Personnel service agreements.
- I. Details of Share based compensation.

### A. Key Management Personnel disclosed in this report

Key Management Personnel (KMP) are those persons having authority and responsibility for planning, directing and controlling activities of the Group, including any Director of the Group.

KMP of the Group for the financial period are as follows:

Name	Position
Russell Tate	Independent, Non-executive Director
Newman Manion	Independent, Non-executive Director
Bronwyn Morris	Independent, Non-executive Director
Stephen Copulos	Non-executive Director
Kevin Perkins	Executive Director
Graham Maxwell	Chief Operating Officer and Group Chief Financial Officer
Martin Clarke	Chief Executive Officer – KFC
Phillip Coleman	Chief Executive Officer – Sizzler (from 30 April 2012 to 16 February 2014)
John Hands	Chief Supply and Information Officer
Simon Perkins	Chief Financial Officer – Global (until 29 June 2012)

Details and disclosures relating to KMPs who held office in the prior financial period have been included in this report as required.

# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

### B. Remuneration governance

The Board has charged its Remuneration and Nomination Committee with responsibility for reviewing and monitoring key remuneration policies and practices of the Group and making recommendations to the Board.

More specifically, the Committee is responsible for making recommendations to the Board on:

- the Group's remunerations principles, framework and policy for senior executives and Directors;
- remuneration levels of senior management executives and executive Directors;
- the operation of incentives plans and other employee benefit programs which apply to senior executives; and
- remuneration for non-executive Directors.

The Remuneration and Nomination Committee operates in accordance with its Charter, a copy of which is available on the Company's website.

In carrying out its responsibilities, the Committee is authorised to obtain external professional advice as it determines necessary.

### C. Most recent AGM – remuneration report comments and voting

At the most recent Annual General Meeting in 2013, no comments were made on the Remuneration Report with 97.17% of votes cast at the meeting in favour of the adoption of the Remuneration Report.

### D. Non-executive Director remuneration

The remuneration for non-executive Directors is set, taking into consideration factors including:

- the level of fees paid to Board members of other publicly listed Australian companies of similar size;
- operational and regulatory complexity; and
- the responsibilities and workload requirements of each Board member.

Non-executive Directors' remuneration comprises the following components:

- Board and Committee Fees; and
- superannuation (compulsory contributions).

Board fees are structured by having regard to the responsibilities of each position within the Board. Board Committee fees are structured to recognise the differing responsibilities and workload associated with each Committee and the additional responsibilities of each Committee Chairman.

The Company's Constitution allows for additional payments to be made to Directors where extra or special services are provided. An additional payment of \$14,671 was made to Newman Manion in recognition of additional responsibilities performed in relation for his oversight of the Group's investment in the Snag Stand group entities. This additional payment made to Newman Manion is not in relation to his role as a Director of the Company and as such, are not additional Directors fees.

Non-executive Directors do not receive any performance or incentive-based pay. However, to promote further alignment with shareholders, the non-executive Directors are encouraged to hold shares in the Company.

All current Directors hold shares in the Company as outlined in Note 26 to the financial statements.

Non-executive Directors' fees and payments are reviewed annually by the Board. Non-executive Directors' fees are determined within an aggregate limit (including superannuation contributions). In accordance with the Company's Constitution, an initial limit was set by the Board on 15 July 2011 in the amount of \$700,000. There were no changes made during the year in relation to non-executive Directors' fees.



# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

The following annual fees (excluding superannuation) have applied.

Position	Period ended 27 April 2014
<b>Base fees</b>	
Chair (including all Committee memberships)	\$180,000
Other non-executive Directors	\$85,000
<b>Additional fees</b>	
Audit and Risk Committee, Chair	\$15,000
Audit and Risk Committee, Member	\$5,000
Remuneration and Nomination Committee, Chair	\$10,000
Remuneration and Nomination Committee, Member	\$5,000

### E. Executive remuneration principles and strategy

The performance of the Group is contingent upon the calibre of its Directors and executives. The Group's remuneration framework is based upon the following key principles:

- a policy that enables the Company to attract and retain valued Directors and executives who create value for shareholders;
- motivating executives and executive Directors to pursue long term growth and success of the Group, aligned with shareholder's interests;
- demonstrating a clear relationship between performance and remuneration;
- regard to prevailing market conditions;
- reflective of short term and long term performance objectives appropriate to the Company's circumstances and goals;
- transparency; and
- fairness and acceptability to shareholders.

The remuneration for executives is structured, taking into consideration the following factors:

- the Group's remuneration principles;
- the level and structure of remuneration paid to executives of other publicly listed Australian companies of similar size;
- the position and responsibilities of each executive; and
- appropriate benchmarks and targets to reward executives for Group and individual performance.

# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

The executive remuneration framework components and their links to performance outcomes are outlined below:

Remuneration component	Vehicle	Purpose	Link to performance
Fixed Remuneration	Base pay and benefits including superannuation	To provide competitive fixed remuneration set with reference to position and responsibilities in the context of the market	Group and individual performance assessments are considered in annual remuneration review
Short Term Incentive Plan (STIP)	Cash bonus payment	Rewards executives for their contribution to the achievement of Group and/or divisional outcomes	EBITDA targets must be met in order for bonus to be paid
Long Term Incentive Plan (LTIP) (approved by shareholders at the 2013 Annual General Meeting)	Awards in the form of performance rights	Rewards executives for their contribution to the creation of shareholder value over the longer term	Earnings per share (EPS) targets over three year period must be met in order for rights to vest

The Group's aim is to reward executives with an appropriate level and mix of remuneration to attract, retain and motivate them to build long term value for the Group and its shareholders.

The introduction of the LTIP has changed the remuneration mix for KMP, increasing the proportion of an executive's target pay which is at risk.

The following diagrams show the anticipated range of remuneration mix for the current KMP by year three of the LTIP (assuming annual grants under the LTIP are consistent with the initial grants). The effect of the introduction of the LTIP is that an increasing percentage of the executive's remuneration is 'at risk' and directly linked to Group performance in both the short and longer term.

CEO	59% Fixed	39% STI	2% LTI
Other KMP executives	60% Fixed	28% STI	11% LTI

### Fixed remuneration

Fixed remuneration consists of base salary, superannuation contributions and other benefits. Other benefits include non-cash benefits such as employee health insurance costs paid by the Group and car and other allowances. The Group pays fringe benefits tax on these benefits where required.

Fixed remuneration for executives is reviewed annually and on promotion and is benchmarked against market data for comparable roles in the market. There is no guaranteed increase to base pay included in any executive's contract.

### Variable remuneration

#### Short term incentives

Incentives under the Group's STIP are at risk components of remuneration for executives provided in the form of cash.

The STIP entitles executives to earn an annual cash reward payment if predefined targets are achieved. The level of the incentive is set with reference to the accountabilities of the executive's role and their ability to impact Group performance.

For the Managing Director/CEO the target STI opportunity percentage is 70% of base salary. For other executive KMPs, the average target STI opportunity percentage is approximately 50% of base salary.

# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

For the period covered by this report, the primary key performance indicator common to all participants was EBITDA. The benchmark EBITDA level at which the target STI opportunity would become payable was 101% of the annual Group budgeted EBITDA (prior to allowing for any payments under the STIP). A proportion of target incentives would become payable on a sliding scale for achievement above a minimum EBITDA level up to a maximum EBITDA level. At the minimum EBITDA level of 101% of the annual Group Budgeted EBITDA, 15% of target STI opportunity would be payable. At the maximum EBITDA level of 110% of the annual Group Budgeted EBITDA, 150% of target STI opportunity would be payable.

For the Managing Director/CEO, the EBITDA benchmarks were set with reference to the annual Group Budgeted EBITDA for the year ended 27 April 2014. The CEO EBITDA benchmarks were at higher levels than the benchmarks applying to other KMP executives.

The Group's financial performance for the financial period ended 27 April 2014 resulted in one KMP being eligible for a STIP payment, refer details of KMP remuneration below.

Incentive levels and performance targets are reviewed and determined annually by the Board on the advice of the Remuneration and Nomination Committee.

### **Long term incentives**

At the Company's 2013 Annual General Meeting, shareholders approved the introduction of the LTIP. A summary of the LTIP approved by shareholders appears below.

### **LTIP summary**

Why was the LTIP introduced?	To ensure the Group's remuneration framework is aligned with both the Group's business strategy and the long term interests of shareholders.
Who participates in the LTIP?	The initial participants in the plan are KMP executives and other select senior executives.
What form are the LTIP awards?	Awards will be granted in the form of performance rights, which comprise rights to acquire ordinary shares in the Company for nil consideration, subject to achievement of predetermined vesting conditions.
What quantum of awards will participants receive under the LTIP?	A guiding principle for the initial grant is for awards to generally equate to 30% to 40% of a participant's target STI opportunity, with the exception of the initial grant to Graham Maxwell. Under his contract of employment, Graham Maxwell was awarded an initial issue equivalent to 1.5 times his base salary.
When are the grants made?	Performance rights are granted annually at the sole discretion of the Board, with the first grant of awards made following the Company's 2013 AGM.
When do the performance rights vest?	LTIP performance rights vest three years following the date of grant, subject to achievement of EPS targets. For the initial grant, performance will be tested following determination of the basic EPS for the financial period ending 1 May 2016, compared to the basic EPS for the financial period ended 28 April 2013.
How is EPS measured?	EPS will be measured on an absolute basis, calculating the compound growth in the Company's basic EPS attributable to ordinary equity holders of the Company over the performance period, with reference to the disclosed EPS in the Company's annual audited financial reports. The Board retains a discretion to adjust the EPS performance condition to ensure that participants are not penalised nor provided with a windfall benefit arising from matters outside of management's control that affect EPS (for example, excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).
What EPS targets are required for vesting of performance rights?	Performance rights will vest on a proportionate basis ranging from 20% to 100% of rights granted for achievement of a minimum EPS target up to a maximum EPS target. For the first grant of awards, the minimum EPS target is 6% compound annual growth rate (CAGR) and the maximum EPS target is 10% CAGR.
What happens if the performance rights do not vest?	To the extent that performance hurdles are not met at the end of the three year performance period, performance will not be re-tested and the rights will lapse.

# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

The Remuneration and Nomination Committee considered alternative performance measures, including market based measures, but after consideration of a variety of factors including the Group's business objectives, the fact the Group is not a capital intensive business and the lack of a meaningful comparator group, determined that EPS was an appropriate measure. EPS aligns with the Group's business objectives and shareholder interests, is straightforward, simple to communicate and a commonly used measure by other ASX listed companies.

In relation to the setting of performance target levels, the Remuneration and Nomination Committee took into account the current structure and operation of the STIP under which target performance levels are set at stretch levels.

### F. Remuneration structure and performance/shareholder wealth creation

The Group's annual financial performance and indicators of shareholder wealth for the current financial period are listed below.

	2013/14	2012/13
EBITDA (\$m) <sup>(1)</sup>	49.0	47.2
NPAT (\$m) <sup>(1)</sup>	17.9	16.4
Dividends paid/payable in relation to financial period (cents per share) <sup>(2)</sup>	10.5	9.5
EPS basic (cents) <sup>(1)</sup>	19.2	17.6
EPS basic (cents) – compound growth <sup>(3)</sup>	9.3%	
Change in share price (\$)	0.13	0.74
Short term incentive payments as % of target payments	8%	0%

(1) Represents underlying measures after adjustment for the KFC WA/NT acquisition and other significant items disclosed in the Group financial performance above.

(2) Dividends paid/payable is inclusive of dividends declared since the end of the relevant reporting period.

(3) EPS compound growth is calculated using 2013 as a base.

Both the STIP and LTIP are subject to achievement of pre-determined performance measures linked to the above financial metrics.

# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

### G. Details of KMP remuneration

Details of remuneration received by the Directors and other KMP of the Group for the current financial period are set out in the following table.

2014	Short term employee benefits				Post-employment benefits	Long term benefits		Total
	Cash salary and fees	Cash bonus	Non-monetary benefits	Other <sup>(2)</sup>	Super-annuation	Long service leave	Performance rights	
Name	\$	\$	\$	\$	\$	\$		\$
<b>Non-executive directors:</b>								
Russell Tate <sup>(3)</sup>	180,000	–	–	–	–	–	–	180,000
Newman Manion <sup>(3)</sup>	100,000	–	–	14,671	–	–	–	114,671
Bronwyn Morris	105,000	–	–	–	9,672	–	–	114,672
Stephen Copulos <sup>(3)</sup>	90,000	–	–	–	–	–	–	90,000
	475,000	–	–	14,671	9,672	–	–	499,343
<b>Executive director:</b>								
Kevin Perkins	728,523	–	33,572	–	68,787	12,446	31,212	874,540
<b>Other executive KMP:</b>								
Graham Maxwell	434,030	–	16,868	–	36,835	6,665	107,012	601,410
Martin Clarke	235,902	82,598	21,297	–	27,178	7,955	10,701	385,631
John Hands	251,408	–	11,568	–	23,682	6,505	7,134	300,297
Phillip Coleman <sup>(1)</sup>	175,570	–	8,771	–	14,405	3,624	–	202,370
	1,096,910	82,598	58,504	–	102,100	24,749	124,847	1,489,708
<b>Total Group</b>	<b>2,300,433</b>	<b>82,598</b>	<b>92,076</b>	<b>14,671</b>	<b>180,559</b>	<b>37,195</b>	<b>156,059</b>	<b>2,863,591</b>

(1) Resigned with effect from 16 February 2014.

(2) Other short term employee benefits relate to consulting fees paid in relation to oversight of the Group's investment in the Snag Stand group entities.

(3) Remuneration is paid to a corporate entity under a Consulting Agreement with the Company for the provision of his services as a non-executive Director.

# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

Details of remuneration received by the Directors and other KMP of the Group for the previous financial period are set out in the following table.

2013	Short term employee benefits		Post-employment benefits	Long term benefits		
Name	Cash salary and fees	Non-monetary benefits	Other <sup>(4)</sup>	Super-annuation	Long service leave	Total
	\$	\$	\$	\$	\$	\$
<b>Non-executive directors:</b>						
Russell Tate	180,000	–	–	16,200	–	196,200
Newman Manion	95,961	–	–	8,637	–	104,598
Bronwyn Morris	105,000	–	–	9,450	–	114,450
Stephen Copulos <sup>(1)</sup>	3,808	–	–	–	–	3,808
	384,769	–	–	34,287	–	419,056
<b>Executive director:</b>						
Kevin Perkins	700,411	34,151	–	67,208	11,967	813,737
<b>Other executive KMP:</b>						
Graham Maxwell <sup>(2)</sup>	70,562	6,783	32,914	8,501	1,026	119,786
Martin Clarke	217,356	9,580	–	18,180	6,136	251,252
John Hands	262,097	5,979	–	22,248	5,878	296,202
Phillip Coleman	216,518	9,573	–	17,100	14,850	258,041
Simon Perkins <sup>(3)</sup>	77,891	1,657	–	6,106	1,131	86,785
	844,424	33,572	32,914	72,135	29,021	1,012,066
<b>Total Group</b>	<b>1,929,604</b>	<b>67,723</b>	<b>32,914</b>	<b>173,630</b>	<b>40,988</b>	<b>2,244,859</b>

(1) Appointed 12 April 2013. Mr Copulos' remuneration is paid to a corporate entity under a Consulting Agreement with the Company for the provision of his services as a non-executive Director.

(2) Appointed 4 March 2013.

(3) For period from 29 April 2012 to 29 June 2012 whilst Simon Perkins was a KMP of the Group.

(4) Other short term employee benefits relate to a sign on payment received on commencement of employment with the Group.

# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows.

Name	Fixed remuneration		At risk - STI		At risk – LTI <sup>(1)</sup>	
	2014	2013	2014	2013	2014	2013
<b>Executive directors:</b>						
Kevin Perkins	96%	100%	–	–	4%	–
<b>Other executive KMP:</b>						
Graham Maxwell	82%	100%	–	–	18%	–
Martin Clarke	76%	100%	21%	–	3%	–
John Hands	98%	100%	–	–	2%	–
Phillip Coleman <sup>(2)</sup>	100%	100%	–	–	–	–

(1) Since LTI are provided exclusively by way of performance rights, the percentages disclosed also reflect the value of remuneration consisting of performance rights, based on the value of performance rights expensed during the reporting period. Where applicable, the expenses include negative amounts for expenses reversed during the reporting period due to failure to satisfy the vesting conditions.

(2) Resigned with effect from 16 February 2014.

## H. KMP service agreements

Key details of the service agreements of Kevin Perkins, Managing Director/CEO and Graham Maxwell, COO and Group CFO are as follows:

- contract with an initial term of three years commencing 4 August 2011 and 4 March 2013 respectively;
- agreement has effect and executive's employment under their respective service agreement will continue until terminated in accordance with the agreement (6 months' notice is required by either party); and
- includes a restraint of trade period of 12 months.

Key details of service agreements of any other person who was a KMP executive of the Group during the period are set out below. No agreements provide for any termination payments, other than payment in lieu of notice.

Name	Position	Contract duration	Minimum notice period (months)	
			Termination by Executive	Termination by Group <sup>(1)</sup>
Martin Clarke	Chief Executive Officer – KFC	Ongoing	1	3
John Hands	Chief Supply and Information Officer	Ongoing	2	12
Phillip Coleman	Chief Executive Officer – Sizzler (until 16 February 2014)	Expired	2	12
Simon Perkins	Chief Financial Officer – Global (until 29 June 2012)	Expired	3	12

(1) Provision is also made for the Group to be able to terminate these agreements on three months' notice in certain circumstances of serious ill health or incapacity of the executive.

# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

### I. Details of share based compensation

#### Performance rights

For each performance right included in the tables on pages 15 and 16, the percentage of the available performance right that was paid, or that vested, the reporting period, and the percentage that was forfeited because the person did not meet the service and performance criteria is set out below. The minimum value of the performance rights yet to vest is nil, as the performance rights will be forfeited if the key management persons fail to satisfy the vesting conditions (see page 13). The maximum value of the performance rights yet to vest has been determined as the amount of the grant date fair value of the performance rights that is yet to be expensed.

Name	Current year LTI entitlement		Performance rights							
	Awarded	Forfeited	Year granted	No. granted	Value per share	Vested %	Vested number	Forfeited	Financial years in which rights may vest	Max value yet to vest \$
Kevin Perkins	100%	–	2014	103,859	\$1.50	–	–	–	2017	62,423
Graham Maxwell	100%	–	2014	356,088	\$1.50	–	–	–	2017	214,024
Martin Clarke	100%	–	2014	35,608	\$1.50	–	–	–	2017	21,402
John Hands	100%	–	2014	23,739	\$1.50	–	–	–	2017	14,268
Phillip Coleman <sup>(1)</sup>	100%	100%	2014	22,552	\$1.50	–	–	100%	–	–

(1) Resigned with effect from 16 February 2014. Minimum continuous employment conditions were not met and accordingly the performance rights granted were cancelled.

#### Indemnification and insurance of officers

The Company's Constitution provides that it must in the case of a person who is or has been a Director or Secretary of the Group, and may in the case of an officer of the Company, indemnify them against liabilities incurred (whilst acting as such officers) and the legal costs of that person to the extent permitted by law. The Company has entered into a Deed of Access, Indemnity and Insurance with each of the Company's Directors, COO and Group CFO and Company Secretary.

No Director or officer of the Company has received benefits under an indemnity from the Company during or since the end of the period.

The Company has paid a premium for insurance for officers of the Group. The cover provided by the insurance contract is customary for this type of insurance policy. Details of the nature of the liabilities covered or the amount of the premium paid in respect of this insurance contract are not disclosed as such disclosure is prohibited under the insurance contract.

#### Proceedings on behalf of the Company

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.



# DIRECTORS' REPORT

## REMUNERATION REPORT (continued)

### Non-audit services

During the period, the Company's auditor (PricewaterhouseCoopers) performed other services in addition to its audit responsibilities. Whilst their main role is to provide audit services to the Company, the Company does employ their specialist advice where appropriate.

The Board of Directors has considered the position and, in accordance with advice received from the Audit and Risk Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the Audit and Risk Committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence, including not reviewing or auditing the auditor's own work, not acting in a management or a decision making capacity for the Company, not acting as advocate for the Company or not jointly sharing economic risk or rewards.

During the period the following fees were paid or payable for non-audit services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2014	2013
	\$	\$
<b>Other assurance services</b>		
PricewaterhouseCoopers Australian firm		
Store sales certificates	10,300	10,300
Agreed upon procedures for covenant calculations	20,216	18,800
Network firms of PricewaterhouseCoopers Australia		
Agreed upon procedures in respect of franchisee sales	–	9,700
<b>Total remuneration for assurance services</b>	<b>30,516</b>	<b>38,800</b>
<b>Taxation services</b>		
PricewaterhouseCoopers Australian firm		
Tax compliance services, including review of company tax returns	25,000	25,000
Tax advice and consulting	6,000	11,000
Network firms of PricewaterhouseCoopers Australia		
Tax compliance services, including review of company tax returns	4,348	3,654
<b>Total remuneration for taxation services</b>	<b>35,348</b>	<b>39,654</b>
<b>Transaction services</b>		
PricewaterhouseCoopers Australian firm		
Transaction compliance services	–	–
<b>Total remuneration for transaction services</b>	<b>–</b>	<b>–</b>
<b>Total remuneration for non-audit services</b>	<b>65,864</b>	<b>78,454</b>

# DIRECTORS' REPORT

## AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 21.


### Rounding of amounts

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

### Auditor

PricewaterhouseCoopers continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of Directors.

A handwritten signature in black ink, appearing to read 'Russell Tate', with a large, stylized loop at the beginning.

**Russell Tate**  
Chairman

Brisbane  
25 June 2014

# AUDITOR'S INDEPENDENCE DECLARATION



## Auditor's Independence Declaration

As lead auditor for the audit of Collins Foods Limited for the year ended 27 April 2014, I declare that to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Collins Foods Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Steven Bosiljevac', written over a horizontal line.

Steven Bosiljevac  
Partner  
PricewaterhouseCoopers

Brisbane  
25 June 2014

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# CONSOLIDATED BALANCE SHEET

As at 27 April 2014

	Note	2014 \$000	2013 \$000
<b>Current assets</b>			
Cash and cash equivalents	7	36,983	23,556
Receivables	8	2,812	3,829
Inventories	9	4,914	4,406
<b>Total current assets</b>		<b>44,709</b>	<b>31,791</b>
<b>Non-current assets</b>			
Property, plant and equipment	10	72,518	59,149
Intangible assets, net	11	280,692	234,506
Deferred tax assets, net	12	19,858	14,717
Receivables	13	438	30
Investments accounted for using the equity method	14	2,481	593
<b>Total non-current assets</b>		<b>375,987</b>	<b>308,995</b>
<b>Total assets</b>		<b>420,696</b>	<b>340,786</b>
<b>Current liabilities</b>			
Trade and other payables	15	51,015	39,813
Current tax liabilities		5,045	4,157
Derivative financial instruments	16	1,070	743
Provisions	17	4,012	3,750
<b>Total current liabilities</b>		<b>61,142</b>	<b>48,463</b>
<b>Non-current liabilities</b>			
Borrowings	18	164,381	104,710
Derivative financial instruments	16	401	254
Provisions	19	3,400	1,864
<b>Total non-current liabilities</b>		<b>168,182</b>	<b>106,828</b>
<b>Total liabilities</b>		<b>229,324</b>	<b>155,291</b>
<b>Net assets</b>		<b>191,372</b>	<b>185,495</b>
<b>Equity</b>			
Contributed equity	20	182,098	182,098
Reserves	21	939	(213)
Retained earnings	22	8,335	3,610
<b>Total equity</b>		<b>191,372</b>	<b>185,495</b>

The above Consolidated Balance Sheet should be read in conjunction with the accompanying Notes.

# CONSOLIDATED INCOME STATEMENT

For the reporting period ended 27 April 2014

	Note	2014 \$000	2013 \$000
Revenue	4	440,557	423,885
Cost of sales		(209,968)	(201,711)
Gross profit		230,589	222,174
Selling, marketing and royalty expenses		(92,305)	(89,514)
Occupancy expenses		(36,506)	(33,327)
Restaurant related expenses		(43,500)	(42,830)
Administration expenses		(29,680)	(25,488)
Other expenses	5	(2,518)	(2,096)
Other income	4	848	858
Profit from continuing operations before finance income, finance costs and income tax (EBIT)		26,928	29,777
Finance income	5	422	204
Finance costs	5	(6,444)	(6,386)
Share of net profit of joint ventures accounted for using the equity method	14	38	92
<b>Profit from continuing operations before income tax</b>		20,944	23,687
Income tax expense	6	(6,919)	(7,319)
<b>Profit from continuing operations</b>		14,025	16,368
<b>Net profit attributable to members of Collins Foods Limited</b>		<b>14,025</b>	<b>16,368</b>
Basic earnings per share	36	15.08cps	17.60cps
Diluted earnings per share	36	15.03cps	17.60cps
Weighted average basic ordinary shares outstanding	36	93,000,003	93,000,003
Weighted average diluted ordinary shares outstanding	36	93,320,121	93,000,003

The above Consolidated Income Statement should be read in conjunction with the accompanying Notes.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the reporting period ended 27 April 2014

	Note	2014 \$000	2013 \$000
<b>Net profit attributable to members of Collins Foods Limited</b>		14,025	16,368
Items that may be reclassified to profit or loss			
<b>Other comprehensive income/(expense):</b>			
Exchange difference upon translation of foreign operations	21	1,288	201
Cash flow hedges	21	(423)	(824)
Income tax relating to components of other comprehensive income	6	127	247
Other comprehensive income/(expense) for the reporting period, net of tax		992	(376)
<b>Total comprehensive income for the reporting period</b>		15,017	15,992
<b>Total comprehensive income for the reporting period is attributable to:</b>			
<b>Owners of the parent</b>		<b>15,017</b>	<b>15,992</b>

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying Notes.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the reporting period ended 27 April 2014

	Note	Contributed Equity \$000	Reserves \$000	(Accumulated losses)/ retained earnings \$000	Total Equity \$000
<b>2013</b>					
<b>Beginning of the reporting period</b>		182,098	163	(2,993)	179,268
Profit for the reporting period		–	–	16,368	16,368
Other comprehensive expense		–	(376)	–	(376)
Total comprehensive income/(expense) for the reporting period		–	(376)	16,368	15,992
Transactions with owners in their capacity as owners:					
Dividends provided for or paid	22	–	–	(9,765)	(9,765)
<b>End of the reporting period</b>		<b>182,098</b>	<b>(213)</b>	<b>3,610</b>	<b>185,495</b>
<b>2014</b>					
<b>Beginning of the reporting period</b>		182,098	(213)	3,610	185,495
Profit for the reporting period		–	–	14,025	14,025
Other comprehensive income		–	992	–	992
Total comprehensive income for the reporting period		–	992	14,025	15,017
Transactions with owners in their capacity as owners:					
Share-based payments		–	160	–	160
Dividends provided for or paid	22	–	–	(9,300)	(9,300)
<b>End of the reporting period</b>		<b>182,098</b>	<b>939</b>	<b>8,335</b>	<b>191,372</b>

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying Notes.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the reporting period ended 27 April 2014

	Note	2014 \$000	2013 \$000
<b>Cash flows from operating activities:</b>			
Receipts from customers		483,673	465,598
Payments to suppliers and employees		(400,567)	(388,856)
GST paid		(25,636)	(26,629)
Interest received – external parties		389	231
Interest and other borrowing costs paid		(6,081)	(6,202)
Income tax paid		(6,928)	(2,922)
Net operating cash flows	31	44,850	41,220
<b>Cash flows from investing activities:</b>			
Payment for acquisition of subsidiary, net of cash acquired	35	(55,453)	–
Payment for acquisition of share in joint venture		(1,850)	–
Purchase of franchise rights		(1,241)	(90)
Payments for plant and equipment		(20,575)	(17,918)
Payments for acquisition costs		(2,187)	–
Net investing cash flows		(81,306)	(18,008)
<b>Cash flow from financing activities:</b>			
Proceeds from borrowings – bank loan facilities		60,000	–
Repayment of borrowings and other obligations		–	(64)
Loans advanced – related parties		(400)	–
Repayment of lending – related parties		–	281
Refinance fees paid		(496)	–
Dividends paid	22	(9,300)	(9,765)
Repurchase of shares		–	(9,377)
Net financing cash flows		49,804	(18,925)
<b>Net increase in cash and cash equivalents</b>		<b>13,348</b>	<b>4,287</b>
Cash and cash equivalents at the beginning of the reporting period		23,556	19,243
Effects of exchange rate changes on cash and cash equivalents		79	26
<b>Cash and cash equivalents at the end of the reporting period</b>	<b>7</b>	<b>36,983</b>	<b>23,556</b>
Non-cash financing and investing activities	32	–	–

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying Notes.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted by the Company and its subsidiaries (Group) in the preparation of the financial report are set out below. These policies have been consistently applied, unless otherwise stated.

### Basis of preparation

These financial statements have been prepared as a general purpose financial report in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the Corporations Act 2001.

Collins Foods Limited is a for profit entity for the purpose of preparing the Consolidated Financial Statements and was incorporated on 10 June 2011.

The Group utilises a fifty-two, fifty-three week reporting period ending on the Sunday nearest to 30 April. The 2014 reporting period comprised the fifty-two weeks which ended on 27 April 2014 (2013 was a fifty-two week reporting period which ended on 28 April 2013).

The financial statements have also been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities (including derivative instruments) and available-for-sale financial assets at fair value through profit or loss.

The financial report has been prepared on a going concern basis which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. Whilst the Group is in a net current liability position, the accounts continue to be prepared on a going concern basis on the grounds that future cash flow projections will be sufficient to meet operational needs and longer-term growth. In addition, the Group has access to unused credit facilities with its banking syndicate.

### Compliance with IFRS

The Consolidated Financial Statements of the Group comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

### Principles of consolidation

The Consolidated Financial Statements include the financial statements of the parent entity, Collins Foods Limited (the Company) and its subsidiaries (see Note 23 on subsidiaries). All transactions and balances between companies in the Group are eliminated on consolidation. The term 'Group' used throughout these financial statements means the parent entity and its subsidiaries. Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. Where an entity began to be controlled during the reporting period, the results are included only from the date control commenced. Where a subsidiary ceased to be controlled during the reporting period, the results are included only through to the date control ceased. The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. Consistent accounting policies are employed in the preparation and presentation of the consolidated financial statements.

### Joint ventures

Under AASB 11 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has two joint ventures. Investments in joint ventures are accounted for using the equity method of accounting, after initially being recognised at cost in the Consolidated Balance Sheet.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue from the sale of goods is recognised when the Group has passed control of the goods to the customer, interest income is recognised on a time proportion basis using the effective interest method and traineeship income is recognised as revenue when the right to receive payment is established. Revenue arising from the sale of property, plant and equipment is recognised when the risks and rewards have been transferred, which is considered to occur on settlement.

### 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 the performance of the operating segments, has been identified as the Managing Director/Chief Executive Officer.

### Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

### Tax consolidation

The Company and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation as of 23 June 2011. The Company, as the head entity in the tax consolidated group and its wholly-owned Australian controlled entities continue to account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, the Company also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group. Assets or liabilities arising under the tax funding agreement with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the Group. Details about the tax funding agreement are disclosed in Note 6.

### Foreign currency translation

Items included in the financial statements of each of the Group 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 Australian dollars, which is the functional and presentation currency of the Company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Transactions in foreign currencies are converted at the exchange rates in effect at the dates of each transaction. Amounts payable to or by the Group in foreign currencies have been translated into Australian currency at the exchange rates ruling on balance date. Gains and losses arising from fluctuations in exchange rates on monetary assets and liabilities are included in the Consolidated Income Statement in the period in which the exchange rates change, except when deferred in equity as qualifying cash flow hedges.

The results and financial position of foreign operations (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 and statement of comprehensive income are translated at average exchange rates (unless this 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 dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

### Employee entitlements

Provision has been made in the accounts for benefits accruing to employees up to balance date, such as annual leave, long service leave and incentives. No provision is made for non-vesting sick leave as the anticipated pattern of future sick leave taken indicates that accumulated non-vesting leave will never be paid. Annual leave and incentive provisions that are expected to be settled wholly within twelve months after the end of the reporting period are measured at their nominal amounts using the remuneration rates expected to apply at the time of settlement and are classified in provisions. Long service leave, annual leave and incentive provisions that are not expected to be settled wholly within twelve months after the end of the reporting period are measured as the present value of expected future payments to be made in respect of services provided by employees up to reporting date using the projected unit credit method. Expected future payments are discounted using market yields at reporting date on national government bonds with terms to maturity that match estimated future cash outflows.

All on-costs, including superannuation, payroll tax, workers' compensation premiums and fringe benefits tax are included in the determination of provisions.

### Cost of sales

For the purposes of the Consolidated Income Statement, cost of sales includes the carrying amount of inventories sold during the reporting period and an estimated allocation of labour incurred in relation to preparing those inventories for sale.

### Occupancy expenses

Occupancy expenses include: fixed rentals, contingent rentals, land tax, outgoings and depreciation relating to buildings and leasehold improvements.

### Restaurant related expenses

Restaurant related expenses include: utilities, maintenance, labour and on-costs (except those allocated to cost of sales), cleaning costs, depreciation of plant and equipment (owned and leased) located in restaurants and amortisation of KFC franchise rights.

### Cash and cash equivalents

For the purposes of the Consolidated Statement of Cash Flows, cash includes cash on hand, at call deposits with banks or financial institutions, and other short-term, highly liquid investments in money market instruments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either cash flow hedges or fair value hedges.

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair value or cash flows of hedged items.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Consolidated Income Statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in the Consolidated Income Statement. Changes in fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in the Consolidated Income Statement.

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

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Consolidated Income Statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the Consolidated Income Statement.

### Borrowings

Bank loans 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 Consolidated Income Statement over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities, which are not transaction costs relating to the actual draw-down of the facility, are capitalised and amortised on a straight-line basis over the term of the facility.

### Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed.

### Receivables

Trade and related party receivables are recognised initially at fair value and subsequently measured at amortised cost, less any provision for doubtful debts. Trade receivables are generally due for settlement no more than 30 days from the date of recognition. Collectability of trade and related party receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off. A provision for doubtful debts is raised when there is objective evidence that the Group will not be able to collect all amounts due. The amount of the impairment loss is recognised in the Consolidated Income Statement within other expenses. When a receivable for which an impairment allowance has been recognised becomes uncollectable in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the Consolidated Income Statement.

### Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is assigned on a first-in first-out basis and includes expenditure incurred in acquiring the stock and bringing it to the existing condition and location.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Business combinations

The acquisition method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange. Where equity instruments are issued in an acquisition, the value of the instruments is their published market price as at the date of exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. Transaction costs arising on the issue of equity instruments are recognised directly in equity. Transaction costs arising from business combinations are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the Consolidated Income Statement, but only after a reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

### Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the Consolidated Income Statement 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). If, in a subsequent Period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the reversal of the previously recognised impairment loss is recognised in the Consolidated Income Statement.

### Property, plant and equipment

All property, plant and equipment is recorded 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.

Property, plant and equipment, excluding freehold land, is depreciated at rates based upon the expected useful economic life as follows:

	Method	Life
Buildings	Straight line	20 years
Leasehold improvements	Straight line	Primary term of lease
Plant and equipment	Straight line	8 years
Software	Straight line	3 years

Leasehold improvements are depreciated over the unexpired period of the primary lease or the estimated life of the improvement, whichever is the shorter.

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.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The gain or loss on disposal of all non-current assets is determined as the difference between the carrying amount of the asset at the time of disposal and the proceeds on disposal, and is included in the Consolidated Income Statement of the Group in the reporting period of disposal.

### 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 other long term payables. Finance lease payments are allocated between interest expense and reduction of lease liability over the term of the lease. The interest expense is determined by applying the interest rate implicit in the lease to the outstanding lease liability at the beginning of each lease payment period. Finance leased assets are depreciated on a straight line basis over the shorter of the asset's estimated useful life and the lease term.

Where the risks and rewards of ownership are retained by the lessor, leased assets are classified as operating leases and are not capitalised. Rental payments are charged to the Consolidated Income Statement on a straight line basis over the period of the lease.

### Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill is not amortised. Instead, goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Goodwill is allocated to cash generating units for the purpose of impairment testing.

### Deferred franchise rights

Costs associated with franchise licences which provide a benefit for more than one reporting period are deferred and amortised over the remaining term of the franchise licence. Capitalised costs associated with renewal options for franchise licences are deferred and amortised over the renewal option period. The unamortised balance is reviewed each balance date and charged to the Consolidated Income Statement to the extent that future benefits are no longer probable.

### Other intangibles – Sizzler brand

Sizzler brand intangibles which are owned and registered by the Group are considered to have a useful life of 20 years and are amortised accordingly. These intangibles will be tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Sizzler brand intangibles are carried at amortised cost less impairment losses.

### Investments and other financial assets

The Group classifies its financial assets in the following categories: loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at each reporting date.

All investments and other financial assets with the exception of held-to-maturity investments and loans and receivables are measured at fair value. Held-to-maturity investments and loans and receivables are measured at amortised cost. At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Changes in fair value are either taken to the Consolidated Income Statement or an equity reserve.

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 those with maturities greater than 12 months after the reporting date which are classified as non-current assets. Loans and receivables are included in current receivables (Note 8) and non-current receivables (Note 13) in the Consolidated Balance Sheet.

Available-for-sale financial assets are included in non-current assets unless management intends to dispose of the investment within 12 months of the end of the reporting period. Investments are designated as available-for-sale if they do not have determinable payments and management intends to hold them for the medium to long term.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Accounts payable

These amounts represent liabilities for goods and services provided prior to the end of the reporting period and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

### Provisions

Provisions for legal claims and make good obligations 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 can be reliably estimated. Provisions are not recognised for future operating losses.

As the Group is required to restore the leased premises of certain retail stores to their original condition upon exit, an annual review of leased sites is conducted to revise its estimate of the provision required. However, as leases are traditionally renewed, the Group only recognises a provision for those restaurants where make good costs will result in a probable outflow of funds. The provision recognised is the present value of the estimated expenditure required to remove any leasehold improvements and decommissioning costs. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

### Goods and services tax

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

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

The net amount of GST payable to the taxation authority is included as part of trade and other payables (see Note 15).

Cash flows are included in the Consolidated Statement of Cash Flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

### Share-based payment transactions

Share-based compensation benefits are provided to certain employees via the Collins Foods Limited Executive and Employee Long Term Incentive Plan. Information relating to this plan is set out in Note 27.

The fair value of performance rights granted under the Collins Foods Limited Executive and Employee Long Term Incentive Plan is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the performance rights granted, which includes any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions.

Non-market vesting conditions are included in assumptions about the number of performance rights that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of performance rights that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit and loss, with a corresponding adjustment to equity.

### Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale and stated at the lower of their carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised. Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from other assets in the Consolidated Balance Sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the Consolidated Balance Sheet.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the Consolidated Income Statement.

### Financial risk management

The Group's activities expose it to a variety of financial risks; market risk (including price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management approach focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments such as interest rate swaps to hedge certain risk exposures.

The Board of Directors has delegated specific authorities to the central finance department in relation to financial risk management. The finance department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board has provided written policies covering the management of interest rate risk and the use of derivative financial instruments. All significant decisions relating to financial risk management require specific approval by the Board of Directors.

### Contributed equity

Debt and equity instruments are classified as either liabilities or equity in accordance with the substance of the contractual arrangement. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

Where any Group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners.

### Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at balance date.

### Earnings per share

#### *Basic earnings per share*

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company,
- by the weighted average number of ordinary shares outstanding during the financial period.

#### *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

### Rounding of amounts

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



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### New and amended standards adopted by the group

The Group applied the following standards and amendments for first time for their annual reporting period commencing 29 April 2013:

- AASB 10 Consolidated Financial Statements;
- AASB 11 Joint Arrangements;
- AASB 12 Disclosure of Interests in Other Entities;
- AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13; and
- AASB 119 Employee Benefits (September 2011) and AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011).

### Standards issued but not yet effective

Australian Accounting Standards that have recently been issued or amended but are not yet effective and have not been adopted for the annual reporting period ended 27 April 2014, are as follows:

AASB amendment	Affected standards	Application date of standard	Application date for the Group
AASB 2011-4	AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements	1 July 2013	28 April 2014
AASB 2012-2	Disclosures – Offsetting Financial Assets and Financial Liabilities	1 July 2013	28 April 2014
AASB 2012-3	Offsetting Financial Assets and Financial Liabilities	1 July 2014	4 May 2015
AASB 136	Impairment of Assets	1 July 2014	4 May 2015
Annual improvements project – 2010 – 2012 cycle	AASB 2 Share-based payment, AASB 3 Business combinations, AASB 8 Operating segments, AASB 13 Fair value measurement, AASB 116 + 138 Property plant and equipment + intangible assets and AASB 124 Related party disclosures	1 July 2014	4 May 2015
Annual improvements project – 2011 – 2013 cycle	AASB 1 Presentation of financial statements, AASB 3 Business combinations, AASB 13 Fair value measurement and AASB 140 Investment property	1 July 2014	4 May 2015
AASB 2009-11 AASB 2010-7 AASB 2012-6	AASB 9 Financial Instruments, AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9 and AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2010) and AASB 2012-6 Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 9 and Transition Disclosures	1 January 2015	4 May 2015

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 2: CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

### **Significant accounting judgements, estimates and assumptions**

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

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

#### ***Impairment of goodwill***

The Group determines whether goodwill with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash generating units to which the goodwill with indefinite useful lives relate. The assumptions used in this estimation of recoverable amount and the carrying amount of goodwill with indefinite useful lives are discussed in Note 11.

#### ***Review for impairment triggers of the brand and property, plant and equipment assets***

The Group reviews annually whether the triggers indicating a risk of impairment exist. The recoverable amounts of cash generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (refer Note 11).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 3: SEGMENT INFORMATION

### Description of segments

Management has determined the operating segments based on the reports reviewed by the Managing Director/Chief Executive Officer that are used to make strategic decisions. Management has identified four reportable segments: KFC Restaurants Queensland/New South Wales, KFC Restaurants Western Australia/Northern Territory (both competing in the quick service restaurant market), Sizzler Restaurants (competing in the full service restaurant market) and Shared Services which performs a number of administrative and management functions for the Group's KFC and Sizzler Restaurants.

### Segment information provided to the executive committee

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

	KFC Restaurants QLD/NSW	KFC Restaurants WA/NT	Sizzler Restaurants	Shared Services	All other segments	Total
	\$000	\$000	\$000	\$000	\$000	\$000
<b>2014</b>						
Total segment revenue	329,343	15,408	95,806	—	—	440,557
Adjusted EBITDA <sup>(1)</sup>	50,166	1,523	7,801	(9,473)	507	50,524
Depreciation, amortisation and impairment	12,804	437	5,845	1,610	13	20,709
Finance costs – net <sup>(2)</sup>	—	(1)	(1)	6,031	(7)	6,022
Income tax expense						6,919
<b>2013</b>						
Total segment revenue	318,245	—	105,640	—	—	423,885
Adjusted EBITDA <sup>(1)</sup>	44,700	—	10,090	(8,062)	494	47,222
Depreciation, amortisation and impairment	11,419	—	4,186	1,836	4	17,445
Finance costs – net <sup>(2)</sup>	—	—	(1)	6,188	(5)	6,182
Income tax expense						7,319

(1) Refer below for a description and reconciliation of Adjusted EBITDA.

(2) Refer Note 5 for a detailed breakdown.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 3: SEGMENT INFORMATION (continued)

The following is an analysis of the Group's assets and liabilities by reportable operating segment.

The amounts provided to the Board with respect to total assets and liabilities are measured in a manner consistent with that of the financial statements. The values are allocated based on the operations of the segment.

	KFC Restaurants QLD/NSW	KFC Restaurants WA/NT	Sizzler Restaurants	Shared Services	All other segments	Total
2014	\$000	\$000	\$000	\$000	\$000	\$000
Assets	393,459	63,962	73,263	45,686	4,608	580,978
Inter-segment eliminations	(145,368)	–	(14,681)	–	(233)	(160,282)
	248,091	63,962	58,582	45,686	4,375	420,696
Liabilities	4,790	8,073	1,322	375,417	4	389,606
Inter-segment eliminations	–	(3,713)	–	(156,569)	–	(160,282)
	4,790	4,360	1,322	218,848	4	229,324
2013	\$000	\$000	\$000	\$000	\$000	\$000
Assets	384,208	–	72,010	35,006	4,614	495,838
Inter-segment eliminations	(143,572)	–	(11,480)	–	–	(155,052)
	240,636	–	60,530	35,006	4,614	340,786
Liabilities	4,729	–	1,755	303,499	360	310,343
Inter-segment eliminations	–	–	(111)	(154,487)	(454)	(155,052)
	4,729	–	1,644	149,012	(94)	155,291

### Other segment information

#### Segment revenue

There are no sales between segments. The revenue from external parties reported to the Board is measured in a manner consistent with that in the Consolidated Income Statement.

Revenue from external customers is derived from the sale of food in KFC and Sizzler Restaurant outlets.

#### Adjusted EBITDA

The Board assesses the performance of the operating segments based on a measure of adjusted EBITDA. This measurement basis excludes the effects of costs associated with the acquisition of Collins Restaurants West Pty Ltd and the investment in the Snag Stand Group. Impairment of property, plant, equipment and franchise rights are also excluded to the extent they are isolated non-recurring events relating to individual restaurants. Net finance costs (including the impact of derivative financial instruments) are not allocated to segments as financing activities are driven by the central treasury function, which manages the cash position of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 3: SEGMENT INFORMATION (continued)

A reconciliation of adjusted EBITDA to profit from continuing operations before income tax is provided as follows:

	2014	2013
	\$000	\$000
Adjusted EBITDA	50,524	47,222
Finance costs – net	(6,022)	(6,182)
Long term incentive provision	(474)	–
Performance rights	(160)	–
Costs of acquisitions expensed	(2,253)	–
Depreciation	(16,924)	(15,672)
Amortisation	(1,682)	(1,572)
Impairment of property, plant and equipment	(2,103)	(162)
Impairment of KFC franchise rights	–	(39)
Share of net profit of joint ventures accounted for using the equity method	38	92
Profit from continuing operations before income tax	20,944	23,687

## NOTE 4: REVENUE AND OTHER INCOME

	2014	2013
	\$000	\$000
<b>Revenue from continuing operations</b>		
Sales revenue:		
Sale of goods	437,808	421,385
Other revenue:		
Franchise revenue from external parties	2,749	2,500
Total revenue	440,557	423,885
<b>Other income</b>		
Traineeship income	329	332
Other	519	526
Total other income	848	858

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 5: EXPENSES

	2014 \$000	2013 \$000
Profit from continuing operations before income tax includes the following specific expenses:		
<b>Depreciation, amortisation and impairment</b>		
Depreciation:		
Buildings	88	73
Leasehold improvements	8,877	8,363
Plant and equipment	7,959	7,236
	16,924	15,672
Amortisation of:		
Franchise rights	419	385
Sizzler brand – Australia	563	563
Sizzler brand – Asia	700	624
	1,682	1,572
Impairment of:		
Property, plant and equipment	2,103	162
KFC franchise rights	–	39
	2,103	201
<b>Total depreciation, amortisation and impairment</b>	<b>20,709</b>	<b>17,445</b>
<b>Finance income and costs</b>		
Interest income:		
Interest from external parties	(408)	(204)
Interest from related parties	(14)	–
<b>Finance income</b>	<b>(422)</b>	<b>(204)</b>
Interest expense:		
Bank loan interest	5,471	5,920
Interest on cash flow hedges	771	187
Transfer from cash flow hedge reserve	36	49
Amortisation of borrowing costs	166	230
<b>Finance costs</b>	<b>6,444</b>	<b>6,386</b>
<b>Net finance costs</b>	<b>6,022</b>	<b>6,182</b>
<b>Employee benefits expense</b>		
Wages and salaries	110,311	108,783
Defined contribution superannuation expense	8,564	8,413
Employee entitlements	7,800	7,559
<b>Total employee benefits expense</b>	<b>126,675</b>	<b>124,755</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 5: EXPENSES (continued)

	2014	2013
	\$000	\$000
<b>Operating lease rentals</b>		
Minimum lease payments	23,006	21,485
Contingent rentals	1,429	1,634
<b>Total rent expense relating to operating leases</b>	<b>24,435</b>	<b>23,119</b>
Inventory write-downs	103	55
Costs of acquisitions expensed <sup>(1)</sup>	2,253	–
Long term incentive provision	474	–
Performance rights	160	–
<b>Other expenses</b>		
Net loss on disposal of property, plant and equipment	130	209
Bank transaction fees	1,198	842
Other miscellaneous expenses	1,190	1,045
	<b>2,518</b>	<b>2,096</b>

(1) These items of expenditures were incurred as part of the acquisition of Collins Restaurants West Pty Ltd and the investment in the Snag Stand Group. They include stamp duty, legal costs and other costs directly attributable to these transactions.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 6: INCOME TAX

	2014 \$000	2013 \$000
<b>Income tax expense/(benefit)</b>		
Current tax	7,578	7,042
Deferred tax	(687)	271
Under provided in prior reporting periods	28	6
	6,919	7,319
Income tax expense is attributable to:		
Profit from continuing operations	6,919	7,319
Aggregate income tax expense	6,919	7,319
Deferred income tax expense/(benefit) included in income tax expense comprises:		
(Increase)/decrease in deferred tax assets (Note 12)	(977)	612
Increase/(decrease) in deferred tax liabilities (Note 12)	290	(341)
	(687)	271
<b>Numerical reconciliation of income tax expense/(benefit) to prima facie tax payable</b>		
Profit from continuing operations before income tax expense	20,944	23,687
Tax at the Australian tax rate of 30%	6,283	7,106
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible entertainment	9	11
Other non-deductible expenses	663	251
Withholding tax credits not brought to account	424	387
Non-assessable income received	(488)	(442)
	6,891	7,313
Amounts under provided in prior reporting periods	28	6
Income tax expense	6,919	7,319
<b>Tax expense/(income) relating to items of other comprehensive income</b>		
Cash flow hedges (Note 12)	(127)	(247)
	(127)	(247)
<b>Tax losses</b>		
Unused capital tax losses for which no deferred tax asset has been recognised	61,276	61,276
Potential tax benefit @ 30%	18,383	18,383
All unused tax losses were incurred by Australian entities.		



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 6: INCOME TAX (continued)

### Tax consolidation

The Company and its wholly-owned Australian controlled entities implemented the tax consolidation legislation on 23 June 2011. Additional controlled entities were added to the tax consolidated group on 4 August 2011 upon them becoming wholly-owned Australian controlled entities (Tax Consolidated Group). On 7 March 2014, following the acquisition of Collins Restaurants West Pty Ltd further controlled entities were added to the Tax Consolidated Group. As a consequence, the Company was required to determine an allocable cost amount under Australian income tax law and the tax base of certain assets was adjusted appropriately. The accounting policy on implementation of the legislation is set out in Note 1.

On adoption of the tax consolidation legislation, the entities in the Tax Consolidated Group entered into a tax sharing agreement which, in the opinion of the directors, limits the joint and several liability of the wholly-owned entities within the Tax Consolidated Group in the case of a default by the Company.

The entities in the Tax Consolidated Group have also entered into a Tax Funding Agreement under which the wholly-owned entities of that group fully compensate the Company for any current tax payable assumed and are compensated by the Company for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to the Company under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable/payable under the Tax Funding Agreement are due upon receipt of the funding advice from the Company, which is issued as soon as practicable after the end of each reporting period. The Company may also require payment of interim funding amounts to assist with its obligations to pay tax instalments. The funding amounts are recognised as current intercompany receivables or payables.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 7: CURRENT ASSETS – CASH AND CASH EQUIVALENTS

	2014	2013
	\$000	\$000
Cash at bank and on hand	36,983	23,556
	36,983	23,556

Cash at bank and on hand has an average floating interest of 2.4% (2013: 2.8%).

## NOTE 8: CURRENT ASSETS – RECEIVABLES

	2014	2013
	\$000	\$000
Trade receivables	648	2,002
Interest receivable	32	–
Prepayments	2,132	1,827
	2,812	3,829

Information concerning the effective interest rate and credit risk of both current and non-current receivables is set out in the non-current receivables note (Note 13).

## NOTE 9: CURRENT ASSETS – INVENTORIES

	2014	2013
	\$000	\$000
Raw materials and stores, at cost	4,922	4,416
Provision for diminution in value	(8)	(10)
	4,914	4,406

Inventories recognised as an expense during the reporting period ended 27 April 2014 amounted to \$145,108,000 (2013: \$139,698,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 10: NON-CURRENT ASSETS – PROPERTY, PLANT AND EQUIPMENT

	2014 \$000	2013 \$000
<b>Freehold land</b>		
Cost		
Opening balance	4,905	3,534
Additions	–	1,299
Transfers from construction in progress	–	72
Closing balance	4,905	4,905
<b>Buildings</b>		
Cost		
Opening balance	1,845	1,573
Additions	27	261
Transfers from construction in progress	–	11
Closing balance	1,872	1,845
Accumulated depreciation		
Opening balance	(676)	(603)
Depreciation	(88)	(73)
Closing balance	(764)	(676)
Net book value	1,108	1,169
<b>Leasehold improvements</b>		
Cost		
Opening balance	78,123	71,353
Acquisition through controlled entity purchased	5,414	–
Additions	1,515	2,362
Transfers from construction in progress	10,613	5,396
Disposals	(1,163)	(988)
Closing balance	94,502	78,123
Accumulated depreciation and impairment		
Opening balance	(51,228)	(43,671)
Depreciation	(8,877)	(8,363)
Impairment charge	(1,373)	(96)
Disposals	1,125	902
Closing balance	(60,353)	(51,228)
Net book value	34,149	26,895

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 10: NON-CURRENT ASSETS – PROPERTY, PLANT AND EQUIPMENT (continued)

	2014 \$000	2013 \$000
<b>Plant and equipment</b>		
Cost		
Opening balance	60,596	56,295
Acquisition through controlled entity purchased	4,935	–
Additions	4,427	3,529
Transfers from construction in progress	4,683	2,255
Disposals	(2,425)	(1,483)
Closing balance	72,216	60,596
Accumulated depreciation and impairment		
Opening balance	(38,115)	(32,203)
Depreciation	(7,959)	(7,236)
Impairment charge	(730)	(66)
Disposals	2,353	1,390
Closing balance	(44,451)	(38,115)
Net book value	27,765	22,481
<b>Construction in progress</b>		
Cost		
Opening balance	3,699	1,271
Acquisition through controlled entity purchased	4	–
Additions	16,204	10,192
Transfers to leasehold improvements and plant and equipment	(15,296)	(7,734)
Disposals	(20)	(30)
Closing balance	4,591	3,699
<b>Total property, plant and equipment, net</b>	<b>72,518</b>	<b>59,149</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 11: NON-CURRENT ASSETS – INTANGIBLE ASSETS

	2014	2013
	\$000	\$000
<b>Goodwill</b>		
Cost		
Opening balance	211,580	211,565
Purchase of controlled entities	45,199	–
Foreign currency translation	97	15
Closing balance	256,876	211,580
Net book value	256,876	211,580
<b>Franchise rights</b>		
Cost		
Opening balance	5,322	5,232
Purchase of controlled entities	98	–
Additions	1,241	90
Closing balance	6,661	5,322
Accumulated amortisation and impairment		
Opening balance	(909)	(485)
Amortisation	(419)	(385)
Impairment charge	–	(39)
Closing balance	(1,328)	(909)
Net book value	5,333	4,413
<b>Sizzler brand – Australia</b>		
Cost		
Opening balance	11,261	11,261
Closing balance	11,261	11,261
Accumulated amortisation		
Opening balance	(4,157)	(3,594)
Amortisation	(563)	(563)
Closing balance	(4,720)	(4,157)
Net book value	6,541	7,104

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 11: NON-CURRENT ASSETS – INTANGIBLE ASSETS (continued)

	2014	2013
	\$000	\$000
<b>Sizzler brand – Asia</b>		
Cost		
Opening balance	12,519	12,315
Foreign currency translation	1,346	204
Closing balance	13,865	12,519
Accumulated amortisation		
Opening balance	(1,110)	(476)
Foreign currency translation	(113)	(10)
Amortisation	(700)	(624)
Closing balance	(1,923)	(1,110)
Net book value	11,942	11,409
<b>Total intangible assets, net</b>	<b>280,692</b>	<b>234,506</b>

### Impairment test for indefinite life intangibles

#### Allocation of Goodwill

Segment	KFC Restaurants QLD/NSW		KFC Restaurants WA/NT		Sizzler Restaurants	
	2014	2013	2014	2013	2014	2013
	\$000	\$000	\$000	\$000	\$000	\$000
Carrying value	183,529	183,529	45,199	–	28,148	28,051

Goodwill is tested for impairment at a cash generating unit level. The recoverable amount of a cash generating unit is determined based on value-in-use calculations. Management recognises that there are various reasons that the estimates used in the assumptions may vary. For the KFC cash generating units, there are no reasonable and likely changes in assumptions which would result in an impairment.

### Key assumptions used for value-in-use calculations

#### KFC Restaurants

The cash flows by restaurant have been estimated after applying growth rates from the commencement of 2015 through to the end of the 2019 reporting period which average 2.9%. The year one projections have been aligned to the division's specific cash flows reflected in the 2015 budget.

Management believe that these growth percentages are reasonable considering the growth that has been seen in this operating segment during the 2014 and prior reporting periods. A pre-tax discount rate of 12.0% has been applied to years one to five. An indefinite terminal cash flow calculation has been applied for cash flows beyond year five, using the year five cash flow as a base. The growth rate of 2.75% has been used in determining the terminal value, which does not exceed the long term average growth rate for the industry segment in which the restaurants operate.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 11: NON-CURRENT ASSETS – INTANGIBLE ASSETS (continued)

### *Sizzler Restaurants*

The cash flows by restaurant have been estimated after applying growth rates from the commencement of 2015 through to the end of the 2019 reporting period which average 6.8% p.a.

While the growth rate assumed is higher than the industry average growth rate of 3%, Management believe it to be reasonable considering that the forecasted growth rate reflects expectations about the performance of the business incorporating the positive contribution from the 'Get Refreshed' initiative and other operational and work force productivity improvements. The growth rate has also been achieved in this operating segment during prior reporting periods. A pre-tax discount rate of 12.5% has been applied to years one to five. An indefinite terminal cash flow calculation has been applied for cash flows beyond year five, using the year five cash flow as a base. The growth rate of 2.5% has been used in determining the terminal value, which does not exceed the long term average growth rate for the industry segment in which the restaurants operate.

### *Sensitivity*

The estimates and judgments included in the value-in-use calculations are based on historical experience and other factors, including management's and the Director's expectations of future events that are believed to be reasonable under the current circumstances.

There has been no impairment recognised for the Sizzler Restaurants CGUs in the impairment assessment performed at 27 April 2014. Based on management's current assessment, the recoverable amount of the Sizzler Restaurants CGU exceeds the carrying amount by \$4.9m.

The Sizzler Restaurants CGU's recoverable amount is particularly sensitive to reasonably possible movements in key assumptions including, sales growth, EBITDA margins and the pre-tax discount rate utilised in determining the present value of cash flows. As a result, management has modelled below a range of sensitivities on the key assumptions that in isolation would result in the carrying amount of non-current assets exceeding their recoverable amount, thereby triggering a possible impairment charge:

- if the discount rate was to increase from 12.5% to 14%, an impairment charge of \$1.6m would be recorded;
- if the average sales growth achieved over the forecast period were to decrease from 3.0% p.a. to 1.7% p.a., an impairment charge of \$4.5m would be recorded; or
- if the average EBITDA margin (pre-overheads) of 10% in the 5 year discounted cash flow model were to decrease to 9.5%, an impairment charge of \$2.2m would be recorded.

Management and the Directors believe that other reasonable changes in key assumptions on which the recoverable amount has been calculated, would not cause the Sizzler Restaurants CGU carrying amounts for goodwill and brand to exceed their recoverable amounts.

The Group has and continues to undertake a range of strategic reviews to deliver the EBITDA growth included in the five year forecasts.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 12: NON-CURRENT ASSETS – DEFERRED TAX ASSETS, NET

	2014 \$000	2013 \$000
<b>Deferred tax assets</b>		
The balance comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Depreciation	19,121	14,308
Employee benefits	4,106	3,135
Provisions	1,504	1,290
Receivables	175	86
Capitalised costs	1,526	2,309
	26,432	21,128
Amounts recognised in other comprehensive income:		
Cash flow hedges	416	289
Deferred tax assets	26,848	21,417
Movements:		
Opening balance	21,417	21,782
Acquisition of subsidiary (Note 35)	4,327	–
(Charged)/credited to the Consolidated Income Statement (Note 6)	977	(612)
Credited to other comprehensive income (Note 6)	127	247
Closing balance	26,848	21,417
Deferred tax assets to be recovered within 12 months	7,690	5,912
Deferred tax assets to be recovered after more than 12 months	19,158	15,505
	26,848	21,417
<b>Deferred tax liabilities</b>		
The balance comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Inventories	680	644
Intangibles	6,233	6,035
Prepayments	77	21
Deferred tax liabilities	6,990	6,700
Movements:		
Opening balance	6,700	7,041
Charged/(credited) to the Consolidated Income Statement (Note 6)	290	(341)
Closing balance	6,990	6,700
Deferred tax liabilities to be recovered within 12 months	1,293	1,140
Deferred tax liabilities to be recovered after more than 12 months	5,697	5,560
	6,990	6,700



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 12: NON-CURRENT ASSETS – DEFERRED TAX ASSETS, NET (continued)

	2014	2013
	\$000	\$000
Deferred tax assets	26,848	21,417
Deferred tax liabilities	(6,990)	(6,700)
<b>Deferred tax assets, net</b>	<b>19,858</b>	<b>14,717</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 13: NON-CURRENT ASSETS – RECEIVABLES

	2014 \$000	2013 \$000
Loan to related party – joint venture	400	5
Provision for impairment of loans to related parties	–	(5)
	400	–
Security deposits	38	30
	438	30

### Interest rate risk

The Group's exposure to interest rate risk and the average interest rate by maturity period is set out in the following table:

	Notes	Floating interest rate \$000	Fixed interest maturing in:		Non- interest bearing \$000	Total \$000	Average interest rate	
			5 years or less \$000	More than 5 years \$000			Floating	Fixed
<b>2014</b>		<b>\$000</b>	<b>\$000</b>	<b>\$000</b>	<b>\$000</b>	<b>\$000</b>		
Trade and interest receivables	8	–	–	–	680	680		
Related party receivables	13	400	–	–	–	400	8.2%	
Other receivables	13	–	–	–	38	38		
		400	–	–	718	1,118		
<b>2013</b>		<b>\$000</b>	<b>\$000</b>	<b>\$000</b>	<b>\$000</b>	<b>\$000</b>		
Trade and interest receivables	8	–	–	–	2,002	2,002		
Other receivables	13	–	–	–	30	30		
		–	–	–	2,032	2,032		

### Credit risk

There is no concentration of credit risk with respect to external current and non-current receivables.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 14: NON-CURRENT ASSETS – INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

### Interests in individually immaterial joint ventures

Name of entity	Place of incorporation	Acronym	% of ownership interest	
			2014	2013
Sizzler China Pte Ltd	Singapore	SCP	50	50
Snag Holdings Pty Ltd	Australia	SNG	50	–

	Sizzler China Pte Ltd		Snag Holdings Pty Ltd		Total joint ventures	
	2014	2013	2014	2013	2014	2013
	\$000	\$000	\$000	\$000	\$000	\$000
Interest in individually immaterial joint ventures	800	593	1,681	–	2,481	593

### Interests in individually immaterial joint ventures

Opening balance	593	501	–	–	593	501
Acquisition of investment accounted for using the equity method	–	–	1,850	–	1,850	–
Share of net profit of joint venture accounted for using the equity method	207	92	(169)	–	38	92
Closing balance	800	593	1,681	–	2,481	593

### Summarised financial information of individually immaterial joint ventures

#### ASSETS:

#### Current assets:

Cash and cash equivalents	1,503	1,074	844	–	2,347	1,074
Receivables	154	152	89	–	243	152
Inventories	–	–	54	–	54	–
Total current assets	1,657	1,226	987	–	2,644	1,226

#### Non-current assets:

Cash and cash equivalents	–	–	168	–	168	–
Property, plant and equipment	–	–	1,098	–	1,098	–
Intangible assets, net	–	–	49	–	49	–
Total non-current assets	–	–	1,315	–	1,315	–
<b>Total assets</b>	<b>1,657</b>	<b>1,226</b>	<b>2,302</b>	<b>–</b>	<b>3,959</b>	<b>1,226</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 14: NON-CURRENT ASSETS – INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

	Sizzler China Pte Ltd		Snag Holdings Pty Ltd		Total joint ventures	
	2014 \$000	2013 \$000	2014 \$000	2013 \$000	2014 \$000	2013 \$000
LIABILITIES:						
<b>Current liabilities:</b>						
Trade and other payables	57	40	419	–	476	40
Provisions	–	–	109	–	109	–
Borrowings	–	–	200	–	200	–
<b>Total current liabilities</b>	<b>57</b>	<b>40</b>	<b>728</b>	<b>–</b>	<b>785</b>	<b>40</b>
<b>Non-current liabilities:</b>						
Borrowings	–	–	400	–	400	–
<b>Total non-current liabilities</b>	<b>–</b>	<b>–</b>	<b>400</b>	<b>–</b>	<b>400</b>	<b>–</b>
<b>Total liabilities</b>	<b>57</b>	<b>40</b>	<b>1,128</b>	<b>–</b>	<b>1,185</b>	<b>40</b>
<b>Net assets</b>	<b>1,600</b>	<b>1,186</b>	<b>1,174</b>	<b>–</b>	<b>2,774</b>	<b>1,186</b>
EQUITY:						
Contributed equity	–	–	2,402	–	2,402	–
Retained earnings	1,600	1,186	(1,228)	–	372	1,186
<b>Total Equity</b>	<b>1,600</b>	<b>1,186</b>	<b>1,174</b>	<b>–</b>	<b>2,774</b>	<b>1,186</b>
Group's share in %	50%	50%	50%	–		
Group's share in \$	800	593	587	–	1,387	593
Goodwill	–	–	1,094	–	1,094	–
Carrying amount	800	593	1,681	–	2,481	593

## NOTE 15: CURRENT LIABILITIES – TRADE AND OTHER PAYABLES

	2014 \$000	2013 \$000
Trade payables and accruals – unsecured	39,281	30,952
Other payables	11,734	8,861
<b>Total payables</b>	<b>51,015</b>	<b>39,813</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 16: DERIVATIVE FINANCIAL INSTRUMENTS

	2014	2013
	\$000	\$000
Current liabilities		
Interest rate swap contracts – cash flow hedges	1,070	743
Non-current liabilities		
Interest rate swap contracts – cash flow hedges	401	254

### Instruments used by the Group

The Group is party to derivative financial instruments in the normal course of business in order to hedge exposure to fluctuations in interest rates in accordance with the Group's financial risk management policies (refer Note 1).

### Interest rate swap contracts – cash flow hedges

On 4 August 2011 a subsidiary of the Company, CFG Finance Pty Limited, entered into a \$135 million Syndicated Facility Agreement (Syndicated Facility) and a \$10 million Working Capital Facility Agreement (Working Capital Facility). The Syndicated Facility was drawn to \$105 million on 4 August 2011.

On 31 July 2013 the terms of the Syndicated Facility were modified so that \$65 million was available to 31 October 2016 and \$70 million was available to 31 October 2018. The total amount drawn remained unchanged at \$105 million.

On 17 February 2014, the Syndicated Facility was further modified so as to increase the funds available until 31 October 2018 from \$70 million to \$100 million.

On 7 March 2014, the amount drawn down under the Syndicated Facility was increased from \$105 million to \$165 million in order to fund the acquisition of Collins Restaurants West Pty Ltd.

On 10 November 2011, the Group entered into an \$80 million interest rate swap contract (Swap Contract), with a maturity date of 5 August 2014, to hedge a designated portion of the interest rate exposure of the Syndicated Facility drawn at that time. Due to the modifications to the Syndicated Facility during the year, the Group entered into the following Swap Contracts to hedge a designated portion of the interest rate exposure of the amended Syndicated Facility:

- on 7 August 2013 a \$45.5 million Swap Contract, commencing on 5 August 2014, with a maturity date of 31 October 2016;
- on 7 August 2013 a \$28 million Swap Contract, commencing on 5 August 2014, with a maturity date of 31 October 2018; and
- on 13 March 2014 a \$48 million Swap Contract, commencing on 4 April 2014, with a maturity date of 31 October 2018.

Bank loans of the Group currently bear variable interest at BBSY which at balance date was 2.69% (2013: 3.1%) plus margins which vary with the gearing of the Group. At balance date, the weighted average margin was 1.73% (2013: 1.9%).

It is the policy of the Group to protect a designated portion of the loans from exposure to increasing interest rates. Accordingly, the Group has entered into Swap Contracts under which it is obliged to receive interest at variable rates and to pay interest at fixed rates.

Swaps currently in place cover approximately 78% (2013: 76%) of the loan principal outstanding and are timed to expire as each loan repayment falls due. The variable rates are BBSY which at balance date was 2.69% (2013: 3.1%). The fixed interest rates are as follows:

- \$80 million Swap Contract: 3.71% (2013: 3.71%);
- \$45.5 million Swap Contract: 3.18%;
- \$28 million Swap Contract: 3.68%; and
- \$48 million Swap Contract: 3.70%.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 16: DERIVATIVE FINANCIAL INSTRUMENTS (continued)

The notional principal amounts and periods of expiry of the Swap Contracts are as follows:

	Notional Principal Amount	
	2014 \$000	2013 \$000
Less than 1 year	80,000	–
1–2 years	–	80,000
2–3 years	45,500	–
3–4 years	–	–
4–5 years	76,000	–

The Swap Contracts require settlement of net interest receivable or payable each month. The settlement dates coincide with the dates on which interest is payable on the underlying debt. The Swap Contracts are settled on a net basis.

The derivative financial instruments entered into on 10 November 2011, 7 August 2013 and 13 March 2014 were designated as cash flow hedges at inception, as such, the gain or loss from remeasuring the hedging instruments at fair value is recognised in other comprehensive income and deferred in equity in the hedging reserve, to the extent that the hedges were effective. The fair value amounts deferred in equity are subsequently reclassified into the profit and loss when the hedged interest expense is recognised. At balance date these contracts were payables with a fair value of \$1.5 million (2013: payables totalling \$1.0 million).

### Credit risk exposures

At 27 April 2014, the Swap Contracts gave rise to payables for unrealised losses on derivative instruments of \$1.5 million (2013: \$1.0 million) for the Group. Management has undertaken these Swap Contracts with the Australia and New Zealand Banking Group Limited which is an AA rated financial institution.

### Interest rate risk exposures

Refer to Note 18 and Note 33 for the Group's exposure to interest rate risk on Swap Contracts.

## NOTE 17: CURRENT LIABILITIES – PROVISIONS

	2014 \$000	2013 \$000
Employee entitlements	3,934	3,633
Make good provision	78	117
Total current liabilities – provisions	4,012	3,750

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 18: NON-CURRENT LIABILITIES – BORROWINGS

	2014 \$000	2013 \$000
Bank loan – unsecured	165,000	105,000
Fees on bank loan – capitalised	(619)	(290)
<b>Total non-current liabilities – borrowings</b>	<b>164,381</b>	<b>104,710</b>
<b>Available financing facilities</b>		
Restricted access was available at balance date to the following lines of credit:		
<b>Credit standby arrangements:</b>		
Total facilities		
Working capital facility	10,000	10,000
Revolving cash advance facility – Facility A	–	5,000
Revolving cash advance facility – Facility A1	–	–
Revolving cash advance facility – Facility A2	–	–
Revolving cash advance facility – Facility B	–	25,000
	<b>10,000</b>	<b>40,000</b>
Used at balance date		
Working capital facility	319	179
Revolving cash advance facility – Facility A	–	–
Revolving cash advance facility – Facility A1	–	–
Revolving cash advance facility – Facility A2	–	–
Revolving cash advance facility – Facility B	–	–
	<b>319</b>	<b>179</b>
Unused at balance date		
Working capital facility	9,681	9,821
Revolving cash advance facility – Facility A	–	5,000
Revolving cash advance facility – Facility A1	–	–
Revolving cash advance facility – Facility A2	–	–
Revolving cash advance facility – Facility B	–	25,000
	<b>9,681</b>	<b>39,821</b>
<b>Bank loan facilities excluding credit standby arrangements:</b>		
Total facilities less mandatory scheduled or prepaid repayments made	165,000	105,000
Used at balance date	165,000	105,000
Unused at balance date	–	–

On 4 August 2011, a subsidiary of the Company, CFG Finance Pty Limited, entered into a \$135 million Syndicated Facility Agreement (Syndicated Facility) and a \$10 million Working Capital Facility Agreement (Working Capital Facility). The Syndicated Facility was drawn to \$105 million on 4 August 2011.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 18: NON-CURRENT LIABILITIES – BORROWINGS (continued)

On 31 July 2013, the terms of the Syndicated Facility were modified so that \$65 million was available to 31 October 2016 and \$70 million was available to 31 October 2018. The total amount drawn remained unchanged at \$105 million.

On 17 February 2014, the Syndicated Facility was further modified so as to increase the funds available until 31 October 2018 from \$70 million to \$100 million.

On 7 March 2014, the amount drawn down under the Syndicated Facility was increased from \$105 million to \$165 million in order to fund the acquisition of Collins Restaurants West Pty Ltd.

### Facilities

#### *Facility A1, Facility A2 and Facility B (2013: Facility A and Facility B)*

- The Syndicated Facility comprises Facility A1, Facility A2 and Facility B for \$65 million, \$40 million and \$60 million respectively (2013: Facility A \$110 million and Facility B \$25 million). Facility A1 expires on 31 October 2016, Facility A2 and Facility B expire on 31 October 2018. There are no scheduled repayments for Facility A1, Facility A2 or Facility B. Conditions exist regarding the voluntary repayment of debt. As at the end of the reporting period Facility A1, Facility A2 and Facility B were fully drawn (2013: Facility A drawn to \$105 million, Facility B was undrawn).
- The rate of interest under Facility A1, Facility A2 and Facility B was BBSY which at balance date was 2.69% (2013: Facility A and Facility B, BBSY 3.1%) plus, depending upon the gearing ratio of the Company, the applicable margin for Facility A1 of between 1.35% and 1.85%, and Facility A2 and Facility B of between 1.65% and 2.15% (2013: Facility A and Facility B between 1.5% and 2.2%). At balance date, the margin applicable for Facility A1 was 1.55% and for Facility A2 and Facility B was 1.85% (2013: Facility A and Facility B 1.9%). There is a commitment fee calculated daily and payable on the undrawn commitment of between 0.65% and 0.92% in respect of Facility A1 and 0.83% and 1.08% in respect of Facility A2 and Facility B depending upon the gearing ratio of the Company (2013: Facility A and Facility B 0.75% and 1.1%). At balance date, this commitment fee rate was 0.78% for Facility A1 and 0.93% for Facility A2 and Facility B (2013: Facility A and Facility B 0.95%) and was payable quarterly in arrears.

#### *Working capital*

- The Working Capital Facility was modified on 31 July 2013, so that it provided for the same term as Facility A2 and Facility B of the Syndicated Facility, expiring on 31 October 2018. It was initially allocated to a \$9.7 million overdraft facility and a \$0.3 million letter of credit facility. Any undrawn amount under either option can be reallocated at any time by the borrowers to either of the other options. On 5 March 2014 the allocation was amended to a \$9.6 million overdraft facility and a \$0.4 million letter of credit facility.
- Letters of credit of \$0.3 million (2013: \$0.2 million) were drawn under the Working Capital Facility as at balance date. The remainder of the Working Capital Facility was undrawn at that date. There is a commitment fee calculated daily and payable on the undrawn commitment of between 0.83% and 1.08% depending upon the gearing ratio of the Company (2013: 0.75% and 1.1%). At balance date, this commitment fee rate was 0.93% (2013: 0.95%) and was payable quarterly in arrears.
- The rate of interest for cash advances under the revolving advance facility of the Working Capital Facility is BBSY plus the applicable margin. The interest rate applicable to the overdraft facility is the 'Overdraft Base Rate', a weekly average of the 30 day BBSY rate, and at balance date was 2.7% (2013: 3.4%) plus the applicable margin. Fees on letters of credit issued under the Working Capital Facility are at a rate of 75% of the applicable margin. The applicable margin for the purposes of the cash advance, overdraft and letters of credit facility is between 1.65% and 2.15% depending upon the gearing ratio of the Company (2013: 1.5% and 2.2%). At balance date, the applicable margin was 1.85% (2013: 1.9%).

The Syndicated Facility and Working Capital Facility are subject to certain financial covenants and restrictions such as net leverage ratios, interest coverage ratios and others which management believe are customary for these types of loans. The Company and its subsidiaries (other than subsidiaries outside of the Closed Group) were registered guarantors of all the obligations in respect of these loan facilities.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 18: NON-CURRENT LIABILITIES – BORROWINGS (continued)

### Interest rate risk exposures

The following table summarises interest rate risk for the Group, together with effective interest rates as at the end of the reporting period. Sensitivity to interest rate risk is set out in Note 33.

	Notes	Floating interest rate \$000	Fixed interest maturing in:		Non-interest bearing \$000	Total \$000	Average interest rate excluding margin	
			5 years or less \$000	More than 5 years \$000			Floating	Fixed
<b>2014</b>								
Trade and other payables	15	–	–	–	51,015	51,015		
Borrowings	18	165,000	–	–	–	165,000	2.7%	
Derivative financial instruments <sup>(1)</sup>	16	(80,000)	80,000	–	–	–	2.7%	3.7%
Derivative financial instruments <sup>(2)</sup>	16	(48,000)	48,000	–	–	–	2.7%	3.7%
		37,000	128,000	–	51,015	216,015		
Derivatives with future commencement dates:								
Derivative financial instruments <sup>(3)</sup>	16	(45,500)	45,500	–	–	–	2.7%	3.2%
Derivative financial instruments <sup>(4)</sup>	16	(28,000)	28,000	–	–	–	2.7%	3.7%
<b>2013</b>								
Trade and other payables	15	–	–	–	39,813	39,813		
Borrowings	18	105,000	–	–	–	105,000	3.1%	
Derivative financial instruments <sup>(5)</sup>	16	(80,000)	80,000	–	–	–	3.1%	3.7%
		25,000	80,000	–	39,813	144,813		

(1) Notional principal amount maturing 5 August 2014.

(2) Notional principal amount commencing 4 April 2014, maturing 31 October 2018.

(3) Notional principal amount commencing 5 August 2014, maturing 31 October 2016.

(4) Notional principal amount commencing 5 August 2014, maturing 31 October 2018.

(5) Notional principal amount.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 18: NON-CURRENT LIABILITIES – BORROWINGS (continued)

### Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non-derivative financial liabilities; and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For Swap Contracts the cash flows have been estimated using forward interest rates applicable at the end of each reporting period.

Contractual maturities of financial liabilities	Less than 1 year \$000	Between 1 and 2 years \$000	Between 2 and 5 years \$000	Over 5 years \$000	Total contractual cash flows \$000	Carrying amount (assets)/ liabilities \$000
<b>At 27 April 2014</b>						
<b>Non-derivatives</b>						
Trade and other payables	51,015	–	–	–	51,015	51,015
Borrowings	8,365	8,277	181,239	–	197,881	164,381
Total non-derivatives	59,380	8,277	181,239	–	248,896	215,396
<b>Derivatives</b>						
Net settled ( Swap Contracts)	(1,097)	(620)	216	–	(1,501)	(1,471)
<b>At 28 April 2013</b>						
<b>Non-derivatives</b>						
Trade and other payables	39,813	–	–	–	39,813	39,813
Borrowings	5,863	106,574	–	–	112,437	104,710
Total non-derivatives	45,676	106,574	–	–	152,250	144,523
<b>Derivatives</b>						
Net settled ( Swap Contracts)	(757)	(263)	–	–	(1,020)	(997)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 19: NON-CURRENT LIABILITIES – PROVISIONS

	2014 \$000	2013 \$000
Employee entitlements	3,265	1,784
Make good provision	135	80
	3,400	1,864

The non-current provision for employee entitlements in respect of long service leave includes all conditional entitlements for which provision is made, but where employees have not yet completed the required period of service. Upon completion of the required period of service the Group no longer has an unconditional right to defer settlement of these obligations and as such the obligation is then presented as a current liability.

## NOTE 20: CONTRIBUTED EQUITY

	Date	Parent entity	
		Share capital \$000	Total equity \$000
Balance	28 April 2013	182,098	182,098
Balance	27 April 2014	182,098	182,098

Share capital	Parent entity	
	2014 Shares	2013 Shares
Ordinary shares – fully paid	93,000,003	93,000,003

### Equity of parent company

Movements in ordinary share capital during the reporting period were as follows:

Details	Date	Number of shares
Ordinary shares – fully paid		
Balance	28 April 2013	93,000,003
Balance	27 April 2014	93,000,003

### Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of 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. Upon a poll each share is entitled to one vote. Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

### Long Term Incentive Plan

Information relating to the Long Term Incentive Plan including details of shares issued under this plan is set out in Note 27.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 21: RESERVES

	2014 \$000	2013 \$000
Hedging – cash flow hedges	(970)	(674)
Foreign currency translation	1,749	461
Share-based payments	160	–
	939	(213)
Movements in hedging reserve – cash flow hedges:		
Opening balance	(674)	(97)
Revaluation – gross	(475)	(894)
Deferred tax (Note 12)	143	268
Transfer to net profit – gross	52	70
Deferred tax (Note 12)	(16)	(21)
Closing balance	(970)	(674)
Movements in foreign currency translation reserve:		
Opening balance	461	260
Exchange fluctuations arising on net assets of foreign operations	1,288	201
Closing balance	1,749	461
Movements in share-based payments reserve:		
Opening balance	–	–
Valuation of performance rights	160	–
Closing balance	160	–

### Nature and purpose of reserves

#### *Hedging reserve – cash flow hedges*

The hedging reserve is used to record gains or losses on a hedging instrument in a cash flow hedge that are recognised in other comprehensive income, as described in Note 1. Amounts are recognised in profit and loss when the associated hedged transaction affects profit and loss.

#### *Share-based payments reserve – performance shares*

The share-based payments reserve is used to recognise the issuance date fair value of performance shares issued to employees but not yet vested.

#### *Foreign currency translation reserve*

Exchange differences arising on translation are recognised in other comprehensive income and accumulated in a separate reserve within equity.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 22: RETAINED EARNINGS/(ACCUMULATED LOSSES)

	2014 \$000	2013 \$000
Retained earnings/(accumulated losses):		
Opening balance	3,610	(2,993)
Net profit	14,025	16,368
Dividend provided for or paid	(9,300)	(9,765)
Closing balance	8,335	3,610
Dividends:		
Dividends paid of \$0.10 (2013: \$0.105) per fully paid share	9,300	9,765
	9,300	9,765
Franking credits available for the subsequent reporting period based on a tax rate of 30%	49,590	44,010

The above amount represents the balance of the franking account as at the end of the reporting period, adjusted for:

- franking credits that will arise from the payment of income tax payable as at the end of the reporting period;
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
- franking credits that may be prevented from being distributed in the subsequent reporting period.

The consolidated amounts include franking credits that would be available to the parent entity if distributable profits of subsidiaries were paid as dividends.

Since the end of the reporting period, the Directors of the Company have declared the payment of a fully franked final dividend of 6.0 cents per ordinary share (\$5.6 million) to be paid on 18 July 2014. The aggregate amount of the dividend to be paid on that date, but not recognised as a liability at the end of the reporting period is \$5,580,000.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 23: SUBSIDIARIES AND DEED OF CROSS GUARANTEE

The Consolidated Financial Statements at 27 April 2014 include the following subsidiaries. The reporting period end of all subsidiaries is the same as that of the parent entity.

Name of controlled entity	Notes	Place of incorporation	Acronym	% of shares held	
				2014	2013
CFG Finance Pty Limited	(b)	Australia	CFGF	100	100
Collins Foods Holding Pty. Limited	(b)	Australia	CFH	100	100
Collins Foods Finance Pty. Limited	(b)	Australia	CFF	100	100
Collins Foods Group Pty. Ltd.	(b)	Australia	CFG	100	100
Collins Restaurants Queensland Pty. Ltd.	(b)	Australia	CRQ	100	100
Collins Restaurants NSW Pty. Ltd.	(b)	Australia	CRN	100	100
Collins Restaurants West Pty. Ltd.	(b) (f)	Australia	CRW	100	–
Fiscal Nominees Company Pty. Ltd.	(b) (g)	Australia	FNC	100	–
Sizzler Restaurants Group Pty. Ltd.	(b)	Australia	SRG	100	100
Collins Restaurants Management Pty. Ltd.	(b)	Australia	CRM	100	100
Collins Property Development Pty. Ltd	(b)	Australia	CPD	100	100
Club Sizzler Pty. Ltd.	(b)	Australia	CSP	100	100
Collins Foods Australia Pty. Ltd.	(b)	Australia	CFA	100	100
Collins Finance and Management Pty. Ltd.	(b)	Australia	CFM	100	100
Sizzler South Pacific Pty. Ltd.	(c)	Nevada, USA	SSP	100	100
SingCo Trading Pte Ltd	(d)	Singapore	SingCo	100	100
Sizzler International Marks LLC	(d)	Delaware, USA	SIM	100	100
Sizzler Asia Holdings LLC	(d)	Delaware, USA	SAH	100	100
Sizzler South East Asia LLC	(d) (e)	Delaware, USA	SSEA	100	100
Sizzler New Zealand LLC	(d) (e)	Delaware, USA	SNZ	100	100
Sizzler Restaurant Services LLC	(d) (e)	Delaware, USA	SRS	100	100

Notes relating to the above table:

(a) Collins Foods Limited is domiciled in Brisbane, Australia. The Registered office is located at 16 Edmondstone Street, Newmarket Qld 4051.

(b) These companies have entered into or acceded to a Deed of Cross Guarantee dated 23 February 2012 with Collins Foods Limited which provides that all parties to the deed will guarantee to each creditor payment in full of any debt of each company participating in the deed on winding up of that company. As a result of Class Order 98/1418 issued by the Australian Securities and Investments Commission, these companies are relieved from the requirement to prepare financial statements.

(c) Sizzler South Pacific Pty. Ltd. (SSP) is a company with no net assets. The directors have resolved to liquidate this company. This company is not an Australian registered company and is not covered by the Class Order 98/1418.

(d) These companies are not Australian registered companies and are not covered by the Class Order 98/1418.

(e) Originally incorporated in Nevada, upon conversion to a LLC became registered in Delaware.

(f) Acquired on 7 March 2014.

(g) Incorporated on 25 November 2013.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 23: SUBSIDIARIES AND DEED OF CROSS GUARANTEE (continued)

The Consolidated Income Statement, Consolidated Statement of Comprehensive Income and summary of movements in consolidated retained profits of the entities in the Class Order 98/1418 'closed group' are as follows:

As there are no other parties to the Deed of Cross Guarantee, that are controlled by Collins Foods Limited, the below also represents the 'Extended Closed Group'.

	Closed Group	
	2014	2013
	\$000	\$000
<b>CONSOLIDATED INCOME STATEMENT</b>		
Sales revenue	437,808	421,385
Cost of sales	(209,968)	(201,711)
Gross profit	227,840	219,674
Selling, marketing and royalty expenses	(92,305)	(89,514)
Occupancy expenses	(36,506)	(33,327)
Restaurant related expenses	(43,500)	(42,830)
Administration expenses	(28,319)	(24,281)
Other expenses	(2,425)	(2,070)
Share of net profit of joint ventures accounted for using the equity method	(169)	–
Other income	848	858
Finance income	421	202
Finance costs	(6,444)	(6,386)
<b>Profit from continuing operations before income tax</b>	<b>19,441</b>	<b>22,326</b>
Income tax expense	(6,561)	(6,992)
<b>Profit from continuing operations</b>	<b>12,880</b>	<b>15,334</b>
<b>STATEMENT OF CONSOLIDATED COMPREHENSIVE INCOME</b>		
<b>Profit from continuing operations</b>	<b>12,880</b>	<b>15,334</b>
<b>Other comprehensive income/(expense):</b>		
Cash flow hedges	(423)	(824)
Income tax relating to components of other comprehensive income	127	247
<b>Other comprehensive income/(expense) for the reporting period, net of tax</b>	<b>(296)</b>	<b>(577)</b>
<b>Total comprehensive income for the reporting period</b>	<b>12,584</b>	<b>14,757</b>
<b>Total comprehensive income for the reporting period is attributable to:</b>		
Owners of the parent	12,584	14,757
<b>SUMMARY OF MOVEMENTS IN CONSOLIDATED RETAINED PROFITS</b>		
<b>Retained profits/(losses) at the beginning of the reporting period</b>	<b>2,308</b>	<b>(3,261)</b>
Profit for the reporting period	12,880	15,334
Dividends provided for or paid	(9,300)	(9,765)
<b>Retained earnings at the end of the reporting period</b>	<b>5,888</b>	<b>2,308</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 23: SUBSIDIARIES AND DEED OF CROSS GUARANTEE (continued)

The Consolidated Balance Sheet of all entities in the Class Order 98/1418 'closed group' as at the end of the reporting period is as follows:

	Closed Group	
	2014	2013
	\$000	\$000
<b>Current assets</b>		
Cash and cash equivalents	36,341	23,223
Receivables	2,614	3,748
Inventories	4,914	4,406
<b>Total current assets</b>	<b>43,869</b>	<b>31,377</b>
<b>Non-current assets</b>		
Property, plant and equipment	72,518	59,149
Intangible assets, net	267,172	221,839
Deferred tax assets, net	21,985	16,717
Receivables	438	30
Investments accounted for using the equity method	1,681	–
Other financial assets	9,827	9,827
<b>Total non-current assets</b>	<b>373,621</b>	<b>307,562</b>
<b>Total assets</b>	<b>417,490</b>	<b>338,939</b>
<b>Current liabilities</b>		
Trade and other payables	52,005	39,729
Current tax liabilities	5,045	4,157
Derivative financial instruments	1,070	743
Provisions	4,012	3,750
<b>Total current liabilities</b>	<b>62,132</b>	<b>48,379</b>
<b>Non-current liabilities</b>		
Borrowings	164,381	104,710
Derivative financial instruments	401	254
Provisions	3,400	1,864
<b>Total non-current liabilities</b>	<b>168,182</b>	<b>106,828</b>
<b>Total liabilities</b>	<b>230,314</b>	<b>155,207</b>
<b>Net assets</b>	<b>187,176</b>	<b>183,732</b>
<b>Equity</b>		
Contributed equity	182,098	182,098
Reserves	(810)	(674)
Retained profits	5,888	2,308
<b>Total equity</b>	<b>187,176</b>	<b>183,732</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 24: COMMITMENTS FOR EXPENDITURE

	2014	2013
	\$000	\$000
<b>Capital commitments</b>		
Property, plant and equipment:		
Aggregate capital expenditure contracted for at balance date but not recognised as liabilities, payable	5,801	7,621
<b>Operating Leases</b>		
Operating leases relate to land, buildings and equipment with lease terms ranging from 3 to 25 years and expire on varying dates through 2033. The Company has the right to extend many of these leases and many contain market review clauses. Certain leases require contingent rent, determined as a percentage of sales, when annual sales exceed specified levels.		
Operating lease commitments:		
Aggregate lease expenditure contracted for at balance date but not recognised as liabilities, payable:		
Not later than 1 year	31,951	24,984
Later than 1 year but not later than 5 years	73,668	60,563
Later than 5 years	34,599	22,103
	140,218	107,650
Less recoverable Goods and Services Tax	(12,745)	(9,783)
Minimum lease payments	127,473	97,867

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 25: RELATED PARTIES

### Parent entity

The parent entity and ultimate parent entity within the Group is Collins Foods Limited.

### Key Management Personnel

Key Management Personnel include the directors for the parent entity and directors and executives for the Group. All disclosures relating to Key Management Personnel are disclosed in Note 26.

### Subsidiaries

The ownership interests in subsidiaries are set out in Note 23.

Transactions between entities within the Group during the reporting period consisted of loans advanced and repaid, interest charged and received, operating expenses paid, non-current assets purchased and sold, and tax losses transferred. These transactions were undertaken on commercial terms and conditions.

### Transactions with related parties

All transactions with related parties are conducted on commercial terms and conditions.

Transaction type	Class of related party	Whole Dollars	
		2014	2013
		\$	\$
<b>Loans to related parties</b>			
Loan advanced to a related party	Related entity – joint venture	400,000	–
Loan repayment from a related party	Related entity – joint venture	–	(281,206)
Provision for impairment of a related party receivable	Related entity – joint venture	–	(4,794)

## NOTE 26: KEY MANAGEMENT PERSONNEL COMPENSATION AND EQUITY INSTRUMENT DISCLOSURES

### Key Management Personnel compensation

	2014	2013
Short term employee benefits	2,489,778	2,030,241
Post-employment benefits	180,559	173,630
Long term benefits	37,195	40,988
Share-based payments	156,059	–
	2,863,591	2,244,859

Detailed remuneration disclosures are provided in the Remuneration Report included in the Directors' Report.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 26: KEY MANAGEMENT PERSONNEL COMPENSATION AND EQUITY INSTRUMENT DISCLOSURES (continued)

### Equity instrument disclosures relating to Key Management Personnel

#### Shareholdings

The numbers of shares in the Company held during the financial period by the Directors of the Company and the Key Management Personnel of the Group, including their personally related parties, are set out below. There were no shares, other than performance rights, granted during the reporting period as compensation or as a result of exercise of options or rights.

ORDINARY SHARES	Balance at start of period	Changes during the period <sup>(1)</sup>	Balance at end of period
<b>2014</b>			
<b>Directors:</b>			
Russell Tate	20,001	–	20,001
Newman Manion	20,001	–	20,001
Bronwyn Morris	5,001	–	5,001
Kevin Perkins	7,340,833	–	7,340,833
Stephen Copulos	12,000,000		12,000,000
<b>Other Key Management Personnel:</b>			
Graham Maxwell	–	–	–
Martin Clarke	126,262	–	126,262
John Hands	210,409	–	210,409
Phillip Coleman	11,571	(11,571)	–
<b>2013</b>			
<b>Directors:</b>			
Russell Tate	20,001	–	20,001
Newman Manion	20,001	–	20,001
Bronwyn Morris	5,001	–	5,001
Kevin Perkins	7,340,833	–	7,340,833
Stephen Copulos	–	12,000,000	12,000,000
<b>Other Key Management Personnel</b>			
Graham Maxwell	–	–	–
Martin Clarke	126,262	–	126,262
John Hands	210,409	–	210,409
Phillip Coleman	11,571	–	11,571
Simon Perkins	168,402	(168,402)	–

(1) Changes include recognition/de-recognition of shares held upon becoming/ceasing to be a Director or other KMP of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 26: KEY MANAGEMENT PERSONNEL COMPENSATION AND EQUITY INSTRUMENT DISCLOSURES (continued)

PERFORMANCE RIGHTS	Balance at start of reporting period	Granted as compensation	Vested	Other changes <sup>(1)</sup>	Balance at end of reporting period	Vested	Unvested
<b>2014</b>							
Kevin Perkins	–	103,859	–	–	103,859	–	103,859
Graham Maxwell	–	356,088	–	–	356,088	–	356,088
Martin Clarke	–	35,608	–	–	35,608	–	35,608
John Hands	–	23,739	–	–	23,739	–	23,739
Phillip Coleman	–	22,552	–	(22,552)	–	–	–

(1) Changes include recognition/de-recognition of shares held upon becoming/ceasing to be a Director or other KMP of the Group.

There were no performance rights issued as at 28 April 2013. For further information on performance rights refer Note 27.

### Loans with Directors and Director-related entities

As of the end of the reporting period, there were no loans with Directors and Director-related entities. As of the end of the prior reporting period, there were no loans with Directors and Director-related entities.

### Other transactions with Key Management Personnel

Directors and other Key Management Personnel of the Group, and their personally related entities, may purchase goods from the Company or its controlled entities from time to time. These transactions are made using terms available to other employees of the Group and customers generally.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 27: SHARE-BASED PAYMENTS

### Long Term Incentive Plan – performance rights

The establishment of the Company's Long Term Incentive Plan (LTIP) was approved by shareholders at the 2013 Annual General Meeting. The LTIP is designed to provide long term incentives for employees, including executive directors to motivate them to build long term value for the Company and its' shareholders. Under the plan, participants are granted performance rights over shares. Participation in the plan is at the Board's discretion. The number of performance rights is calculated by dividing the dollar value of the participant's long term incentive by the volume weighted average price of the shares for the five days prior to the date of offer of the performance rights.

Unless otherwise determined by the Board in its discretion, performance rights are issued for nil consideration. The amount of performance rights that will vest depends upon the achievement of certain vesting conditions, including the satisfaction of a minimum 12 month term of employment and the achievement of earnings per share (EPS) growth targets by the Company. The EPS growth targets must be achieved over a three year performance period. Performance rights will automatically vest on the business day after the Board determines the vesting conditions have all been satisfied (Vesting Determination Date).

If in the opinion of the Board a change of control event has occurred, or is likely to occur, the Board may declare a Performance Right to be free of any vesting conditions and, if so, the Company must issue or transfer shares in accordance with the LTIP rules. In exercising its discretion, the Board will consider whether measurement of the vesting conditions (on a pro-rata basis) up to the date of the change of control event is appropriate in the circumstances.

The performance rights will automatically exercise on the Vesting Determination Date unless that date occurs outside a trading window permitted under the Company's Securities Trading Policy, in which case the performance rights will exercise upon the first day of the next trading window following the Vesting Determination Date. Upon exercise of the performance rights, the Company must issue or procure the transfer of one share for each Performance Right, or alternatively may in its discretion elect to pay the cash equivalent value to the participant. In the event of a capital reconstruction or bonus issue of securities by the Company, the number of shares issued for each Performance Right will be proportionately adjusted. Subject to a reconstruction or bonus issue, performance rights do not carry the right to participate in any new issue of securities including pro-rata issues. If the Company conducts a rights issue, the exercise price (if any) of the performance rights will be adjusted in accordance with ASX Listing Rules as at the date the performance rights were issued.

Performance rights will lapse on the first to occur of:

- the expiry date;
- the vesting conditions not being satisfied by the Vesting Determination Date;
- unless the Board otherwise determines, by the cessation of the employment of the employee to whom the offer of performance rights was made. The Board determination will depend upon the reason for employment ceasing (resignation, dismissal for cause, death or illness).

Performance rights when issued under the LTIP are not entitled to receive a dividend and carry no voting rights.

Set out below are summaries of performance rights issued under the LTIP:

	Number of performance rights
As at 28 April 2013	–
Issued during the year	553,715
Exercised during the year	–
Lapsed during the year	22,552
<b>As at 27 April 2014</b>	<b>531,163</b>
Vested and exercisable at 27 April 2014	–

All performance rights issued as at 27 April 2014 have an expiry date of 25 July 2016 and were issued with an exercise price of nil.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 27: SHARE-BASED PAYMENTS (continued)

### Fair value of performance rights issued

The assessed fair value at issuance date of performance rights issued during the year ended 27 April 2014 was an average of \$1.50 per right. The fair value at issuance date has been determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the right, the impact of dilution, the share price at issuance date, the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the rights.

The model inputs for rights issued during the year ended 27 April 2014 included:

- rights are issued for no consideration and vest depending on the achievement of EPS growth targets for the three year performance period;
- exercise price: nil;
- issuance dates 18 September 2013 and 1 October 2013;
- share price: \$1.70;
- expected price volatility of the Company's shares: 80%;
- expected dividend yield: 4.12%;
- risk-free interest rate: 3.5%.

The expected price volatility is based on the historic volatility (based on the remaining life of the rights), adjusted for any expected changes to future volatility due to publicly available information.

## NOTE 28: SUPERANNUATION

The Group maintains two superannuation plans which cover substantially all of its employees. Each participating employer entity in the Group has a legal obligation to contribute to the plans or other plans as chosen by the employees. The default plans chosen by the employer entity are as follows:

- Management employees – a non-contributory accumulated benefits scheme which is administered by Plum Financial Services Limited.
- Staff – non-contributory accumulated benefits plans which are administered by Westpac Financial Services Group Limited, Sunsuper or Australian Retirement Fund.

## NOTE 29: CONTINGENCIES

### Contingent liabilities

The parent entity and certain controlled entities indicated in Note 23 have entered into Deeds of Cross Guarantee under which the parent entity has guaranteed any deficiencies of funds on winding up of the controlled entities which are party to the deeds. At the date of this statement there are reasonable grounds to believe that the Company will be able to meet any obligations or liabilities to which it is, or may become, subject by virtue of the deeds.

As described in Note 18, CFG Finance Pty. Limited (a subsidiary) and several other related entities entered into Syndicated and Working Capital credit facilities. As a consequence of this, the Company and its subsidiaries (other than subsidiaries outside the Closed Group) became registered guarantors of all the obligations in respect of these loan facilities.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 30: REMUNERATION OF AUDITORS

During the reporting period the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	Whole Dollars	
	2014	2013
	\$	\$
<b>Assurance services</b>		
Audit services:		
PricewaterhouseCoopers Australian firm		
Audit and review of financial reports and other audit work under the Corporations Act 2001	306,973	280,090
Audit and review of financial reports and other audit work for foreign subsidiary	32,176	20,300
Network firms of PricewaterhouseCoopers Australia		
Audit and review of financial reports and other audit work for foreign subsidiary	23,061	20,600
	362,210	320,990
Other assurance services:		
PricewaterhouseCoopers Australian firm		
Store sales certificates	10,300	10,300
Agreed upon procedures for covenant calculations	20,216	18,800
Network firms of PricewaterhouseCoopers Australia		
Agreed upon procedures in respect of franchisee sales	–	9,700
	30,516	38,800
<b>Total remuneration for assurance services</b>	<b>392,726</b>	<b>359,790</b>
<b>Taxation services</b>		
PricewaterhouseCoopers Australian firm		
Tax compliance services, including review of company tax returns	25,000	25,000
Tax advice and consulting	6,000	11,000
Network firms of PricewaterhouseCoopers Australia		
Tax compliance services, including review of company tax returns	4,348	3,654
<b>Total remuneration for taxation services</b>	<b>35,348</b>	<b>39,654</b>
<b>Total remuneration for services</b>	<b>428,074</b>	<b>399,444</b>

It is the Group's policy to employ PricewaterhouseCoopers on assignments additional to their statutory audit duties where PricewaterhouseCoopers' expertise and experience with the Group are important. These assignments are principally tax advice, due diligence reporting on acquisitions and capital raisings, or where PricewaterhouseCoopers is awarded assignments on a competitive basis. It is the Company's policy to seek competitive tenders for all major consulting projects.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 31: NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### Reconciliation of profit from continuing operations to net cash inflow from operating activities

	2014	2013
	\$000	\$000
Profit from continuing operations	14,025	16,368
<b>Adjustments for non-cash income and expense items:</b>		
Depreciation, amortisation and impairment	20,709	17,445
Loss on disposal of property, plant and equipment	130	209
Amortisation of borrowing costs	166	230
Non-cash employee benefits expense share-based payments	160	–
Transfer to/(from) provisions:		
Reversal of provision for diminution in value of inventory	(2)	(5)
Provision for employee entitlements	769	553
Impairment of related party receivable	–	5
Movement in:		
Income tax payable	888	4,157
Deferred tax balances	(897)	240
Fringe benefits tax payable	23	70
Goods and services tax payable	1,015	(82)
<b>Changes in assets and liabilities:</b>		
(Increase)/decrease in assets:		
Receivables	1,384	(806)
Inventory	1,270	(129)
Prepayments and other assets	240	(1,200)
Share of profits of joint ventures	(38)	(92)
Increase in liabilities:		
Trade payables and accruals	2,821	4,257
<b>Investing activities included in profit from continuing operations:</b>		
Costs associated with acquisitions	2,187	–
<b>Net operating cash flows</b>	<b>44,850</b>	<b>41,220</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 32: NON-CASH FINANCING AND INVESTING ACTIVITIES

	2014	2013
	\$000	\$000
Non-cash financing and investing activities	–	–
Total non-cash financing and investing activities	–	–

## NOTE 33: FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: Market risk (including currency risk, interest risk and price risk), liquidity risk and limited credit risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group's activities expose it primarily to the financial risk of changes in interest rates and it utilises Swap Contracts to manage its interest rate risk exposure. The use of financial instruments is governed by the Group's policies approved by the Board of Directors, and are not entered into for speculative purposes.

### Market risk

#### *Foreign exchange risk*

During 2014 and 2013, the financial instruments of the Group and the parent entity were denominated in Australian dollars apart from certain bank accounts, trade receivables and trade payables in respect of the Group's Asian operations which were denominated in foreign currencies at the Group level. Management has decided not to hedge this foreign exchange risk exposure. The Group's exposure to foreign currency risk is disclosed in the tables below.

#### *Cash flow and interest rate risk*

The Group's main interest rate risk arises from long term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk while borrowings issued at fixed rates expose the Group to fair value interest rate risk. Information about the Group's variable rate borrowings, outstanding Swap Contracts and an analysis of maturities at the reporting date is disclosed in Notes 16 and 18.

#### *Price risk*

The Group manages commodity price risk by forward contracting prices on key commodities and by being actively involved in relevant supply co-operatives.

### Credit risk

Credit risk arises from cash and cash equivalents, derivative financial instruments, deposits with banks, other trade receivables and receivables from related parties. The Group has adopted a policy of only dealing with creditworthy counterparties and in the situation of no independent rating being available, will assess the credit quality of the customer taking into account its financial position, past experience and other factors.

Trade receivables consist of a small number of customers and ongoing review of outstanding balances is conducted on a periodic basis. The balance outstanding (disclosed in Note 8) is not past due, nor impaired (2013: nil past due). The credit risk on liquid funds and derivative financial instruments is limited as the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Related party transactions are conducted on commercial terms and conditions. Recoverability of these transactions are assessed on an ongoing basis.

Credit risk further arises in relation to financial guarantees given to certain parties, refer to Notes 18 and 23 for details.

### Liquidity risk

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve banking facilities by continuously monitoring forecast and actual cash flows. This approach enables the Group to manage short, medium and long term funding and liquidity management as reported in Note 18. Non-interest bearing liabilities are due within six months. For maturities of interest bearing liabilities and Swap Contracts of the Group, refer to Notes 16 and 18.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 33: FINANCIAL RISK MANAGEMENT (continued)

The following table summarises the sensitivity of the Group's financial assets and financial liabilities to interest rate risk and foreign exchange risk only, as the Group is not exposed to other price risks:

*Interest Rate Risk Foreign Exchange Risk*

	Carrying amount \$000	Interest Rate Risk				Foreign Exchange Risk			
		-1%		+1%		-20%		+20%	
		Profit \$000	Equity \$000	Profit \$000	Equity \$000	Profit \$000	Equity \$000	Profit \$000	Equity \$000
<b>27 April 2014</b>									
<b>Financial assets</b>									
Cash and cash equivalents	36,983	(259)	–	259	–	128	–	(128)	–
Trade and other receivables	680	–	–	–	–	40	–	(40)	–
Related party receivables	400	(3)	–	3	–	–	–	–	–
<b>Financial liabilities</b>									
Trade and other payables	51,015	–	–	–	–	(9)	–	9	–
Current tax liabilities	5,045	–	–	–	–	–	–	–	–
Borrowings	165,000	259	–	(259)	–	–	–	–	–
Derivative financial instruments	1,471	–	(2,881)	–	2,881	–	–	–	–
Total increase/(decrease)		(3)	(2,881)	3	2,881	159	–	(159)	–
<b>28 April 2013</b>									
<b>Financial assets</b>									
Cash and cash equivalents	23,556	(165)	–	165	–	67	–	(67)	–
Trade and other receivables	2,002	–	–	–	–	38	–	(38)	–
<b>Financial liabilities</b>									
Trade and other payables	39,813	–	–	–	–	(10)	–	10	–
Current tax liabilities	4,157	–	–	–	–	–	–	–	–
Borrowings	105,000	175	–	(175)	–	–	–	–	–
Derivative financial instruments	997	–	(733)	–	733	–	–	–	–
Total increase/(decrease)		10	(733)	(10)	733	95	–	(95)	–

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 34: RECOGNISED FAIR VALUE MEASUREMENTS

### Fair value hierarchy

Judgements and estimates are made in determining the fair values of assets and liabilities that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified such assets and liabilities into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table below.

The following table presents the Group's assets and liabilities measured and recognised at fair value.

	At 27 April 2014			At 28 April 2013		
	Level 1 \$000	Level 2 \$000	Level 3 \$000	Level 1 \$000	Level 2 \$000	Level 3 \$000
<b>Assets</b>						
Derivative financial instruments	–	–	–	–	–	–
<b>Liabilities</b>						
Derivative financial instruments	–	1,471	–	–	997	–

There were no transfers between Levels 1 and 2 or Levels 2 and 3 during the year. The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

#### Level 1

The fair value of assets and liabilities traded in active markets (such as publically traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used is the current bid price. These assets and liabilities are included in Level 1.

#### Level 2

The fair value of assets and liabilities that are not traded in active markets (for example over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an asset or liability are observable, the asset or liability is included in Level 2.

#### Level 3

If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3.

### Valuation techniques used to determine fair values

Specific valuation techniques used to value assets and liabilities include:

- the fair value of Swap Contracts is calculated as the present value of the estimated future cash flows based on observable yield curves; and
- the fair value of the remaining assets and liabilities is determined using discounted cash flow analysis.

### Disclosed fair values

The Group also has assets and liabilities which are not measured at fair value, but for which fair values are disclosed in the notes to the financial statements.

#### Receivables

Due to the short term nature of the current receivables, their carrying amount is assumed to be the same as their fair value. For the majority of non-current receivables, the fair values are not materially different to their carrying amounts, since the interest on those receivables is close to current market rates.

The fair value was calculated based on cash flows discounted using market rates that approximate the rate applicable to these non-current receivables. They are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 34: RECOGNISED FAIR VALUE MEASUREMENTS (continued)

### *Trade and other payables*

Due to the short term nature of the trade and other payables, their carrying amount is assumed to be the same as their fair value.

### *Borrowings*

The fair value of borrowings is as follows:

	2014			2013		
	Carrying amount	Fair value	Discount rate	Carrying amount	Fair value	Discount rate
	\$000	\$000	%	\$000	\$000	%
Bank Loan (net of borrowing costs)	164,381	159,081	6	104,710	100,844	7

The fair value of non-current borrowings is based on discounted cash flows using the rate disclosed in the table above. They are classified as Level 3 values in the fair value hierarchy due to the use of unobservable inputs, including the credit risk of the Group.

### **Valuation processes**

The finance department of the Group includes a team that performs the valuation of assets and liabilities that are required to be disclosed in the notes to the financial statements, at fair value. This includes Level 3 fair values. This Group employs the services of independent advisors to value the derivative financial instruments that are measured and recognised in the financial statements at fair value. The team reports directly to the Group Chief Financial Officer (CFO) and the Audit & Risk Committee (ARC). Discussions of valuation processes and results are held between the CFO, ARC and the valuation team at least once every six months, in line with the Group's half-year reporting periods.

The main Level 3 inputs used by the Group are derived and evaluated as follows:

- discount rates for financial assets and financial liabilities are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

Changes in Level 2 and Level 3 fair values are analysed at the end of each reporting period during the half-year valuation discussion between the CFO, ARC and the valuation team. As part of this discussion the team presents a report that explains the reason for the fair value movements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 35: BUSINESS COMBINATIONS

### Summary of acquisition

On 7 March 2014, Fiscal Nominees Company Pty Ltd, a subsidiary of the Company, acquired 100% of the issued share capital of Competitive Foods Pty Ltd for \$55.6 million, a franchisee of KFC Restaurants Western Australia and Northern Territory. Subsequent acquisition the name of this Company was changed to Collins Restaurants West Pty Ltd. The primary reason for the acquisition was to expand operations in the quick service restaurant market, and consolidate the Company's position as the largest KFC franchisee in Australia.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	\$000
Purchase consideration	
Cash paid	55,605

The provisional fair values of the assets and liabilities of the business acquired as at the date of acquisition are as follows:

	Fair Value \$000
Cash	152
Receivables	616
Inventories	1,777
Property, plant and equipment	10,353
Intangible assets	98
Deferred tax asset, net	4,327
Trade and other payables	(6,102)
Provisions	(815)
Net identifiable assets acquired	10,406
Goodwill	45,199
Net assets acquired	55,605

The goodwill is attributable to the workforce and the profitability of the acquired business. It will not be deductible for tax purposes.

### Acquisition related costs

Significant acquisition related costs amounting to \$2.1 million were incurred in connection with the purchase of Collins Restaurants West Pty Ltd and are included in administration expenses in the Consolidated Income Statement.

### Purchase consideration – cash flow

	2014	2013
Outflow of cash to acquire subsidiary, net of cash acquired		
Cash consideration	55,605	–
Less balances acquired		
Cash	152	–
Outflow of cash – investing activities	55,453	–

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 35: BUSINESS COMBINATIONS (continued)

### Revenue and profit contribution

The acquired business contributed revenues of \$15.4 million and net profit of \$0.4 million (excluding costs of acquisition expensed) to the Group for the period 7 March 2014 to 27 April 2014. If the acquisition had occurred on 29 April 2013, the contributed revenue for the year ended 27 April 2014 would have been \$109.8 million with a corresponding net profit of \$3.0 million.

## NOTE 36: EARNINGS PER SHARE

	2014 cents	2013 cents
<b>Basic earnings per share</b>		
From continuing operations	15.08	17.60
<b>Diluted earnings per share</b>		
From continuing operations	15.03	17.60

### Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	2014 \$000	2013 \$000
Profit for the reporting period	14,025	16,368
Earnings used in the calculation of basic earnings per share from continuing operations	14,025	16,368

	2014 Number of shares	2013 Number of shares
Weighted average number of ordinary shares for the purpose of basic earnings per share	93,000,003	93,000,003

### Diluted earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of diluted earnings per share are as follows:

	2014 \$000	2013 \$000
Profit for the reporting period	14,025	16,368
Earnings used in the calculation of diluted earnings per share from continuing operations	14,025	16,368

	2014 Number of shares	2013 Number of shares
Weighted average number of ordinary shares for the purpose of diluted earnings per share	93,320,121	93,000,003

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 37: PARENT ENTITY FINANCIAL INFORMATION

### Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

	2014	2013
	\$000	\$000
<b>Balance sheet</b>		
Current assets	108	89
Non-current assets	241,424	242,144
<b>Total assets</b>	<b>241,532</b>	<b>242,233</b>
Current liabilities	5,626	4,906
Non-current liabilities	6,485	8,787
<b>Total liabilities</b>	<b>12,111</b>	<b>13,693</b>
<b>Net assets</b>	<b>229,421</b>	<b>228,540</b>
Shareholder's equity:		
Issued capital <sup>(1)</sup>	228,426	228,426
Reserves	160	–
Retained earnings	835	114
	<b>229,421</b>	<b>228,540</b>
<b>Profit for the reporting period</b>	<b>10,021</b>	<b>14,001</b>
<b>Total comprehensive income</b>	<b>10,021</b>	<b>14,001</b>

(1) Represents share capital of the parent entity. This differs from the share capital of the Group due to the capital reconstruction of the Group treated as a reverse acquisition in the 2012 reporting period.

### Guarantees entered into by the parent entity

The parent entity has provided unsecured financial guarantees in respect of bank loan facilities amounting to \$165 million as stated in Note 18. In addition, there are cross guarantees given by the parent entity as described in Note 23. All controlled entities will together be capable of meeting their obligations as and when they fall due by virtue to the Deed of Cross Guarantee dated 23 February 2012. No liability was recognised by the parent entity in relation to these guarantees, as their fair value is considered immaterial.

### Contingent liabilities of the parent entity

Except as described above in relation to guarantees, the parent entity did not have any contingent liabilities as at 27 April 2014.

# DIRECTORS' DECLARATION

In the Directors' opinion:

- the financial statements and notes set out on pages 22 to 81 are in accordance with the Corporations Act 2001, including:
  - complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
  - giving a true and fair view of the consolidated entity's financial position as at 27 April 2014 and of its performance for the period ended on that date;
- there are reasonable grounds to believe that Collins Foods Limited will be able to pay its debts as and when they become due and payable; and
- at the date of this declaration, there are reasonable grounds to believe that the members of the extended closed group identified in Note 23 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the Deed of Cross Guarantee described in Note 23.

Note 1 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the chief executive officer and the chief financial officer required by section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the Directors.

This report is made in accordance with a resolution of Directors.

A handwritten signature in black ink, appearing to read 'Russell Tate', with a large, stylized loop at the beginning.

**Russell Tate**  
Director

Brisbane  
25 June 2014



# INDEPENDENT AUDITOR'S REPORT



## **Independent auditor's report to the members of Collins Foods Limited**

### ***Report on the financial report***

We have audited the accompanying financial report of Collins Foods Limited (the company), which comprises the balance sheet as at 27 April 2014, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the period ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for Collins Foods Limited (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at period's end or from time to time during the financial period.

### ***Directors' responsibility for the financial report***

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards, the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

### ***Auditor's responsibility***

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the consolidated entity's preparation and fair presentation of the financial report 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

Our procedures include reading the other information in the Annual Report to determine whether it contains any material inconsistencies with the financial report

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

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# INDEPENDENT AUDITOR'S REPORT



## *Independence*

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

## *Auditor's opinion*

In our opinion:

- (a) the financial report of Collins Foods Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 27 April 2014 and of its performance for the period ended on that date; and
  - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the *Corporations Regulations 2001* and .
- (b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

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

We have audited the remuneration report included in pages 9 to 19 of the directors' report for the period ended 27 April 2014. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

## *Auditor's opinion*

In our opinion, the remuneration report of Collins Foods Limited for the period ended 27 April 2014 complies with section 300A of the *Corporations Act 2001*.

The PricewaterhouseCoopers logo is written in a cursive, handwritten style.

PricewaterhouseCoopers

A handwritten signature in black ink, appearing to read 'Steven Bosiljevac'.

Steven Bosiljevac  
Partner

Brisbane  
25 June 2014

# SHAREHOLDER INFORMATION

Shareholder information that has not been stated elsewhere in the Annual Report is set out below. The shareholder information set out below was applicable as at 17 June 2014.

## A: DISTRIBUTION OF EQUITY SECURITIES

Analysis of numbers of equity security holders by size of holding:

Holding	Number of shareholders of ordinary shares	Number of holders of performance rights
1–1,000	1,372	–
1,001–5,000	2,220	–
5,001–10,000	741	–
10,001–100,000	542	3
100,001 and over	49	2
Total	4,924	5

During the year 22,552 performance rights were cancelled.

There were 67 holders of less than a marketable parcel of ordinary shares.

## B: EQUITY SECURITY HOLDERS

The names of the 20 largest holders of the only class of quoted equity securities are listed below:

	Ordinary shares	
	Number held	Percentage of issued shares %
Citicorp Nominees Pty Limited	10,830,626	11.65
HSBC Custody Nominees (Australia) Limited <CW A/C>	10,678,000	11.48
HSBC Custody Nominees (Australia) Limited	8,826,843	9.49
JP Morgan Nominees Australia Limited	8,673,164	9.33
National Nominees Limited	8,160,492	8.77
Mr Kevin Perkins	7,000,833	7.53
Aust Executor Trustees SA Ltd <Tea Custodians Limited>	4,336,897	4.66
National Nominees Limited	4,137,082	4.45
Spacetime Pty Ltd <Copulos Exec S/F No 1 A/C>	1,322,000	1.42
UBS Wealth Management Australia Nominees Pty Ltd	866,036	0.93
Hooks Enterprises Pty Ltd <Hoeksema Superfund A/C>	660,000	0.71
Sandhurst Trustees Ltd <Wentworth Williamson A/C>	600,587	0.65
Brispot Nominees Pty Ltd <House Head Nominee No 1 A/C>	586,596	0.63
Brazil Farming Pty Ltd	555,000	0.60
Mrs Heather Lynnette Grace	527,801	0.57
Plymouth Pty Ltd	400,000	0.43
Michael Kemp Pty Ltd <Michael Kemp A/C>	360,327	0.39
Adrian Mark Argent	350,014	0.38
UBS Nominees Pty Ltd	321,040	0.35
Sandhurst Trustees Ltd <LMA A/C>	311,799	0.34
Perkins Family Investment Corporation Pty Ltd	300,000	0.32

# SHAREHOLDER INFORMATION

## C: SUBSTANTIAL HOLDERS

Substantial holders (including associate holdings) in the Company, based on the most recent substantial holder notices lodged with the Company and ASX, are set out below:

	Ordinary shares	
	Number held	Percentage
Allan Gray Australia Pty Ltd	17,455,661	18.77%
Copulos Group	11,500,000	12.37%
Kevin Perkins	7,000,833	7.53%

## D: RESTRICTED SECURITIES AND SHARE BUY-BACKS

There are no restricted fully paid shares on issue in the Company. A voluntary holding lock will be applied in relation to 35,608 fully paid ordinary shares, if they are issued, upon the vesting of 35,608 performance rights in accordance with the rules of the LTIP.

The Company is not currently conducting an on-market share buy-back.

## E: VOTING RIGHTS

### Fully paid ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote. Upon a poll, each share shall have one vote.

### Performance rights

The performance rights do not have any voting rights. The fully paid ordinary shares to be allotted on the exercise of the performance rights will have the voting rights noted above for fully paid ordinary shares.

# CORPORATE DIRECTORY

## Directors

Russell Tate, Chair  
Kevin Perkins, Managing Director/CEO  
Newman Manion  
Bronwyn Morris  
Stephen Copulos

## Company Secretary

Frances Finucan

## Principal Registered Office in Australia

16-20 Edmondstone Street  
Newmarket QLD 4051

## Share Register

Computershare Investor Services Pty Ltd  
117 Victoria Street  
West End QLD 4101 Australia

Telephone number: 1300 458 215  
Outside Australia: +61 3 9415 4245

## Auditor

PricewaterhouseCoopers  
Riverside Centre, Level 15  
123 Eagle Street  
Brisbane QLD 4000

## Stock Exchange Listings

Collins Foods Limited shares are listed on the Australian Securities Exchange.

## Website Address

[www.collinsfg.com.au](http://www.collinsfg.com.au)