



13 September 2013

## **Shareholder Update**

### **Australian United Retailers Limited (AURL)**

AURL has today reported a consolidated profit after tax of \$2.5 million for the year ended 30 June 2013, which was \$0.5 million above previous guidance.

This result includes a pre-tax profit from the member based business (continuing operations) of \$3.2 million plus tax benefits of \$3.0 million, whilst the retail stores business (discontinued operations) recorded a loss of \$3.7 million for the full-year. The tax benefits reflect the re-assessment of the recoverability of carried forward tax losses and tax related timing differences.

The result in the member based business was driven by positive like for like growth in retailer sales in a highly competitive market and a strong focus on cost control.

The loss in the retail stores business reflects the sale of the last trading corporate owned store and an increase in the allowance made for costs associated with completing the divestment of the two remaining sites. All expected divestment related costs have been allowed for in the current results; however the final timing and quantum of such costs is difficult to project.

AURL's CEO, Mr Rick Wight said "we will continue to focus on improving the offer at store level to give our customers better value as well as looking at future growth opportunities for the business. For the year ended 30 June 2014 we expect the consolidated operating profit after tax to be in the range of \$2.0 million to \$3.0 million."

**-ENDS-**

For further company or shareholder information, please contact:

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**Australian United Retailers Ltd  
and Controlled Entities  
ABN 93 077 879 782**

Financial Report  
For the year ended 30 June 2013

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**AUSTRALIAN UNITED RETAILERS LTD  
ABN 93 077 879 782  
AND CONTROLLED ENTITIES**

**DIRECTORS' REPORT**

The Directors present their report together with the financial report of the of Australian United Retailers Ltd ("AURL" or the "Company") and the entities it controlled for the financial year ended 30 June 2013 (together referred to as the "Consolidated Entity") and auditor's report thereon. This financial report has been prepared in accordance with Australian Accounting Standards.

**Directors Names**

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

<u>Name</u>	<u>Period of directorship</u>
John Bridgfoot	
Jack Scanlan	Retired 27 November 2012
Deborah Smith	
Neil Osborne	
Fred Fairthorne	
Allan Burge	
Malcolm Ward	
David Williamson	
Sien Van Nguyen	
Paul Job	Appointed 27 November 2012
John Florey	Appointed 27 November 2012 & resigned 30 August 2013

The directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

**Principal Activities**

The principal activity of the parent entity during the financial year was the provision of retail support services to its members.

No significant change in the nature of the activities of the parent entity occurred during the year.

The principal activities of the controlled entities during the financial year were:

- a) The operation of supermarkets in Australia. During the financial year the last of the corporate owned trading stores was sold; and
- b) The continued divestment of the two remaining non-trading former corporate owned store sites.

**Results**

The profit of the Consolidated Entity for the financial year, after income tax, amounted to \$2,485,000 (2012: Loss of \$848,000).

**Review of Operations**

The Consolidated Entity's profit after tax for the year ended 30 June 2013 is as follows:

	<b>\$ 000</b>
Profit for the year (Continuing operations)	6,160
Loss for the year (Discontinued operations)	(3,675)
<b>Profit for the year</b>	<u>2,485</u>

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**DIRECTORS' REPORT (CONT'D)**

The Member based business contributed a profit of \$6.2 million in the current year which is up from \$3.7 million in the prior year. The current year result includes the impact of the re-instatement of \$2.9 million of deferred tax assets as well as the impact of on-going improvements in the operating efficiencies of that business. The Member based business is focused on the delivery of a robust support function whilst maintaining a level of profitability which will allow the business to grow and achieve its longer term corporate objectives. The longer term objectives include driving the sales and profitability of its Member's stores and the payment of a dividend to shareholders.

The Consolidated Entity has a modest level of borrowings, which relate to lease obligations for motor vehicles and equipment used in the operation of its Member based business as outlined in Note 16. The entity has access to some additional facilities as outlined in Note 20 to enable the business to pursue some short term objectives, which include the completion of the corporate owned stores divestment program and to continue to evolve its service offer to its Members in the coming year. The completion of the divestment program will enable the Consolidated Entity to fully focus on the Member store related objectives.

The Directors have recognised that the finalisation of the divestment of the remaining corporate stores has not been possible within the previously expected timeframes. The progress made on converting one of the former corporate stores to an alternate use has taken longer than expected whilst another former corporate owned store has not been able to achieve a satisfactory level of trading activity resulting in a need to make-good that site in line with our lease obligations. These events have resulted in the need to revise the projected costs to complete the divestment program. The impact of these revisions is reflected in the results of the Discontinued Operations and has resulted in the loss recorded by the Discontinued Operations.

As disclosed in Note 24(c), the Consolidated Entity remains subject to a re-instatement deed which includes restrictions which if triggered will result in the re-instatement of the Transitional Funding Facility Reinstatement Amount previously held with CSA Retail (Finance) Pty Ltd. This re-instatement would equate to \$7.1 Million plus interest accruing on the facility up to the date that the triggering event occurs.

The trigger events are:

- (i) If before the end of June 2021, a change in control of the parent entity occurs, or
- (ii) If before the end of June 2016, a capital raise which exceeds \$6.4 million occurs.

The Directors are of the view that the restrictions are not a significant barrier to the normal operating activities of the Consolidated Entity and will not prevent the on-going normal business activities of the Consolidated Entity.

**Significant Changes in State of Affairs**

Except for matters described in this report, there were no significant changes in the Consolidated Entity's state of affairs during the financial year.

**After Balance Date Events**

No matters or circumstances have arisen since the end of the financial year that have significantly affected or may significantly affect the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

**Likely Developments**

The Company will continue to pursue its operating strategy to deliver quality retail support services to its Members and to finalise the divestment of the remaining corporate stores.

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**DIRECTORS' REPORT (CONT'D)**

**Environmental Regulation**

The Consolidated Entity's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

**Dividends Paid, Recommended, and Declared**

No dividends were paid or declared since the start of the financial year. No recommendation for payment of dividends has been made.

**Share Options**

No options over unissued shares or interests in the Consolidated Entity were granted during or since the end of the financial year and there were no options outstanding at the end of the financial year.

**Indemnification of Officers**

All Directors of the Consolidated Entity have entered into a Deed of Indemnity and certain insurance policies which are designed to provide Directors and Officers insurance cover for each Director and Key Management Personnel. Disclosure of further details of the policy and the premiums payable for the policy is prohibited under the terms of the relevant insurance policy.

Apart from this, no other indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer of the Consolidated Entity.

**Proceedings on Behalf of the Company**

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

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**DIRECTORS' REPORT (CONT'D)**

**Information on Directors and Company Secretary**

The qualifications, experience and special responsibilities of each person who has been a Director of Australian United Retailers Ltd at any time during or since the end of the financial year is provided below, together with details of the Company Secretary as at reporting date.

<b>John Bridgfoot</b>	- Independent Non Executive Chairman
Qualifications	- Exec. M.B.A. (Washington State) B.A. (La Trobe University) Member Australian Institute of Company Directors (M.A.I.C.D)
Experience	- John was appointed as a Director on 22 September 2001 of Australian United Grocers Pty Ltd. In July 2004 John was appointed chairman of AURL. He is currently the Managing Director of Pacific Rim Securities. John was previously an independent storeowner and operator from 9 January 1999 until March 2006.
Special Responsibilities	- Member of Remuneration & Nomination Committee and Audit & Risk Committee.

<b>Neil Osborne</b>	- Independent Non Executive Director
Qualifications	- Fellow Australian Institute of Company Directors (FAICD) Bachelor of Commerce Certified Practising Accountant
Experience	- With over 20 years experience in the retail industry, Neil was appointed as a Director in November 2006. He has also been a Director of Vita Group since June 2007. Neil has held a variety of senior executive positions with Myer Grace Bros and Coles Myer Ltd, as well as being a former partner of Accenture.
Special Responsibilities	- Chairman of the Audit & Risk Committee.

<b>Allan Burge</b>	- Non Executive Director
Qualifications	- Fellow Australian Institute of Company Directors (FAICD)
Experience	- Allan was appointed as a director of the Company on 17 November 2010.

Allan has been a retailer since 1968 and currently operates two FoodWorks Supermarkets at Loganholme and Woodridge in Queensland.

At the direction of a General Meeting of SPAR Retailers during 1999, a group of retailers prepared a business plan for the purchase and distribution of fresh fruit and vegetables for QLD and N.S.W. SPAR Fresh Pty Ltd was registered and commenced operations in 1999 trading as Independent Produce Professionals. It is still progressing into its 14<sup>th</sup> year. Allan was elected a Director and founding Chairman and he has retained these positions to date.

Special Responsibilities	- Chairman of the Remuneration & Nomination Committee.
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**DIRECTORS' REPORT (CONT'D)**

<b>Jack Scanlan</b>	- Non Executive Director (Retired effective 27 November 2012)
Qualifications	- Bachelor of Laws (Melbourne University) Barrister & Solicitor of the Supreme Court of Victoria
Experience	- A Director (and founding chairman until July 2004) of AURL since 22 May 1997, Jack was previously a Partner in the firm Scanlan Carroll Commercial Lawyers (1969 - 2000) and has practiced as a Barrister and Solicitor for 40 years.
Special Responsibilities	- Member of the Remuneration & Nomination Committee up until his retirement on 27 November 2012.
<b>Deborah Smith</b>	- Non Executive Director
Qualifications	- Dip. Ed. (Townsville) Master of Business Administration (University of New England) Graduate Certificate of Management (University of New England) Diploma of Management (University of New England) Member Australian Institute of Company Directors (M.A.I.C.D)
Experience	- A Director since 4 October 2003, Deborah has been an independent storeowner and operator since 1996. Deborah is a Director of Master Grocers of Australia.
Special Responsibilities	- Member of the Remuneration & Nomination Committee.
<b>Fred Fairthorne</b>	- Non Executive Director
Experience	- Fred was appointed as a Director of the Company on 9 September 2009.  Fred has been closely involved in the operation and management of supermarkets for many years. His family has been involved in supermarket operations since 1961; consequently Fred has been personally involved from an early age. He was a co-founding shareholder of Action Supermarkets in WA in 1977. Subsequently he co-founded Newmart Supermarkets in 1988 and is a director of Supermarkets West Pty Ltd, the marketing and promotion company for Foodworks and Farmer Jack stores in WA.  Fred has a strong presence in supermarket retailing, and is currently involved in the ownership and operation of several facilities in the Perth area with a strong focus on merchandising, marketing product offerings and store layout development.
Special Responsibilities	- Member of the Audit & Risk Committee.



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**DIRECTORS' REPORT (CONT'D)**

**Malcolm Ward**

- Non Executive Director

**Experience**

- Malcolm was appointed as a director of the Company on 17 November 2010.

Malcolm and his wife Liz have been owner/operators of supermarkets since 1994. Malcolm is the Managing Director of their family companies operating four FoodWorks stores in Western Australia, and is a director of Supermarkets West Pty Ltd, the marketing and promotion company for FoodWorks and Farmer Jacks stores in WA.

Malcolm is a director and audit committee member of several production and marketing companies in the Australian egg industry, including Farm Pride Foods Ltd since May 2008. Malcolm has a broad range of commercial experience having been involved in a number of industries including retailing, business management, agricultural production, marketing, project and property management and banking.

**Special Responsibilities**

- Member of the Audit & Risk Committee.

**David Williamson**

- Non Executive Director

**Experience**

- David was appointed as a director of the Company on 17 November 2010.

David has been part of a family who has been serving its local community as owners of an Independent Retail Business for over 30 years. He has grown up in this industry, helping his family run their Tuckerbag Supermarket from a young age. At the age of 17, he became Store Manager of his family's second store, Riddell's Creek Riteway. From there he moved on to manage their third store which became a Payless Super barn and then graduated to their biggest store, Tuckerbag. He continued as the Store manager until 14 years ago when he was made Company Director when the family's Gisborne and Riddells Creek stores joined the FoodWorks Supermarket Group.

In 2002 David was voted onto the FoodWorks Board as a Retail Board member and served for two years before choosing to resign in 2004 to help reduce the number of Board members when the two groups merged to become AURL. In 2006, with his wife, David purchased the Gisborne store, excited by the prospect of carrying on his family's legacy. Since this time he has also purchased FoodWorks Sunbury.

**Special Responsibilities**

- Member of the Remuneration & Nomination Committee.

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**DIRECTORS' REPORT (CONT'D)**

**Sien Van Nguyen**

- Non Executive Director

Experience

- Sien was appointed as Director of the Company on 22 November 2011. Sien joined the industry in 1994 when he purchased his first store in Inala, south of Brisbane. Sien currently owns three FoodWorks supermarkets in Brisbane. He is the managing director of a family group of companies operating the supermarkets and other enterprises. In this role, Sien is actively involved in the strategic management of all three supermarkets.

Sien's successes in retail and strategic management have enabled him to branch out into various other industries, some of which include Gordon House Pty Ltd, a company which is in the process of building an accommodation village for the Liquefied Natural Gas and mining industry in the Surat Basin and Sing Sing Investments, an investment company focusing on retail shopping centre acquisition, development and management. In addition, Sien is also a partner of Hydco International, a manufacturer of drilling rigs operating in India.

Special Responsibilities

- Member of the Audit & Risk Committee

**Mr John Florey**

- Non Executive Director

John was appointed as Director of the Company on 27 November 2012 and resigned as a director on 30 August 2013

Experience

- John is the CEO of the Gippsland Business Developers group (GBD) who is the majority equity partner in 12 independent supermarkets under the Foodworks banner, a major shareholder in the "Best is Fresh" fresh produce wholesaler and a major shareholder in the "JV Retail business services" accountancy firm.

John has over 30 years' experience in the Independent and corporate retail sectors.

Prior to his time with GBD, John was a senior manager with the Coles Group, MITRE 10 and Tru Value Hardware, Repco Automotive and Telstra.

John brings to the Board a robust skill set in business development, merchandise range management and performance improvement in retail and strong commercial and visionary skills combined with experience ranging from store and operational expertise through to strategic sourcing.

Special Responsibilities

- Member of the Remuneration & Nomination Committee from 28 November 2012 up to the date of his resignation on 30 August 2013

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**DIRECTORS' REPORT (CONT'D)**

**Mr Paul Job**

- Non Executive Director

Paul was appointed as Director of the Company on 27 November 2012.

Experience

- Paul currently owns two FoodWorks Supermarkets. One in the ACT and the other in Sydney NSW. He is the Managing Director of a group of Companies that operates these stores and other businesses.

Paul brings to the Board over 30 years experience in Retail. Starting with one Service Station and expanding to over 13 sites, operating across 3 states at different points in time.

Paul has a background in the finance industry with a focus on Development and Leasing finance.

Paul and his wife Margaret are well known for their charity work raising funds for seriously ill children.

Special Responsibilities

- Member of the Remuneration & Nomination Committee from 28 November 2012.

**Tony Pacella**

- Company Secretary

Qualifications

- Bachelor of Business (Accountancy)
- Associate of the Australian Institute of Chartered Accountants in Australia
- Graduate of Australia Institute of Company Directors (G.A.I.C.D.)

Experience

- Tony joined AURL in April 2010 as Chief Financial Officer and has assumed the responsibilities of Company Secretary effective 30 June 2012 in addition to his executive role with the business.

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**DIRECTORS' REPORT (CONT'D)**

**Meetings of Directors**

DIRECTORS	BOARD MEETINGS		AUDIT & RISK COMMITTEE		REMUNERATION & NOMINATION COMMITTEE	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
A Burge	9	9	-	-	3	3
J Bridgfoot	9	9	4	4	3	3
F Fairthorne	9	9	4	1	-	-
J Florey	6	6	-	-	2	1
P Job	6	6	-	-	2	2
N Osborne	9	9	4	4	-	-
J Scanlan	3	3	-	-	1	1
D Smith	9	9	-	-	3	3
S Van Nguyen	9	9	4	3	-	-
M Ward	9	9	4	3	-	-
D Williamson	9	8	-	-	3	2

**Directors' Interests in Shares or Options**

Directors' relevant interests in the shares of the Company are detailed below.

Directors' relevant interests in:

A Class Redeemable Preference Shares  
of AUR Ltd

Allan Burge	162,002
Fred Fairthorne	1,072,002
Deborah Smith	155,793
Sien Van Nguyen	168,003
Malcolm Ward	1,378,464
David Williamson	72,003
Paul Job	18,002

John Florey is the CEO of the GBD group who is the majority equity partner in 12 independent supermarkets under the FoodWorks banner. These 12 stores currently hold 12 A Class Redeemable preference shares in AURL Ltd.

Transactions with Directors are disclosed in Note 25.

**Directors' interests in contracts**

Directors' interests in contracts are disclosed in Note 25 to the financial statements.

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**DIRECTORS' REPORT (CONT'D)**

**Auditor's Independence Declaration**

A copy of the auditor's declaration under section 307C of the *Corporations Act 2001* in relation to the audit for the financial year is provided with this report.

**Non-Audit Services**

Non-audit services are approved by resolution of the Board on recommendation of the audit committee. Non-audit services provided by the auditors of the Consolidated Entity during the year, namely Pitcher Partners (Melbourne), are detailed below. The Directors are satisfied that the provision of the non-audit services during the year by the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

	<b>2013</b>	<b>2012</b>
	<b>\$</b>	<b>\$</b>
Amounts paid or payable to Pitcher Partners (Melbourne) for non-audit services provided during the year by the auditor to any entity that is part of the Consolidated Entity for:		
Other assurance services	5,750	5,650
Taxation services	9,769	13,581

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**REMUNERATION REPORT**

This report outlines the remuneration arrangements in place for Directors and Key Management Personnel of the Company.

**Remuneration Policy**

The Board has a Remuneration & Nomination Committee whose role includes assisting the Board to establish appropriate remuneration levels and incentive policies for employees and ensuring appropriate budgets for employee salaries are adopted by the Company. The responsibilities of the Committee include:

- Setting the terms and conditions of employment for the CEO;
- Reviewing and approving policies for senior executives' remuneration;
- Reviewing and making recommendations to the Board on the Company's incentive schemes, remuneration policies and superannuation arrangements;
- Reviewing the budget for salaries and monitoring expenditure against budget;
- Reviewing the remuneration of Directors; and
- Undertaking the annual review of the CEO's performance including setting CEO goals for the coming year and reviewing progress.

The Company's remuneration practices have regard to the following principles:

- Provision of competitive remuneration to attract and retain high calibre executives on a cost effective basis for the Company;
- Rewards will take into account creation of Shareholder value;
- Inclusion of a proportion of "at risk" remuneration in remuneration packages for executives;
- Such "at risk" executive remuneration will be subject to performance hurdles;
- Non-Executive Director remuneration will not include any incentive based components;
- Positioning the Company to address future opportunities and respond effectively to business threats; and
- External market remuneration data will be considered when determining executive and Non-Executive Director remuneration structures.

The primary goal of the remuneration arrangements for Key Management Personnel is to enhance the ability of the Company to meet its key strategic objectives.

This is achieved by incorporating a range of fixed and variable remuneration components, which strongly support Australian United Retailers Ltd culture of rewarding excellent performance and attitude. The variable component of remuneration relates to the achievement of specific Company objectives.

The remuneration package of Key Management Personnel excluding the CEO is annually assessed against relevant executive remuneration market data sourced from a major remuneration consultancy firm. In the 2013 financial year the Company did not engage a remuneration consultant to provide recommendations in respect of Key Management Personnel remuneration. However the Company did acquire market data to assess the remuneration packages to ensure that they remain market appropriate. In August 2012, Key Management Personnel went through the Company's Annual Performance Review and an increase in line with performance and Board approval was applied. In the 2013 financial year each member of the Key Management Personnel team was eligible for a maximum incentive of 20% expressed as a percentage of total remuneration packages. 100% of the incentive component is applied for the achievement of criteria set out in the Company's 2013 incentive policy. The criteria for the Company's 2013 incentive policy are based on performance targets for the continuing operations. The criteria for the current year comprises achievement of targets related to earnings before interest and tax, like for like sales performance and retaining stores as members of the business and compliance related initiatives.

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**REMUNERATION REPORT (CONT'D)**

Rick Wight extended his contract as CEO on 14 March 2013 for a 3 year period. The contract includes a 3 month notice period. The employment conditions of the Chief Executive Officer (CEO) comprise a fixed salary package and an annual incentive. For the 2013 year the target was the Company's 2013 incentive policy.

For Key Management Personnel the Company provides total remuneration packages and short term incentives packages. The contracts for service between the Company and Key Management Personnel (excluding the CEO) are on a continuing basis, the terms of which are not expected to change in the immediate future. With the exception of incentive related payments outlined above, the remuneration policy is not directly related to Company performance. The Board considers a remuneration policy based on short-term returns may not be beneficial to the long-term creation of wealth by the Company for shareholders.

The target criteria for the incentive components of remuneration of the CEO and other Key Management Personnel are believed to be the most relevant for their particular responsibilities and their potential contribution to the Company. The criteria are both objective and subjective. Whether the objective targets are met requires comparison of actual results against the targets. Comparison of subjective targets with actual performance usually involves a review with the Key Management Personnel and agreement on the extent to which the target has been achieved. In each case these assessment criteria are believed to be the most relevant, given the nature of the various targets and the individuals involved. The table below summarises outcomes against each criteria.

**Relationship between performance and remuneration outcomes**

	<b>2013 *</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Profit – continuing operations	6,160	3,673	3,980	1,832	(2,104)
Profit/(loss) – discontinued operations	(3,675)	(4,521)	12,697	(27,847)	-
<b>Profit/(loss) for the year</b>	<b>2,485</b>	<b>(848)</b>	<b>16,677</b>	<b>(26,015)</b>	<b>(2,104)</b>
Annual incentive to KMP	243	208	194	-	210
Dividends Paid	-	-	-	-	-
End of year share price – Cents	100	100	55	95	95
Change in share price – Cents	-	45	(40)	-	-

**Incentive Performance Metric**

Earnings before interest and tax	Partial	Yes	Yes	No	Yes
Like for Like Sales performance	Yes	No	No	N/A	Yes
Improving in store offer, retention & compliance	Partial	Partial	Partial	N/A	Partial

\* The 2013 short-term incentive is not payable to Key Management Personnel until the 2014 financial year

Non-Executive Director remuneration is fixed and comprises payment for service on the Board and up to two committees. Levels of remuneration have regard to fees paid by comparable companies, time commitment and responsibilities. External remuneration consultant advice is sought periodically. During the current year no remuneration consultants were engaged.

The maximum aggregate amount of fees payable to Directors for their service as Directors is subject to approval by Shareholders. No part of non-executive Director fees are linked to Company performance.

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**REMUNERATION REPORT (CONT'D)**

The name and position of each person who held the position of Director at any time during the financial year is provided in the Directors Report.

Key Management Personnel for the financial year are:

<b>Executive</b>	<b>Position</b>
Rick Wight	Chief Executive Officer
Stephanie Holmes – ceased 2 July 2012	General Manager - Retail Services
Midhat Massoud	General Manager Merchandise
Tony Pacella	Chief Financial Officer
Theo Stratopoulos	General Manager Retail Operations

The Key Management Personnel have been in office since the start of the financial year to the date of this report unless indicated otherwise.



**AUSTRALIAN UNITED RETAILERS LTD**  
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**DIRECTORS' AND KEY MANAGEMENT PERSONNEL COMPENSATION**

2013	Short-term			Post Employment		Equity	Other	Total	Performance Related Bonus
	Salary & Fees ***	Cash Bonus ****	Non-monetary	Superannuation	Retirement benefits	Options	Termination Benefits		
	\$	\$	\$	\$	\$	\$	\$		
Directors									
J Bridgfoot (Chairman)	156,000	-	-	-	-	-	-	156,000	-
J Scanlan*	20,833	-	-	-	-	-	-	20,833	-
N Osborne (Deputy Chairman)	104,587	-	-	9,413	-	-	-	114,000	-
A Burge	50,459	-	-	4,541	-	-	-	55,000	-
F Fairthorne	50,000	-	-	-	-	-	-	50,000	-
J Florey *(appointed 27/11/2012)	29,167	-	-	-	-	-	-	29,167	-
P Job *(appointed 27/11/2012)	29,167	-	-	-	-	-	-	29,167	-
D Smith	50,000	-	-	-	-	-	-	50,000	-
M Ward	49,656	-	-	344	-	-	-	50,000	-
D Williamson	50,000	-	-	-	-	-	-	50,000	-
S Van Nguyen	45,872	-	-	4,128	-	-	-	50,000	-
Total	635,741	-	-	18,426	-	-	-	654,167	-
Key Management Personnel**									
R. Wight	413,496	52,000	-	44,624	-	-	-	510,120	10
H. Gordon (ceased 30/6/2012)	-	-	-	-	-	-	-	-	-
S. Holmes (ceased 2/7/2012)	-	-	-	-	-	-	-	-	-
M. Massoud	247,706	29,989	-	24,993	-	-	-	302,688	10
A. Pacella	253,471	29,055	-	27,643	-	-	-	310,169	9
T. Stratopoulos	206,422	27,007	26,000	21,009	-	-	-	280,438	10
Total	1,121,095	138,051	26,000	118,269	-	-	-	1,403,415	10
Grand Total	1,756,836	138,051	26,000	136,695	-	-	-	2,057,582	

\* Amounts refer to only part of the financial year. Mr Florey resigned as a Director on 30 August 2013.

\*\* Key Management Personnel have the potential to earn a bonus of 20% of their salary

\*\*\* These amounts include fees accrued during the financial year ended 30 June 2013

\*\*\*\* Cash bonus amounts were paid in financial year ended 30 June 2013 in respect to performance based entitlements arising from the financial year ended 30 June 2012

**AUSTRALIAN UNITED RETAILERS LTD**  
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**AND CONTROLLED ENTITIES**  
**DIRECTORS' AND KEY MANAGEMENT PERSONNEL COMPENSATION**

2012	Short term			Post Employment		Equity	Other	Total	Performance Related Bonus
	Salary & Fees ***	Cash Bonus ****	Non-monetary	Superannuation	Retirement benefits	Options	Termination Benefits		
	\$	\$	\$	\$	\$	\$	\$		
Directors									
J Bridgfoot (Chairman)	156,000	-	-	-	-	-	-	156,000	-
J Scanlan* (Deputy to 23/11/2011)	78,333	-	-	-	-	-	-	78,333	-
D Smith	60,000	-	-	-	-	-	-	60,000	-
W Pattison* (resigned 22/11/2011)	-	-	-	27,083	-	-	-	27,083	-
N Osborne (Deputy from 23/11/2011)	70,614	-	-	27,136	-	-	-	97,750	-
J Kendall* (resigned 22/11/2011)	27,083	-	-	-	-	-	-	27,083	-
F Fairthorne	60,000	-	-	-	-	-	-	60,000	-
M Ward	52,219	-	-	7,781	-	-	-	60,000	-
D Williamson	60,000	-	-	-	-	-	-	60,000	-
A Burge	57,907	-	-	5,010	-	-	-	62,917	-
S Van Nguyen*(appointed 22/11/2011)	30,401	-	-	2,516	-	-	-	32,917	-
Total	652,557	-	-	69,526	-	-	-	722,083	-
Key Management Personnel**									
R. Wight	409,593	52,000	-	41,760	-	-	-	503,353	10
H. Gordon (ceased 30/6/2012)	241,560	27,431	-	22,285	-	-	110,769	402,045	7
S. Holmes (ceased 2/7/2012)	266,565	26,239	-	20,527	-	-	143,846	457,177	6
M. Massoud	239,907	34,404	-	24,688	-	-	-	298,999	12
A. Pacella	226,315	28,624	-	29,594	-	-	-	284,533	10
T. Stratopoulos	202,605	25,702	15,500	20,478	-	-	-	264,285	10
Total	1,586,545	194,400	15,500	159,332	-	-	254,615	2,210,392	9
Grand Total	2,239,102	194,400	15,500	228,858	-	-	254,615	2,932,475	

\* Amounts refer to only part of the financial year

\*\* Key Management Personnel have the potential to earn a bonus of 20% of their salary

\*\*\* These amounts include fees accrued during the financial year ended 30 June 2012

\*\*\*\* Cash bonus amounts were paid in financial year ended 30 June 2012 in respect to performance based entitlements arising from the financial year ended 30 June 2011

**AUSTRALIAN UNITED RETAILERS LTD  
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**DIRECTORS' REPORT (CONT'D)**

**Voting and comments made at the company's 2012 Annual General Meeting (AGM)**

At the company's most recent AGM, resolution to adopt the prior year remuneration report was put to the vote and at least 75% of 'yes' votes were cast for adoption of that report. No comments were made on the remuneration report that was considered at the AGM.

**Rounding of Amounts**

The parent entity and the Consolidated Entity have applied the relief available under ASIC Class Order 98/0100 and accordingly, amounts in the consolidated financial statements and directors' report have been rounded off to the nearest thousand dollars, or in certain cases, to the nearest dollar.

**Chief Executive Officer's and Chief Financial Officer's Declaration**

The Chief Executive Officer and Chief Financial Officer have given a declaration to the Board concerning the Consolidated Entity's financial statements for the year ended 30 June 2013 under section 295A(2) of the *Corporations Act 2001*.

**Corporate Governance**

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Australian United Retailers Ltd support and adhere to, where practicable, the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council. The Company's Corporate Governance statement is contained within this Annual Report.

Signed in accordance with a resolution of the Board of Directors:



Director

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J Bridgfoot

Dated this 13th day of September 2013

**AUDITOR'S INDEPENDENCE DECLARATION****To the Directors of Australian United Retailers Ltd**

In relation to the independent audit for the year ended 30 June 2013, to the best of my knowledge and belief there have been:

- (i) No contraventions of the auditor independence requirements of the Corporations Act 2001; and
- (ii) No contraventions of any applicable code of professional conduct.



N R BULL  
Partner

13 September 2013



PITCHER PARTNERS  
Melbourne

**AUSTRALIAN UNITED RETAILERS LTD  
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**CORPORATE GOVERNANCE STATEMENT**

The Board is committed to achieving and demonstrating the highest levels of Corporate Governance.

The Company's Corporate Governance practices have continued to be refined in the latest reporting period, reflecting developments within the Company and the application of both the Guidance provided by the National Stock Exchange (NSX) in practice note 14 – 'Corporate governance disclosures in annual reports' as well as Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council ("ASX Principles").

The ASX Principles are intended to provide guidance for ASX listed companies.

The Board therefore follows the ASX Principles wherever practicable for a smaller NSX listed Company.

This Governance Report has been structured in accordance with the ASX principles, recognising that the principles are non-mandatory but are designed to produce an outcome that is effective and of high quality.

The main corporate governance policies and practices of the Company are set out in the statement below in a format that follows the ASX Principles.

All these practices, unless otherwise stated, were in place for the entire year.

***Links to the Company's website indicated in this statement will be found in the My Shares section at <http://extranet.foodworks.com.au>***

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**CORPORATE GOVERNANCE STATEMENT (CONT'D)**

**PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**

The Board of Directors is responsible for setting the strategic direction of the Company and for overseeing and monitoring its businesses and affairs. The Board reviews and approves the Company's strategic and business plans and guiding policies. Day-to-day management of the Company's affairs and implementation of the strategy and policy initiatives are delegated to the Chief Executive Officer and other Key Management Personnel, who operate in accordance with Board-approved policies and delegated limits of authority. The Board has an unrestricted capability to request and access any information or reports that are required to discharge its duties and obligations.

**Board and Management Roles**

The Board operates under a written Code of Conduct and a 'Statement of Matters Reserved for the Board'. The principal matters reserved for the Board include:

- Appointment of the CEO and Company Secretary, approval of the appointment of Senior Executive Personnel upon the recommendation of the CEO, recommendations regarding appointment and removal of the auditor, appointment of Directors to fill casual Board vacancies;
- Delegations of authority to the CEO, Membership and terms of reference of Board committees;
- Assessment of performance of the Company, CEO and the Board and Succession planning for the CEO and Board members;
- Approval of remuneration and incentive policies and individual executive employment contracts;
- Approval of annual financial reports, accounting & dividend policies, new borrowings or financial arrangements, strategic objectives and plans, major expansions or changes to the Company's structure;
- Approval of the capital expenditure budget and major individual expense items and contracts; and
- Risk management policies and risk assessment and insurance policies.

*Refer to the My Shares section of the Extranet for a copy of the Boards Code of Conduct and for the full Statement of Matters Reserved for the Board.*

The CEO, and by delegation to Key Management Personnel, is responsible for the development of strategy and the day-to-day management of the Company, with the powers, authorities, discretions, and delegations authorised from time to time by the Board.

A contract of engagement has been entered into with the CEO, setting out the terms and conditions of his appointment. In addition, the Company has entered into a Deed of Indemnity and certain Insurance policies which are designed to provide Directors & Officers insurance cover for each Director and Key Management Personnel.

**Evaluating the performance of Key Management Personnel**

The performance of the Chief Executive Officer is reviewed by the Board annually. The Board looks at qualitative and quantitative criteria which includes profit and other financial measures and achievement of strategic objectives. During the year ended 30 June 2013, the Chief Executive Officers performance was reviewed at the time of his contract renewal using the above principles.

The performance of Key Management Personnel is evaluated on an ongoing participative process with the CEO which involves:

- Clarifying and agreeing on the outcomes/objectives of individual roles;
- Monitoring the process towards the achievement of agreed outcomes and reaching agreement regarding outcomes and objectives and the strategies designed to achieve them; and
- Discussion of the reasons for the performance rating and overall specific goals obtained.

The performance review of Key Management Personnel undertaken during the year followed these principles.

Key management Personnel have access to continuing education to enhance their skills and knowledge. Information on the remuneration of the CEO and Key Management Personnel, including principles used to determine remuneration, is set out in the Directors' report under the heading 'Remuneration Policy'.

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**CORPORATE GOVERNANCE STATEMENT (CONT'D)**

**PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE**

**Appointment to the Board**

The Board's policy for the selection, appointment and re-appointment of Directors is to ensure that the Board possesses an appropriate range of skills, experience and expertise to enable the Board to most effectively carry out its responsibilities. As part of this appointment process, the Directors consider Board renewal and succession plans and whether the Board is of a size and composition that is conducive to making appropriate decisions.

When a new Director is to be appointed, the Remuneration and Nomination Committee prepares a Board skills matrix to review the range of skills, experience and expertise on the Board, and to identify its needs. From this the process involves a validation of the candidate's background and capabilities, cultural fit and legal capacity to act as a Director. The Committee then produces a short list of candidates with appropriate skills and experience.

The full Board then appoints the most suitable candidate who must stand for election at the next Annual General Meeting. The Committee's nomination of existing Directors for appointment is not automatic and is contingent on their past performance, contribution to the Company and the current and future needs of the Board and Company.

The Directors are not appointed for a fixed term but at each AGM the longest serving one-third of the Directors shall retire from office, but are eligible for re-election.

**Board Composition**

Maintaining a balance of experience and skills is an important factor in Board composition. For details of the skills, experience and expertise of the individual Directors, and the period of office held by each individual Director, please refer to the 'Directors Report'.

**Independent Non-executive Directors**

Two independent Directors hold positions on the Board, including Chairing the Board. They provide an external perspective and checks and balances for the interests of the shareholders.

The Boards independent non-executive Directors (at the date of this report) are John Bridgfoot and Neil Osborne.

The Board has adopted specific principles in relation to Directors independence. These state that when determining independence, a Director must be non-executive and the Board should consider whether the Director:

- Is a substantial shareholder of the Company or an officer of, or otherwise associated with, a substantial shareholder of the Company;
- Is or has been employed in an executive capacity by the Company within three years before commencing to serve on the Board;
- Within the last three years has been a principal of a material professional adviser or a material consultant to the Company, or an employee materially associated with the service provided;
- Is a material supplier or customer of the Company, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- Has a material contractual relationship with the Company other than as a Director;
- Is free from any business or other relationship which could, or reasonably be perceived to, materially interfere with the Directors independent exercise of their judgement.

The Board assesses independence each year. To enable this process, the Directors must provide all information that may be relevant to the assessment.

The majority of the Board is made up of non independent Directors. The Company's constitution requires that at least four directors shall be Retail Directors. A Retail Director means a director who is an Approved Storeowner or a natural person related entity of an Approved Storeowner. A Retail Director is not considered independent. The

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**CORPORATE GOVERNANCE STATEMENT (CONT'D)**

Board's current composition includes eight Retail Directors reflecting the outcomes of shareholder voting at the last Annual General Meeting. All Directors, whether independent or not, bring an independent judgement to bear on Board decisions.

**Independent professional advice**

Directors have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Company's expense.

**Company Secretary**

All Directors have access to the Company Secretary who is accountable to the Board, through the Chairman, on all governance matters.

**Chairman and Chief Executive Officer (CEO)**

The Chairman, Mr John Bridgfoot, is considered by the Board to be an independent Director. The roles of CEO and Chairman are not exercised by the same individual, but work together in a supportive manner to provide a controlled approach to both achieving performance and compliance.

**Board Committees**

To assist in the execution of its responsibilities, the Board currently has two Board committees – the Audit and Risk Committee and the Remuneration and Nomination Committee. These committees have written terms of reference, which are subject to ongoing review. Matters addressed by Board committees are reported to the Board following each meeting. Committees have no executive powers regarding their findings and recommendations. The Chair of Audit and Risk Committee is considered independent whilst the head of the Remuneration and Nomination Committee is a Retail Director (non independent). Details of Committee members and their attendance at committee meetings during the year are set out in the Directors' Report.

All members of the Committee have appropriate business expertise and are financially literate. At least one member has relevant financial qualifications and experience, as determined by the Board.

**Remuneration and Nomination Committee**

Responsibilities of the Committee include:

- Recommending size and composition of the Board;
- Identifying and developing procedures for the appointment of new Directors;
- Establishing and reviewing Board succession plans;
- Developing and implementing a plan for identifying, assessing and enhancing Director competencies;
- Establishing procedures for use by the Committee to evaluate the performance of the Board and each Director.

*The terms of reference of the Committee can be found in the My Shares section of the Extranet.*

Members of the Committee throughout the year were Allan Burge (Chairman), John Bridgfoot, Jack Scanlan, David Williamson and Deborah Smith. Jack Scanlan was a member until his retirement on 27 November 2012. Paul Job joined the Committee effective 28 November 2012 and John Florey was a member of the Committee from 28 November 2012 to 30 August 2013 when he resigned. The Committee held three meetings in the year to 30 June 2013. Attendance at Committee meetings throughout the year are set out in the Directors' report. All Directors, whether independent or not, bring an independent judgement to bear on Committees decisions.



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**CORPORATE GOVERNANCE STATEMENT (CONT'D)**

**PRINCIPLE 3: PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING**

**Code of Conduct**

The Board has adopted as its Code of Conduct, the Code of Conduct of the Australian Institute of Company Directors. This Code sets out the conduct that Shareholders would reasonably expect from their Board of Directors - including honesty and good faith, care and diligence, no misuse or abuse of the office of Director, conflicts of interest (including an over-riding requirement that commercial arrangements with Director Related parties are on commercial terms negotiated on an arm's length basis), independent judgment, confidentiality, proper use of Company assets, privacy, and compliance with the letter and spirit of the law and the Code.

The Company requires that all Directors declare any Conflicts of interests at each Board Meeting. Annual questionnaires are used by the Company to capture any potential new interests that may have arisen. Senior Executives (Key Management Personnel) and staff are required to declare any conflicts of interest as part of the Company's annual Code of Conduct renewal process.

The Company has a Securities Trading Policy for Directors and staff designed to ensure that trading in the Company's securities by Directors and staff are fair and equitable and specifically precludes any 'insider trading' or other activities not permitted by the Corporations Law. The Policy also provides guidance on the procedures required when Directors, Senior Executives (Key Management Personnel) and staff can trade in the Company's securities and provides guidance on 'black out periods' when trading is not permitted.

The Directors are satisfied that the Company has complied with its policies on conduct and the Trading Policy.

*Refer to the My Shares section of the Extranet for the full Code of Conduct and the Securities Trading Policy.*

The Company has a Code of Conduct that applies to all employees. Subjects covered by the Code include:

- Equal employment opportunity, discrimination and harassment;
- Security of Company records and assets and confidentiality guidelines;
- Conflict of interest, acceptance of gifts, entertainment and services;
- Fraud, corruption and irregular transactions and legal compliance;
- Honest ethical behaviour; and
- Safe working environment.

Compliance with the Code is checked through the Company's internal control system and related processes and through an annual renewal process. New staff members are required to attend an induction program that includes familiarising staff with the guidelines. The Company's staff appraisal process includes employees' performance against 'Key Behavioural requirements' as well as 'Key Performance Indicators'. The Company seeks to encourage all staff and non employees to report any person suspected of poor business conduct and ethical practices including fraud and corrupt conduct.

The Company has no formal policy concerning diversity which outlines any measurable objectives for achieving gender diversity for the Board or its employees. The Company is not of a size as would justify having such a policy but is committed to providing opportunities to people of all age, gender, ethnicity and cultural backgrounds.

As at 30 June 2013, the proportion of women employees in the whole organisation is 56%. There is currently one female Board member.

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**CORPORATE GOVERNANCE STATEMENT (CONT'D)**

**Process for evaluating the performance of the Board, its committees and individual Directors**

Annual reviews of the Board, its Committees and Directors are performed using self-evaluation procedures and through discussions with the Chairman. No independent review is conducted.

The Directors consider that the evaluation process has been effective and that the individual discussions with the Chairman had been frank and open. The overall conclusion is that the Board and its Committees are effective and are operating at a satisfactory level.

**PRINCIPLE 4: SAFEGAURD INTEGRITY IN FINANCIAL REPORTING**

**Audit and Risk Committee**

The main responsibilities of the Audit and Risk Committee are to:

- Review, assess and approve the annual and half-yearly financial report;
- Assist the Board in reviewing the effectiveness of the organisation's internal control environment covering; effectiveness and efficiency of operations; reliability of financial reporting and compliance with applicable laws and regulations;
- Recommend to the Board the appointment, removal and remuneration of external auditors, and review the terms of engagement, the scope and quality of audit and assess performance;
- Consider the independence and competence of the external auditor on an ongoing basis;
- Review and approve the level of non-audit services provided by external auditors and ensure it does not adversely impact on auditor independence;
- Review and monitor related party transactions and assess their propriety;
- Monitor and review policies on risk oversight and management (see further at Principle 7 below);
- Report to the Board on matters relevant to the committee's roles and responsibilities.

*The terms of reference of the Audit and Risk Committee can be found in the My Shares section of the Extranet.*

In fulfilling its responsibilities, the Audit and Risk Committee:

- Receive regular reports from management and the external auditors;
- Meets with the external auditors at least once a year, and more frequently if necessary;
- Reviews the processes the CEO and CFO have in place to support their certifications to the Board;
- Reviews any significant disagreements between the auditors and management, irrespective of whether they have been resolved;
- Review of a statement in writing to the Board signed by the Chief Executive Officer and Chief Financial Officer certifying:
  - i. That the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards;
  - ii. That the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and that the Company's risk management and internal compliance and control is operating efficiently and effectively in all material respects in relation to financial reporting risks.

Members of the Committee throughout the year were Neil Osborne (Chairman), John Bridgfoot, Fred Fairthorne, Malcolm Ward and Sien van Nguyen. The Committee met four times in the year to 30 June 2013. The qualifications of Committee members and attendance details at Committee meetings throughout the year are set out in the Directors' report.

All Directors are financially literate, with members of the Audit and Risk Committee having a particular focus on financial and risk management areas in the industry in which the Company operates.

The Audit and Risk Committee has authority, within scope of its responsibilities, to seek any information it requires from any employee or external party.

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**CORPORATE GOVERNANCE STATEMENT (CONT'D)**

**External Auditors**

The Company's policy is to appoint an external auditor who clearly demonstrates both technical capability and independence. The performance of the external auditor is reviewed annually.

An analysis of the fees paid to external auditors, including a break-down of fees for non-audit services, is provided in the Directors' Report and in Note 21 to the financial statements. It is the policy of the external auditors to provide an annual declaration of their independence to the Audit and Risk Committee. The external auditor will attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and preparation of the content of the financial report.

**PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE**

The Company has a Disclosure Policy designed to ensure that there is full and timely disclosure of the Company's activities to shareholders and the broader market, in accordance with the Company's legal and regulatory obligations and that all stakeholders have an equal opportunity to receive and obtain externally available information issued by the Company.

The policy is reviewed regularly to ensure that it reflects any legislative or regulatory requirements or 'best practice' developments.

The Company is subject to the Listing Rules of the NSX and the "continuous disclosure" obligations (whereby share-price-sensitive information is required to be disseminated to the market immediately) prescribed in the *Corporations Act 2001*.

The Company is also subject to and has complied with the half yearly reporting obligations applicable to listed public companies.

**Disclosure responsibilities and procedures**

The Chairman, Chief Executive Office and Company Secretary are responsible for communication with the NSX and have responsibility for reviewing proposed disclosures and making decisions in relation to what information can or should be disclosed to the market. All staff are required to inform those officers of any potential 'price sensitive' information concerning the Company as soon as they become aware of it.

*The full Continuous Disclosure policy can be found in the My Shares section of the Extranet.*

**PRINCIPLE 6: RESPECT THE RIGHT OF SHAREHOLDERS**

The Company is committed to ensuring that its Shareholders, employees, suppliers and service providers, customers of its Shareholders, and the wider community have timely and equal access to important Company information.

The Company's principal shares are listed on the National Stock Exchange of Australia (NSX). Listing enhances transparency and potential liquidity for share owners as well as enabling timely communication of all "continuous disclosure" items to the broader market.

In addition to meeting its continuous disclosure obligations, the FoodWorks Extranet online site is available to all bannered stores. The site is designed to keep members up to date with Company developments, provide practical assistance and information to members on how to operate and develop their businesses as well as obtaining feedback on items under consideration. It is considered an effective interface with the Company's Members.

In addition, various meetings, which are attended by management, staff and Directors, provide opportunities for the distribution of information and exchange of views with members on a wide range of issues. The Annual

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**CORPORATE GOVERNANCE STATEMENT (CONT'D)**

General Meeting of Shareholders (AGM) allows Shareholders to ask questions of the Board, to express views and vote on the various items on the agenda. The Annual Report is available via the extranet for Shareholders and is available in hard copy on request.

**PRINCIPLE 7: RECOGNISE AND MANAGE RISK**

The Board is responsible for designing and reviewing the Company's Risk Management Policy and for determining the Company's appetite for risk, taking into account the Company's strategic objectives and other factors including stakeholder expectations. The level of tolerance for risk varies according to the risk area.

The Company is not of a size which requires a separate Internal Audit Department or dedicated Risk Management Function. The Board, through the Audit and Risk Committee, oversees the establishment, implementation and ongoing review of the Company's risk management and internal control system. The Audit and Risk Committee has implemented a process of communication with internal stakeholders and conducted an examination of the Company's environment, so as to establish the parameters within which risks must be managed and reported.

**Risk Management**

The Audit and Risk Committee ensures there are adequate policies in relation to risk management, compliance and internal control systems. They monitor the Company's risk management by overseeing managements' actions in the evaluation, management, monitoring and reporting of material operational, financial, compliance and strategic risks.

In providing this oversight, the Committee:

- Reviews the framework and methodology for risk identification, the degree of risk the Company is willing to accept, the management of risk and the processes for evaluating the Company's risk management system;
- Reviews group wide objectives in the context of the above mentioned categories of corporate risk;
- Reviews and, where necessary, approves guidelines and policies governing the identification, assessment and management of the Company's exposure to risk;
- Reviews compliance with agreed policies;
- Reviews the statement to the Board signed by the Chief Executive Officer and Chief Financial Officer in relation to S295A of the Corporations Act confirming that the Company's financial reports are founded on a sound system of risk management and internal compliance and control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Committee recommends any actions it deems appropriate to the Board for its consideration.

Management is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system and has to report to the Audit and Risk committee on the effectiveness of the risk management and internal control system during the year, and on the Company's management of its material business risks.

The Risk Management Framework used by the Company covers all the functions within the business and is designed to identify, analyse, evaluate, manage and monitor risks across all functions.

A risk profile and risk register are in place. These have been prepared and agreed with senior management and are periodically reviewed and updated. Ongoing risk management activities involve periodic reviews of the known risk items as well as the identification of new risks as they may arise.

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**CORPORATE GOVERNANCE STATEMENT (CONT'D)**

The known risks and established risk controls are documented in a Risk Register which holds the details of all known business risks and established mitigation strategies. Management has reported to the Board as to the status of major business risks.

The Chief Executive Officer and the Chief Financial Officer have provided a declaration to the Board in accordance with section 295A of the *Corporations Act 2001*.

*The full Risk Policy overview can be found in the My Shares section of the FoodWorks Extranet.*

**PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

**Remuneration Committee:**

The Board has established a Remuneration and Nomination Committee. For details of the Committee's membership, their attendance at Committee meetings and a summary of the Committee's Charter, please refer to Principle 2 — '**Remuneration and Nomination Committee**'.

In relation to the remuneration aspects of the Remuneration Committee, its role is to assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and incentive policies for employees and ensuring appropriate salary budgets are adopted by the Company.

**Remuneration Policy**

A summary of the remuneration policy may be found in the Directors' Report under the heading 'Remuneration Report'.

Details of the compensation of senior executives (Key Management Personnel) and of Non-executive Directors' compensation and retirement benefits are contained in the Directors' Report.

The Company does not have any equity based remuneration policies and therefore does not require a policy on prohibiting entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

*The terms of reference of the Remuneration and Nomination Committee can be found in the My Shares section of the Extranet.*

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**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2013**

	Note	2013 \$'000	2012 \$'000
<b>Continuing operations</b>			
<b>Revenue</b>			
Supplier & member income	5	56,198	56,481
Interest income	5	45	145
Other income	5	394	474
		<u>56,637</u>	<u>57,100</u>
<b>Less: expenses</b>			
Distribution to members		(23,046)	(23,764)
Cost of members services		(7,608)	(7,520)
Merchandising expenses		(4,346)	(2,658)
Marketing expenses		(1,896)	(2,256)
Business development expenses		(648)	(524)
Administrative expenses		(15,441)	(16,274)
Depreciation	6	(399)	(404)
		<u>(53,384)</u>	<u>(53,400)</u>
Finance costs	6	(30)	(27)
<b>Profit before income tax</b>		<u>3,223</u>	<u>3,673</u>
Income tax benefit	7	2,937	-
<b>Profit from continuing operations</b>		<u>6,160</u>	<u>3,673</u>
Net loss from discontinued operations	9	(3,675)	(4,521)
<b>Profit/(loss) for the year</b>		<u><u>2,485</u></u>	<u><u>(848)</u></u>

**AUSTRALIAN UNITED RETAILERS LTD**  
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**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONT'D)**  
**FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2013**

	Note	2013 \$'000	2012 \$'000
Other comprehensive income		-	-
<b>Total comprehensive income/(loss)</b>		<u>2,485</u>	<u>(848)</u>
<b>Profit/(loss) is attributable to:</b>			
Members of the parent		<u>2,485</u>	<u>(848)</u>
<b>Total comprehensive income/(loss) attributable to:</b>			
Members of the parent		<u>2,485</u>	<u>(848)</u>
		<b>Cents</b>	<b>Cents</b>
<b>Earnings/(loss) per share attributable to equity holders of the parent entity</b>	<b>8</b>		
- basic earnings/(loss) per share		21.50	(7.34)
- diluted earnings/(loss) per share		21.50	(7.34)
<b>Earnings per share from continuing operations attributable to equity holders of the parent entity</b>	<b>8</b>		
- basic earnings per share		53.29	31.77
- diluted earnings per share		53.29	31.77
<b>Loss per share from discontinued operations attributable to equity holders of the parent entity</b>	<b>8</b>		
- basic loss per share		(31.79)	(39.11)
- diluted loss per share		(31.79)	(39.11)

**AUSTRALIAN UNITED RETAILERS LTD**  
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**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 30<sup>TH</sup> JUNE 2013**

	Note	2013 \$'000	2012 \$'000
<b>Current assets</b>			
Cash and cash equivalents	10	654	1,865
Trade and other receivables	11	13,260	14,377
Non-current assets held for sale	12	-	-
Other	13	24	70
<b>Total current assets</b>		<u>13,938</u>	<u>16,312</u>
<b>Non-current assets</b>			
Property, plant and equipment	14	662	1,011
Deferred tax asset	7	2,937	-
<b>Total non-current assets</b>		<u>3,599</u>	<u>1,011</u>
<b>Total assets</b>		<u><u>17,537</u></u>	<u><u>17,323</u></u>
<b>Current liabilities</b>			
Trade and other payables	15	18,741	21,113
Short term borrowings	16	210	209
Provisions	17	2,639	2,338
<b>Total current liabilities</b>		<u>21,590</u>	<u>23,660</u>
<b>Non-current liabilities</b>			
Long term borrowings	16	111	322
Provisions	17	211	201
<b>Total non-current liabilities</b>		<u>322</u>	<u>523</u>
<b>Total liabilities</b>		<u><u>21,912</u></u>	<u><u>24,183</u></u>
<b>Net deficiency</b>		<u><u>(4,375)</u></u>	<u><u>(6,860)</u></u>
<b>Equity</b>			
Share capital	18	10,119	10,119
Accumulated losses	19	(14,494)	(16,979)
<b>Total equity</b>		<u><u>(4,375)</u></u>	<u><u>(6,860)</u></u>



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**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2013**

	Contributed equity \$'000	Accumulated losses \$'000	Total Equity \$'000
<b>Balance as at 1 July 2011</b>	<b>10,119</b>	<b>(16,131)</b>	<b>(6,012)</b>
Loss for the year	-	(848)	(848)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>(848)</b>	<b>(848)</b>
<b>Balance as at 30 June 2012</b>	<b>10,119</b>	<b>(16,979)</b>	<b>(6,860)</b>
Profit for the year	-	2,485	2,485
<b>Total comprehensive profit for the year</b>	<b>-</b>	<b>2,485</b>	<b>2,485</b>
<b>Balance as at 30 June 2013</b>	<b>10,119</b>	<b>(14,494)</b>	<b>(4,375)</b>

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**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2013**

	Note	2013 \$'000	2012 \$'000
<b>Cash flows from operating activities</b>			
Cash receipts in the course of operations		59,308	65,649
Cash payments in the course of operations		(60,302)	(67,434)
Interest received		45	171
Finance costs		(30)	(27)
<b>Net cash used in operating activities</b>	<b>20(b)</b>	(979)	(1,641)
<b>Cash flows from investment activities</b>			
Payments for purchases of property, plant and equipment		(51)	(691)
Proceeds on sale of property, plant and equipment		1	-
Proceeds from store divestments		28	184
<b>Net cash used in by investing activities</b>		(22)	(507)
<b>Cash flows from financing activities</b>			
Loan equipment payments		(210)	(241)
Proceeds from / net repayment of borrowings		-	611
<b>Net cash (used in)/provided by financing activities</b>		(210)	370
Net decrease in cash held		(1,211)	(1,778)
Cash and cash equivalents at beginning of financial year		1,865	3,643
<b>Cash and cash equivalents at end of financial year</b>	<b>20(a)</b>	654	1,865

**AUSTRALIAN UNITED RETAILERS LTD**  
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**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2013**

**1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

The following is a summary of significant accounting policies adopted by the Consolidated Entity in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

**(a) Reporting Entity**

Australia United Retailers Ltd (the "Company") is a company limited by shares, incorporated and domiciled in Australia. The address of the Company's registered office is Level 1, 1601 Malvern Road, Glen Iris VIC 3146. The consolidated financial statements of the Company as at and for the year ended 30 June 2013 comprise the Company and its subsidiaries (together referred to as the "Consolidated Entity").

**(b) Basis of preparation of the financial report**

This financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian United Retailers Ltd is a for-profit entity for the purpose of preparing the financial statements.

The financial report was authorised for issue by the Directors on 13 September 2013.

*Compliance with IFRS*

The consolidated financial statements of Australian United Retailers Ltd also comply with the International Financial reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

*Historical Cost Convention*

The financial report has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

*Critical Accounting Estimates*

The preparation of the financial report requires the use of certain estimates and judgement in applying the entity's accounting policies. Those estimates and judgements significant to the financial report are disclosed in Note 2.

**(c) Going concern**

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The Consolidated Entity reported a profit for the year after income tax of \$2,485,000 (2012: Loss of \$848,000), a net deficiency of assets totalling \$4,375,000 (2012: \$6,860,000) and a current working capital deficit of \$7,652,000 (2012: current working capital deficit of \$7,348,000).

The Directors believe that, with the completion of the divestment program, and based on achieving the forecasted cash flows including maintenance of trading volumes, continuous cost containment and monitoring of discretionary spending, the on-going trading activities of the core business are expected to enable the Consolidated Entity to meet its forecast performance and ensure the ability to meet its obligations as and when they fall due.

As at 30 June 2013, the Consolidated Entity has an undrawn bank loan facility of \$1,000,000 with its Bankers. The bank loan facility is due to expire in April 2014 but can be cancelled by the relevant Bank at short notice as per normal banking terms and conditions. The Directors believe that the Bank will continue to make the loan facility available for the duration of the loan period which will enable the business to continue to operate normally.

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FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2013**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(c) Going concern (Continued)**

Should the Consolidated Entity not achieve profitable trading and positive cashflows from the continuing operations, or the bank withdraw the bank loan facility, the Consolidated Entity may in the future not be able to pay its debts as and when they fall due and may therefore be required to realise assets and extinguish liabilities other than in the ordinary course of business with the amount realised being different from those shown in the financial report. The financial report does not include any adjustments relating to the recoverability and classification of the recorded asset amounts nor to the amounts and classifications of liabilities that may be necessary should the company and the Consolidated Entity not continue as a going concern.

**(d) Principles of consolidation**

The consolidated financial statements are those of the Consolidated Entity, comprising the financial statements of the parent entity and of all entities which Australian United Retailers Ltd has the power to control the financial and operating policies so as to obtain benefits from its activities. Details of the controlled entities are contained in Note 22.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies which may exist. All inter-company balances and transactions, including any unrealised profits or losses have been eliminated on consolidation. Subsidiaries are fully consolidated from the date on which control is transferred to the Consolidated Entity. They are de-consolidated from the date that control ceases.

**(e) Income Tax**

Current income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets and liabilities are recognised for temporary differences at the applicable tax rates when the assets are recovered or liabilities are settled. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability.

An exception is made for certain temporary differences arising from the initial recognition of an asset or liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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.

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

*Tax Consolidation*

The parent entity and its controlled entities have formed an income tax consolidated group under the tax consolidation legislation. The parent entity is responsible for recognising the current tax liabilities and deferred tax assets arising in respect of tax losses, for the tax consolidated group. The tax consolidated group has also entered into a tax funding agreement whereby each Company in the Consolidated Entity contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidated group.

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FOR THE YEAR ENDED 30<sup>TH</sup> JUNE 2013**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(f) Borrowing costs**

Borrowing costs can include interest, amortisation of discounts or premiums relating to borrowings, ancillary costs incurred in connection with arrangement of borrowings, foreign exchange losses net of hedged amounts on borrowings, including trade creditors and lease finance charges.

Borrowing costs are expensed as incurred.

**(g) Impairment**

Assets with an indefinite useful life are not amortised but are tested annually for impairment in accordance with AASB 136. Assets subject to annual depreciation or amortisation are reviewed for impairment whenever events or circumstances arise that indicates the carrying amount of the asset may be impaired.

An impairment loss is recognised where the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of an asset is defined as the higher of its fair value less costs to sell and value in use.

**(h) Comparative Figures**

Where required by Accounting Standards comparative figures have been adjusted to conform with changes in presentation for the current financial year.

Where necessary, comparative information has been reclassified and repositioned for consistency with current year disclosure.

**(i) Revenue recognition**

Supplier and member income is recognised when the right to receive the revenue has been established.

Revenue from sale of goods is recognised upon the delivery or provision of goods to the customer.

Interest revenue is recognised when it becomes receivable on a proportional basis taking into account the interest rates applicable to the financial assets.

Revenue from the sale of stores is recognised as at settlement date.

Rent received from operating leases is recognised on a straight-line basis over the term of the lease agreement.

Other revenue is recognised when the right to receive the revenue has been established.

All revenue is stated net of the amount of goods and services tax (GST).

**(j) Cash and cash equivalents**

Cash and cash equivalents include cash on hand and at banks, short-term deposits with an original maturity of three months or less held at call with financial institutions and bank overdrafts. Bank overdrafts are shown within short term borrowings in current liabilities on the statement of financial position.

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(k) Receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method, less any provision for impairment.

An estimate for impairment is made when there is objective evidence that the Consolidated Entity will not be able to collect the debts. Bad debts are written-off when identified.

Other receivables relate principally to GST refunds and expense reimbursements outstanding at balance date and are carried at the nominal amount due.

Interest is taken up as income on an accruals basis. A receivable for interest accrued is recognised using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

**(l) Investments and other financial assets**

The Consolidated Entity has investments in controlled entities.

*Investments in controlled entities*

In the stand alone parent entity financial statements, investments in subsidiaries are initially recognised at cost, being the fair value of the consideration given. Acquisition costs are recognised in the statement of comprehensive income. After initial recognition, investments in controlled entities are measured at fair value, having regard to underlying net assets of the controlled entities. Any diminution in value is recorded separately as a reduction in recoverable amount of the investment.

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(m) Property, plant and equipment**

Each class of property, plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

*Property, plant and equipment*

Property, plant and equipment is measured on the cost basis.

*Depreciation*

The depreciable amount of all fixed assets are depreciated over their estimated useful lives commencing from the time the asset is held ready for use.

Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of assets are:

<b>Class of fixed asset</b>	<b>Depreciation rates</b>	<b>Depreciation basis</b>
Leasehold improvements	5 - 33 %	Straight Line
Leased assets	33%	Straight Line
Plant and equipment	12.5 - 33 %	Straight Line
Furniture, fixtures and fittings	5 - 20 %	Straight Line
Computer equipment	25 - 33%	Straight Line

*Impairment*

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

The recoverable amount of plant and equipment is the greater of fair value less costs to sell and historical cost.

An impairment exists when the carrying value of an asset or cash-generating unit exceeds its estimated recoverable amount. The asset or cash generating unit is then written-down to its recoverable amount.

*Derecognition and disposal*

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the statement of comprehensive income in the period the item is derecognised.

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(n) Employee Benefits**

*(i) Short-term employee benefit obligations*

Liabilities arising in respect of wages and salaries, annual leave, accumulated sick leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. The expected cost of short-term employee benefits in the form of compensated absences such as annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

*(ii) Long-term employee benefit obligations*

Liabilities arising in respect of long service leave and annual leave which is not expected to be settled within twelve months of the reporting date are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date. Employee benefit obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

*(i) Superannuation obligation*

Contributions made by the Company to an employee superannuation fund are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available.

**(o) Financial Instruments**

*Classification*

The Consolidated Entity classifies its financial instruments in the following categories: loans and receivables and financial liabilities. Management determines the classification of its financial instruments at initial recognition.

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are measured at fair value at inception and subsequently at amortised cost using the effective interest rate method.

Non-interest bearing loans and receivables are designated as receivable 'at call' and are therefore carried at face value.

*Financial liabilities*

Financial liabilities include trade payables, other creditors and loans from third parties including inter-company balances and loans from or other amounts due to director-related entities.

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Non-interest bearing loans and payables are payable on demand and are therefore carried at face value.

*Forward Foreign Exchange Contracts*

The Consolidated Entity holds derivative financial instruments to mitigate the risk exposure from foreign currency movements.

**(p) Leases**

Leases are classified at their inception as either operating or finance leases based on the economic substance of the agreement so as to reflect the risks and benefits incidental to ownership.

The cost of improvements to or on leasehold property is capitalised, disclosed as leasehold improvements, and amortised over the unexpired period of the lease or the estimated useful lives of the improvements, whichever is shorter.



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**(p) Leases (Continued)**

*Operating Leases*

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are expensed on a straight-line basis over the life of the lease.

**(q) Trade and other payables**

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Consolidated Entity prior to the end of financial year that are unpaid and arise when the Consolidated Entity becomes obliged to make future payments in respect of the purchase of these goods and services.

**(r) Interest-bearing loans and borrowings**

All loans and borrowings are initially recognised at fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any issue costs, and any discount or premium on settlement.

Gains and losses are recognised in the statement of comprehensive income when the liabilities are derecognised as well as through the amortisation process.

**(s) Provisions**

Provisions are recognised when the Consolidated Entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Consolidated Entity expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

If the effect of time value of money is material, provisions are determined by discounting the expected future cashflows at a pre-tax rate that reflects current market assessments of the time value of money and where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**(t) Goods and services tax (GST)**

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

**(u) Foreign currency**

Both the functional and presentation currency of Australian United Retailers Limited and its subsidiaries is Australian dollars (A\$).

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**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS  
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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(v) Non-current assets held for sale**

Non-current assets held for sale are classified as held for sale and stated at the lower of their carrying value 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 assets to their fair value less costs to sell. The impairment for the corporate owned stores is based on the actual contracted price of the stores after taking into consideration any selling costs.

**(w) Contributed equity**

Issued and paid-up capital is recognised at the fair value of the consideration received by the Company.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

**(x) Earnings/(loss) per share (EPS)**

Basic EPS is calculated as net profit attributable to members, divided by the weighted average number of preference shares.

The Consolidated Entity does not have Diluted EPS, as there are no share options on issue.

**(y) Rounding of amounts**

The Consolidated Entity has applied the relief available under ASIC Class Order CO 98/0100 and accordingly, amounts in the consolidated financial statements and Directors' report have been rounded off to the nearest thousand dollars, or in certain cases, to the nearest dollar.

**(z) New Accounting standards and interpretations**

A number of accounting standards and interpretations have been issued at the reporting date but are not yet effective and have not yet been adopted for the annual reporting period ended 30 June 2013. These are as follows:

(i) *AASB 9 Financial Instruments*, *AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9*, *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 Disclosure* (effective from 1 January 2015)

*AASB 9 Financial Instruments* improve and simplify the approach for classification and measurement of financial assets compared with the requirements of *AASB 139*. The standard is not applicable until 1 January 2015 but is available for early adoption.

When adopted, the standard could change the classification and measurement of financial assets. *AASB 9* only permits the recognition of fair value gains and losses in other comprehensive income for equity investments that are not held for trading.

The Consolidated Entity does not have any financial liabilities that are designated at fair value through profit or loss. The new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss. Therefore, there will be no impact on the Consolidated Entity's accounting for financial liabilities. The Consolidated Entity has decided not to early adopt *AASB 9* at 30 June 2013.

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(z) New Accounting standards and interpretations (Continued)**

(ii) *AASB 10 Consolidated Financial Statements, AASB 11 Joint Arrangements, AASB 12 Disclosure of Interests in Other Entities, revised AASB 127 Separate Financial Statements and AASB 128 Investments in Associates and Joint Ventures, AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards, and AASB 2012-10 Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments* (effective 1 January 2013)

AASB 10 replaces all of the guidance on control and consolidation in AASB 127 *Consolidated and Separate Financial Statements*, and Interpretation 12 *Consolidation – Special Purpose Entities*. The standard fundamentally changes the way control is defined for the purpose of identifying those entities to be included in the consolidated financial statements. It focuses on the need to have power over the investee, rights or exposure to variable returns and ability to use the power to affect the amount of its returns. Returns must vary and can be positive, negative or both. There is also new guidance on substantive rights versus protective rights and on agent versus principal relationships. The core principle that a Consolidated Entity presents a parent and its subsidiaries as if they are a single economic entity remains unchanged, as do the accounting for consolidation.

AASB 11 does not focus on the legal structure of joint arrangements, but rather on how and what rights and obligations are shared between parties. If the parties share the right to the net assets of the joint arrangement, these parties are parties to a joint venture. A joint venturer accounts for an investment in the arrangement using the equity method, and the choice to proportionately consolidate will no longer be permitted. If the parties share the right to the separate assets and obligations for the liabilities of the joint arrangement, these parties are parties to a joint operation. A joint operator accounts for assets, liabilities and corresponding revenues and expenses arising from the arrangement by recognising their share of interest in each item.

The Consolidated Entity has performed a detailed analysis of the new requirements and has determined AASB 10 and AASB 11 have no impact on the composition of the consolidated group.

AASB 12 sets new minimum disclosures requirements for entities reporting under the two new standards, AASB 10 and AASB 11, and replaces the disclosure requirements currently found in AASB 127 and AASB 128. Application of this standard will affect the type of information disclosed in relation to the Consolidated Entity's investments as the new standard requires extensive new disclosures regarding the nature of risk associated with the entity's interest in other entities and the effect of those interest on its financial position, financial performance and cash flows.

Amendments to AASB 128 provide clarification that an entity continues to apply the equity method and does not remeasure its retained interest if an investment in a joint venture becomes an associate, and vice versa. The amendments also introduce a "partial disposal" concept. The Consolidated Entity is still assessing the impact of these amendments.

The Consolidated Entity does not expect to adopt the new standards before their operative date. They would therefore be first applied in the financial statements for the annual reporting period ending 30 June 2014.

(iii) *AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13* (effective 1 January 2013)

AASB 13 introduces a fair value framework for all fair value measurements in the full suite of accounting standards. This standard explains how to measure fair value and aims to enhance fair value disclosures. The Consolidated Entity is currently assessing which, if any of its current measurement techniques will have to change as a result of the new standard. However, it is not yet possible to provide a reliable estimate of the impact, if any, of these new rules on any of the amounts recognised in the financial statements. However, application of the new standard will impact the type of information disclosed in the notes to the financial statements.

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(z) New Accounting standards and interpretations (Continued)**

The Consolidated Entity does not expect to adopt the new standard before their operative date. They would therefore be first applied in the financial statements for the annual reporting period ending 30 June 2014.

Other standards and interpretations have been issued at the reporting date but are not yet effective. When adopted, these standards and interpretations are likely to impact on the financial information presented, however the assessment of impact has not yet been completed.

**2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

Estimates and judgements are based on past performance and management's expectation for the future.

The Consolidated Entity makes certain estimates and assumptions concerning the future, which, by definition will seldom represent actual results. The estimates and assumptions that have a significant inherent risk in respect of estimates based on future events which could have a material impact on the assets and liabilities in the next financial year are discussed below:

**(a) Employee benefits**

Calculation of long term employment benefits requires estimation of the retention of staff, future remuneration levels and timing of the settlement of the benefits. The estimates are based on historical trends.

**(b) Closure costs**

Calculation of the accrual for expected closure costs associated with the store divestment program requires estimation of the proceeds on closure of the store, make-good, redundancy and any on-going rental obligations. The estimates are based on contractual agreements where applicable, and management assessment of the expected costs including the timing of such costs.

**(c) Income tax**

Income tax benefits are based on the assumption that no adverse change will occur in the income tax legislation and the anticipation that the group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences.

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**3. SEGMENT INFORMATION**

**(a) Descriptions of segments**

The Consolidated Entity has two reportable segments as described below:

Segment 1: The provision of retail support services to its members solely in Australia are reported in the continuing operations throughout this report.

Segment 2: The retail stores operate solely in Australia and are reported as discontinued operations throughout this report.

**(b) Segment information**

<b>2013</b>	<b>Retail Support Services \$'000</b>	<b>Retail Stores \$'000</b>	<b>Total \$'000</b>
<b>Segment revenue</b>			
Total segment revenue	56,646	239	56,885
Inter-segment revenue	(9)	-	(9)
<b>Total segment revenue from external source</b>	<b>56,637</b>	<b>239</b>	<b>56,876</b>
<b>Segment result</b>			
Total segment result	2,911	(3,684)	(773)
Inter-segment elimination	(9)	9	-
Inter-segment impairment elimination	3,258	-	3,258
<b>Segment result from external source</b>	<b>6,160</b>	<b>(3,675)</b>	<b>2,485</b>
Items included within the segment result:			
Interest revenue	45	1	46
Interest expense	(30)	-	(30)
Depreciation and amortisation	(399)	-	(399)
<b>Total Segment Assets</b>	<b>17,528</b>	<b>9</b>	<b>17,537</b>
<b>Total Segment Liabilities</b>	<b>18,421</b>	<b>3,491</b>	<b>21,912</b>

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**3. SEGMENT INFORMATION (CONT'D)**

2012	Retail Support Services \$'000	Retail Stores \$'000	Total \$'000
<b>Segment revenue</b>			
Total segment revenue	57,179	5,356	62,535
Inter-segment revenue	(79)	-	(79)
<b>Total segment revenue from external source</b>	<u>57,100</u>	<u>5,356</u>	<u>62,456</u>
<b>Segment result</b>			
Total segment result	(1,544)	(4,600)	(6,144)
Inter-segment elimination	(79)	79	-
Inter-segment impairment elimination	5,296	-	5,296
<b>Segment result from external source</b>	<u>3,673</u>	<u>(4,521)</u>	<u>(848)</u>
Items included within the segment result:			
Interest revenue	145	26	171
Interest expense	(27)	-	(27)
Depreciation and amortisation	(404)	-	(404)
<b>Total Segment Assets</b>	<u>17,102</u>	<u>221</u>	<u>17,323</u>
<b>Total Segment Liabilities</b>	<u>20,899</u>	<u>3,284</u>	<u>24,183</u>

**4. FINANCIAL RISK MANAGEMENT**

The Consolidated Entity's financial instruments consist mainly of deposits with banks, accounts receivable and payable.

The main risks the Consolidated Entity is exposed to through its financial instruments are interest rate risk, currency risk, liquidity risk and credit risk.

*Interest rate risk*

Cash deposits and interest bearing debt attract interest at the prevailing floating interest rate. See Note 23. Interest rate risk is managed by maintaining competitive interest rates or fixing rates as may be appropriate.

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**4. FINANCIAL RISK MANAGEMENT (CONT'D)**

*Foreign currency risk*

The Consolidated Entity has entered into forward exchange contracts to purchase United States Dollars in relation to the costs of the 2013 Members Conference. This was done to manage any exposure to the reduction in the value of the AUD relative to United States Dollar.

During the year ended 30 June 2012 the Consolidated Entity had entered into forward exchange contracts to purchase Hong Kong Dollars in relation to the costs of the 2012 Members Conference. This was done to manage any exposure to the reduction in the value of the AUD relative to Hong Kong Dollar.

The Consolidated Entity's exposure to foreign currency at the end of the reporting period, expressed in Australian dollars is as follows:

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
USD Foreign exchange Contracts	639	-
HKD Foreign exchange Contracts	-	934

*Sensitivity*

Based on the financial instruments held at 30 June 2013, had the Australian Dollar weakened/ strengthened by 10% against the US Dollar with all other variables held constant, the Consolidated Entity's post-tax profit for the year would have been \$70,967 lower/ \$58,063 higher as a result of foreign exchange gains/ losses.

Based on the financial instruments held at 30 June 2012, had the Australian Dollar weakened/ strengthened by 10% against the Hong Kong Dollar with all other variables held constant, the Consolidated Entity's post-tax profit for the year would have been \$103,734 lower/ \$84,873 higher as a result of foreign exchange gains/ losses.

*Liquidity risk*

The Consolidated Entity manages liquidity risk by forecasting and monitoring cash flows on a continual basis. The Consolidated Entity has access to adequate financing facilities. Refer Note 20(c) for available and used lending facilities.

*Credit risk*

The maximum exposure to credit risk at balance date to recognise financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

The management of the receivables balance is key in the minimisation of the potential bad debt exposure to the Company. Receivables balances are monitored on an ongoing basis and a formal review of all balances occurs every 6 months and where necessary appropriate provisions are established.

There are no significant concentrations of credit risk within the Consolidated Entity.

*Fair value*

The fair value of financial assets and financial liabilities approximates their carrying amounts as disclosed in the statement of financial position and notes to the financial statements.

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**5. REVENUE FROM CONTINUING OPERATIONS**

	Note	2013 \$'000	2012 \$'000
<b>Operating activities</b>			
- Supplier & member income		55,033	55,340
- Rent from member stores		1,165	1,141
		<u>56,198</u>	<u>56,481</u>
- Interest	5(a)	45	145
- Other revenue		394	474
Total revenue		<u><u>56,637</u></u>	<u><u>57,100</u></u>
 <b>(a) Interest from:</b>			
- Other persons		45	145
		<u><u>45</u></u>	<u><u>145</u></u>

**6. PROFIT FROM CONTINUING OPERATIONS**

Profit from continuing operations before income tax has been determined after the following specific expenses:

Employee benefits expense			
Wages and salaries		10,338	10,493
Workers' compensation costs		67	39
Superannuation costs		746	816
Total employee benefits expense		<u><u>11,151</u></u>	<u><u>11,348</u></u>
 Finance costs expensed			
Equipment loan interest		30	27
Total Borrowing costs expensed		<u><u>30</u></u>	<u><u>27</u></u>
 Depreciation of non-current assets			
Leasehold improvements		28	113
Plant and equipment		18	35
Leased assets		204	102
Computer equipment		142	147
Furniture, fixtures and fittings		7	7
Total depreciation of non-current assets		<u><u>399</u></u>	<u><u>404</u></u>
 Other expenses			
Inventory write back		(24)	(22)
Bad debts		188	19
Doubtful debts expense / (write back)		(301)	448
		<u><u>(137)</u></u>	<u><u>445</u></u>



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<b>7. INCOME TAX</b>	<b>2013</b>	<b>2012</b>
<b>(a) Components of tax expense:</b>	<b>\$'000</b>	<b>\$'000</b>
Income tax expense:		
Increase in deferred tax assets	2,937	-
	<u>2,937</u>	<u>-</u>
 <b>(b) Prima facie tax payable:</b>		
The prima facie tax payable on profit before income tax is reconciled to the income tax expense as follows:		
Profit from continuing operations	3,223	3,673
Loss from discontinuing operations	<u>(3,675)</u>	<u>(4,521)</u>
	(452)	(848)
 Prima facie income tax payable on (loss)/ profit before income tax at 30% (2012 - 30%)	(136)	(254)
Add:		
Tax effect of:		
- Other non-allowable items	146	-
- Recognition of deferred tax assets not previously brought to account	2,927	-
- Current year tax losses not brought to account	<u>-</u>	<u>254</u>
Income tax benefit	<u>2,937</u>	<u>-</u>
 <b>(c) Deferred tax:</b>		
Deferred tax assets relate to the following:		
Provision for doubtful debts	194	-
Provision for obsolescence	31	-
Plant and equipment under lease	5	-
Accruals	139	-
Provisions – Annual and long service leave	496	-
Provisions – Other	1,405	-
Tax losses	<u>667</u>	<u>-</u>
	<u>2,937</u>	<u>-</u>
 <b>(d) Deferred tax assets not brought to account:</b>		
Tax losses not brought to account, the benefits of which will only be realised if the conditions for deductibility set out in the accounting policies note occur.	<u>-</u>	<u>5,365</u>

***Recognition of deferred tax assets***

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, to the extent that it is probable that taxable income will be available against which the deductible temporary differences and the carry forward unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

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**8. EARNINGS/(LOSS) PER SHARE**

The following reflects the income and share data used in the total operations basic and diluted earnings/(loss) per share computations:

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
Net profit attributable to equity holders from continuing operations	6,160	3,673
Net profit/(loss) attributable to discontinued operations	<u>(3,675)</u>	<u>(4,521)</u>
Net profit/(loss) for the year	<u><u>2,485</u></u>	<u><u>(848)</u></u>
	<b>2013</b>	<b>2012</b>
	<b>No.</b>	<b>No.</b>
Weighted average number of preference shares for basic earnings/(loss) per share	11,560,410	11,560,428
Effect of dilution:		
Share options	<u>-</u>	<u>-</u>
Adjusted weighted average number of preference shares for diluted earnings/(loss) per share	<u><u>11,560,410</u></u>	<u><u>11,560,428</u></u>

There have been no other significant transactions involving preference shares since the reporting date and before the completion of these financial statements.

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**9. DISCONTINUED OPERATIONS**

The remaining corporate owned stores trading results through to divestment, closure or reporting date all contribute to the results of the discontinued operations as included in the consolidated financial statements. During the year the divestment program continued to progress with the last of the corporate owned stores being sold and the alternative use strategies for the two remaining lease sites being further developed.

The results of the discontinued operation for the year are presented below which are before elimination adjustments with the parent entity:

	<b>Note</b>	<b>2013 \$'000</b>	<b>2012 \$'000</b>
<b>(i) Financial performance information</b>			
Sales Revenue		211	5,139
Gains on disposal	(iv)	28	184
Other income		-	33
Total Revenue		<u>239</u>	<u>5,356</u>
Expenses			
Expected closure costs from divestment program		(3,211)	(2,876)
Doubtful debts written back		(575)	-
Operating expenses		<u>(128)</u>	<u>(7,001)</u>
Expenses		(3,914)	(9,877)
Income tax expense		-	-
<i>Loss from discontinued operations</i>		<u>(3,675)</u>	<u>(4,521)</u>
<b>(ii) Cash flow information</b>			
Net cash used in operating activities		(3,472)	(5,517)
Net cash provided by investing activities		28	184
Net cash provided by financing activities		<u>3,258</u>	<u>5,389</u>
<i>Net cash flow</i>		<u>(186)</u>	<u>56</u>

Net cash provided by financing activities in the current financial year \$3,258,000 (2012: \$5,398,000) relates to cash received from the parent entity to fund the divestment program.

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**9. DISCONTINUED OPERATIONS (CONT'D)**

	<b>2013</b> <b>\$'000</b>	<b>2012</b> <b>\$'000</b>
<b>(iii) Carrying amount of assets and liabilities</b>		
<i>Assets</i>		
Cash	9	195
Receivables	-	26
<i>Assets directly associated with discontinued operations</i>	<u>9</u>	<u>221</u>
<i>Liabilities</i>		
Payables and accruals – external	(3,488)	(3,209)
Payables – parent entity	(19,866)	(16,607)
Provisions	-	(75)
<i>Liabilities directly associated with discontinued operations</i>	<u>(23,354)</u>	<u>(19,891)</u>
<i>Net liabilities attributable to discontinued operations</i>	<u><u>(23,345)</u></u>	<u><u>(19,670)</u></u>
 <b>(iv) Details of discontinued operations disposed</b>		
Consideration received or receivable	<u>28</u>	<u>184</u>
Gain on disposal of discontinued operations before tax	28	184
Income tax expense	-	-
Profit from disposal of discontinued operations	<u><u>28</u></u>	<u><u>184</u></u>

A corporate owned store was sold on 24 September 2012 for a total consideration of \$1 plus employee entitlements, realising a profit of \$28,000.

During the year ended 30 June 2012, the assets at two former corporate owned supermarkets were sold for a total consideration of \$184,000, as the assets were fully impaired the sale of the assets realised a profit of \$184,000.

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**10. CASH AND CASH EQUIVALENTS**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
Cash on hand	1	68
Cash at bank	653	1,797
	<u>654</u>	<u>1,865</u>

**11. TRADE AND OTHER RECEIVABLES**

<i>Current</i>		
Trade & member receivables	11,591	13,833
Provision for impairment	(246)	(1,102)
	<u>11,345</u>	<u>12,731</u>
 Sundry debtors and accrued income	 2,315	 2,066
Provision for impairment	(400)	(420)
	<u>1,915</u>	<u>1,646</u>
	<u>13,260</u>	<u>14,377</u>

**Provision for impairment:**

Trade receivables are non interest bearing with 30 day terms. An impairment loss is recognised when there is objective evidence that an individual trade receivable is impaired. The impairment losses have been included within the administrative expenses in the Consolidated Income Statement. Amounts outstanding beyond the normal 30 day trading terms which have not been provided for at 30 June 2013 or 2012 are not considered impaired by management based on the trading history with the debtor. All trade receivables that are not impaired are expected to be received within trading terms.

Movements in the provision for impairment were:

Opening balance at 1 July 2012	1,522	772
Charge for the year	(876)	750
Closing balance at 30 June 2013	<u>646</u>	<u>1,522</u>

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**11. TRADE AND OTHER RECEIVABLES (CONT'D)**

**a) Trade Receivables**

Trade receivables ageing analysis

	<b>Gross 2013 \$'000</b>	<b>Impairment 2013 \$'000</b>	<b>Gross 2012 \$'000</b>	<b>Impairment 2012 \$'000</b>
Not past due	6,007	-	6,887	24
Past due 0-30 days	2,200	-	2,329	77
Past due 31-90 days	541	-	646	32
Past due more than 91 days	20	136	668	605
	<u>8,768</u>	<u>136</u>	<u>10,530</u>	<u>738</u>

**b) Member Receivables**

Member receivables ageing analysis

Not past due	413	44	550	54
Past due 0-14 days	1,080	-	1,355	81
Past due 14-21 days	1,404	-	1,253	84
Past due more than 21 days	(74)	66	145	145
	<u>2,823</u>	<u>110</u>	<u>3,303</u>	<u>364</u>

<b>Trade and member receivables</b>	<b><u>11,591</u></b>	<b><u>246</u></b>	<b><u>13,833</u></b>	<b><u>1,102</u></b>
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**12. NON-CURRENT ASSETS HELD FOR SALE**

	<b>2013 \$'000</b>	<b>2012 \$'000</b>
Property, plant & equipment	-	69
Intangibles	-	17
	<u>-</u>	<u>86</u>
Accumulated impairment	-	(86)
	<u>-</u>	<u>-</u>

**13. OTHER ASSETS**

*Current*

Security Deposit	1	1
Prepayments	23	69
	<u>24</u>	<u>70</u>

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**14. PROPERTY, PLANT & EQUIPMENT**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Leasehold improvements</b>		
At cost	1,073	1,073
Less accumulated depreciation	<u>(954)</u>	<u>(926)</u>
	119	147
<b>Plant and equipment</b>		
<b>Leased assets</b>		
At costs	611	611
Less accumulated depreciation	<u>(306)</u>	<u>(102)</u>
	305	509
<b>Plant and equipment</b>		
At cost	188	184
Less accumulated depreciation	<u>(166)</u>	<u>(148)</u>
	22	36
<b>Computer equipment</b>		
At cost	1,510	1,463
Less accumulated depreciation	<u>(1,349)</u>	<u>(1,206)</u>
	161	257
<b>Furniture, fixtures and fittings</b>		
At cost	111	112
Less accumulated depreciation	<u>(56)</u>	<u>(50)</u>
	55	62
<b>Total plant and equipment</b>	<u>543</u>	<u>864</u>
<b>Total property, plant and equipment</b>	<u>662</u>	<u>1,011</u>

**(a) Movement in Carrying Amounts**

	<b>Leasehold Improve- ments</b>	<b>Property, Plant and Equipment</b>	<b>Computer equipment</b>	<b>Leased assets</b>	<b>Furniture fixtures and fittings</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Carrying amount as at 1 July 2011	260	71	327	-	66	724
Additions	-	-	77	611	3	691
Depreciation charge for the year	<u>(113)</u>	<u>(35)</u>	<u>(147)</u>	<u>(102)</u>	<u>(7)</u>	<u>(404)</u>
Carrying amount as at 30 June 2012	147	36	257	509	62	1,011
Additions	-	4	46	-	1	51
Disposals					(1)	(1)
Depreciation charge for the year	<u>(28)</u>	<u>(18)</u>	<u>(142)</u>	<u>(204)</u>	<u>(7)</u>	<u>(399)</u>
Carrying amount at 30 June 2013	<u>119</u>	<u>22</u>	<u>161</u>	<u>305</u>	<u>55</u>	<u>662</u>

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**15. TRADE AND OTHER PAYABLES**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Current</i>		
Trade payables	10,301	12,432
Divestment closure costs payable	3,487	2,706
Sundry payables and accrued expenses	4,953	5,975
	<u>18,741</u>	<u>21,113</u>

**16. BORROWINGS**

*Current*

**Secured**

Equipment loan	-	13
Finance lease liability	210	196
	<u>210</u>	<u>209</u>

*Non-Current*

**Secured**

Finance lease liability	111	322
	<u>321</u>	<u>531</u>

**(a) Items pledged as security:**

*(i) National Australia Bank*

Guarantee & Indemnity for \$373,000 (2012: \$373,000) given by AURL and lease purchase agreements. Operating lease commitments are disclosed in Note 24(b).

**17. PROVISIONS**

*Current*

Employee benefits	2,639	2,338
	<u>2,639</u>	<u>2,338</u>

*Non-current*

Employee benefits	211	201
	<u>211</u>	<u>201</u>

<b>Aggregate employee benefits liability</b>	<u>2,850</u>	<u>2,539</u>
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**18. ISSUED AND PAID UP CAPITAL**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
11,560,412 (2012 : 11,560,407) Class A redeemable preference shares		
<b>20(a)</b>	10,119	10,119
	<u>10,119</u>	<u>10,119</u>

**(a) Movement in shares on issue**

	<b>Parent Equity 2013</b>		<b>Parent Equity 2012</b>	
	<b>No of Shares</b>	<b>\$'000</b>	<b>No of Shares</b>	<b>\$'000</b>
At the beginning of the reporting period	11,560,407	10,119	11,560,449	10,119
Shares issued during the year	93	-	68	-
Shares bought back during the year	(88)	-	(110)	-
At reporting date	<u>11,560,412</u>	<u>10,119</u>	<u>11,560,407</u>	<u>10,119</u>

**(b) Rights of each type of share**

Only Class 'A' redeemable preference shares carry the right to vote at meetings of shareholders. The holder shall have one vote for each share held when a poll is called.

On a winding up of the Company, the holder shall be entitled to participate in any distribution of the assets of the Company and each share carry the right to participate in any dividend declared and paid by the Company to the holders of Class 'A' redeemable preference shares.

27 February 2007 was the last date on which the Company issued Class 'B' redeemable preference shares to 'bannered' members. As at 30 June 2013 173 Class 'B' preference shares are on issue (2012: 186). Holders of Class 'B' redeemable preference shares do not have the right to vote at meetings of shareholders but shall have the right to vote at a meeting of the holders of Class 'B' redeemable preference shares. Holders of Class 'B' preference shares do not have the right to any participation in surplus assets of the Company on winding up or upon a reduction of capital. Each Class 'B' redeemable preference share shall carry the right to participate in any dividend declared and paid by the Company to holders of Class 'B' redeemable preference shares but does not as of right have an entitlement to the same dividend as other shares in this class.

**(c) Capital management**

Management monitors the capital of the Consolidated Entity to ensure that the Consolidated Entity can fund its operations and continue as a going concern. Under the Second Amendment and Reinstatement Deed with CSA Retail (Finance) Pty Ltd if the Consolidated Entity was to engage in a capital raise before the end of June 2016 which exceeds \$6.4 million then the Transitional Funding Facility plus accrued interest would be reinstated to the Balance Sheet. Refer to Note 24(c) for further details regarding the potential for the Transitional Funding Facility to be reinstated.

**19. ACCUMULATED LOSSES**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
Accumulated losses at the beginning of the financial year	(16,979)	(16,131)
Profit/(loss) attributable to members of the entity	<u>2,485</u>	<u>(848)</u>
Accumulated losses at the end of the financial year	<u>(14,494)</u>	<u>(16,979)</u>

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**20. CASHFLOW INFORMATION**

**(a) Reconciliation of cash**

For the purposes of the statement of cash flows, cash includes cash on hand and at call deposits with banks or financial institutions, investments in money market instruments maturing within less than three months and net of bank overdrafts.

Cash at the end of the financial year as shown in the statements of cash flows is reconciled to the related items in the statement of financial position as follows:

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
Cash on hand	1	68
Cash at bank	653	1,797
	<u>654</u>	<u>1,865</u>

**(b) Reconciliation from the net profit/(loss) after tax to the net cash flows from operations**

Net profit/(loss) from ordinary activities after tax	<b>2,485</b>	<b>(848)</b>
<i>Adjustments for:</i>		
Depreciation and amortisation	399	404
Net profit on disposal of stores	(28)	(184)
<i>Changes in assets and liabilities:</i>		
Decrease in debtors	1,117	1,156
Decrease in inventories	-	607
Increase in deferred tax asset	(2,937)	-
Decrease in other assets	46	7
Decrease in trade and other payables	(2,372)	(2,824)
Increase in provisions	311	41
<b>Net cash from operating activities</b>	<u><u>(979)</u></u>	<u><u>(1,641)</u></u>

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**20. CASHFLOW INFORMATION (CONT'D)**

**(c) Credit: Standby Arrangements with banks**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
Credit Facility	5,498	5,742
Amount Utilised	(401)	(514)
Unused Credit Facility	<u>5,097</u>	<u>5,228</u>

The major facilities are summarised as follows:

**Guarantee Facility**

Nil : (2012: \$106,440) facility provided by CSA Retail (Finance) Pty Ltd

**Bank Guarantee Facility**

\$373,000 : (2012: \$373,000) facility provided by the National Australia Bank

**Business Card Facility**

\$125,000 : (2012: \$125,000) variable interest rate facility provided by the National Australia Bank

**Equipment Loan Facility**

Nil : (2012: \$12,796) fixed interest rate facility provided by the National Australia Bank

**Direct Payments Facility**

\$4,000,000 : (2012: \$4,000,000) variable interest rate facility provided by the National Australia Bank

**Bank Loan Facility**

\$1,000,000 : (2012: \$1,000,000) variable interest rate facility provided by the National Australia Bank which was undrawn at the balance date.

**21. AUDITORS REMUNERATION**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
Amounts received or due and receivable by Pitcher Partners for:		
- an audit or review of the financial report of the entity and any other entity in the Consolidated Entity	101	93
Other services in relation to the entity and any other entity in the Consolidated Entity		
- tax compliance	10	14
- other assurance services	6	6
	<u>117</u>	<u>113</u>

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**22. CONTROLLED ENTITIES**

**(a) Controlled entities**

	Country of Incorporation	Percentage Owned (%)	
		2013	2012
Parent Entity:			
Australian United Retailers Ltd	Australia		
Subsidiaries of Australian United Retailers Ltd:			
Australian United Grocers Pty Ltd	Australia	100	100
National Retailers Group Pty Ltd	Australia	100	100
Foodworks Retail Pty Ltd	Australia	100	100
FW Retail Holdings Pty Ltd	Australia	100	100
FW Viva 1 Pty Ltd	Australia	100	100
FW Viva 5 Pty Ltd	Australia	100	100
FW Viva 8 Pty Ltd	Australia	100	100
FW Viva 10 Pty Ltd	Australia	100	100
FW Viva 11 Pty Ltd	Australia	100	100
FW Viva 13 Pty Ltd	Australia	100	100
FW Viva 15 Pty Ltd	Australia	100	100
FW Viva 18 Pty Ltd	Australia	100	100

All entities have a balance date of 30 June 2013. All voting power is reflective of the ownership interest.

**23. FINANCIAL INSTRUMENTS**

**(a) Interest rate risk**

The Consolidated Entity's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is as follows:

Financial instruments	Interest bearing	Non- interest bearing	Total carrying amount	Weighted average effective interest rate	Fixed / variable rate
2013	\$'000	\$'000	\$'000	%	
<i>(i) Financial assets</i>					
Cash	653	1	654	2.09	Variable
Trade and other receivables	-	13,260	13,260	-	
Total financial assets	653	13,261	13,914		
<i>(ii) Financial liabilities</i>					
Trade and other creditors	-	18,741	18,741	-	
Finance lease	321	-	321	7.00	Fixed
Total financial liabilities	321	18,741	19,062		

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**23. FINANCIAL INSTRUMENTS (CONT'D)**

<b>Financial instruments</b>	<b>Interest bearing</b>	<b>Non-interest bearing</b>	<b>Total carrying amount</b>	<b>Weighted average effective interest rate</b>	<b>Fixed / variable rate</b>
<b>2012</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>%</b>	
<i>(i) Financial assets</i>					
Cash	1,797	68	1,865	2.83	Variable
Trade and other receivables	-	14,377	14,377	-	
<b>Total financial assets</b>	<b>1,797</b>	<b>14,445</b>	<b>16,242</b>		
<i>(ii) Financial liabilities</i>					
Trade and other creditors	-	21,113	21,113	-	
Finance lease	518	-	518	7.00	Fixed
Equipment loan	13	-	13	7.29	Fixed
<b>Total financial liabilities</b>	<b>531</b>	<b>21,113</b>	<b>21,644</b>		

**(b) Liquidity risk**

*Maturity analysis*

The table below represents the undiscounted contractual settlement terms for financial instruments and managements expectation for settlement of undiscounted maturities.

<b>Year ended 30 June 2013</b>	<b>Note</b>	<b>&lt; 6 Months</b>	<b>6 - 12 Months</b>	<b>1-5 Years</b>	<b>Total</b>
		<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Cash and cash receivables	10	654	-	-	654
Receivables	11	13,260	-	-	13,260
Payables	15	(16,436)	(1,344)	(961)	(18,741)
Borrowings	16	(103)	(107)	(111)	(321)
<b>Net outflow</b>		<b>(2,625)</b>	<b>(1,451)</b>	<b>(1,072)</b>	<b>(5,148)</b>
<b>Year ended 30 June 2012</b>	<b>Notes</b>	<b>&lt; 6 Months</b>	<b>6 - 12 Months</b>	<b>1-5 Years</b>	<b>Total</b>
		<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Cash and cash receivables	10	1,865	-	-	1,865
Receivables	11	14,377	-	-	14,377
Payables	15	(19,985)	(1,128)	-	(21,113)
Borrowings	16	(109)	(100)	(322)	(531)
<b>Net outflow</b>		<b>(3,852)</b>	<b>(1,228)</b>	<b>(322)</b>	<b>(5,402)</b>

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**23. FINANCIAL INSTRUMENTS (CONT'D)**

**(c) Credit risk**

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount of those assets, net of any provisions for doubtful debts, as disclosed in the statement of financial position and notes to the financial statements.

**(d) Net fair values**

The net fair value of financial assets and financial liabilities approximates their carrying values as disclosed in the statement of financial position and notes to the financial statements.

**24. COMMITMENTS AND CONTINGENT LIABILITIES**

	Note	2013 \$'000	2012 \$'000
<b>(a) Equipment loan / Finance leases</b>			
Payable			
- not later than one year		239	239
- later than one year and not later than five years		111	339
- later than five years		-	-
Minimum payments		350	578
Less future finance charges		(29)	(47)
Total liability		321	531
Represented by:			
Current liability	16	210	209
Non-current liability	16	111	322
		321	531

**(b) Operating lease commitments**

The future minimum lease payments under non-cancellable operating leases are:

Payable			
- not later than one year		2,326	2,764
- later than one year and not later than five years		7,301	8,666
- not later than 5 years		5,337	7,409
		14,964	18,839

The Consolidated Entity has non-cancellable property leases with terms ranging from one year to twelve years, and rent payable one month in advance. Contingent rental provisions have been calculated based on annual rental increases of between 3.25% and 4.00%.

Non-property operating leases have an average lease term of 3 years. Assets that are the subject of operating leases include motor vehicles and items of small machinery and office equipment.

Included in closure costs accrual (Note 15) at 30 June 2013 is \$1,771,000 of non-cancellable operating leases (2012: \$1,776,000).

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**24. COMMITMENTS AND CONTINGENT LIABILITIES (CONT'D)**

**(c) Reinstatement of Transitional Funding Facility**

The Second Amendment and Restatement Deed with CSA Retail (Finance) Pty Ltd includes the following conditions which if triggered will result in the re-instatement of the Transitional Funding Facility Reinstatement Amount which equates to \$7.1million plus interest accruing on the facility up to the date that the triggering event occurs.

The trigger events are:

- (i) If before the end of June 2021, a change in control of the Parent Entity occurs, or
- (ii) If before the end of June 2016, a capital raise which exceeds \$6.4 million occurs.

**(d) Guarantees**

Australian United Retailers Limited agreed to act as guarantor for the lease obligations of one of the former corporate owned stores.

This guarantee means that Australian United Retailers Limited may become responsible for the lease obligations of the new owner in the event of default. The guarantee relates to the period of the current lease which expires in 2024. The maximum amount payable under any such guarantee is \$4 million.

Australian United Retailers Limited has a guarantee from one of the Directors of the new owner as to the performance of the new owner.

**25. RELATED PARTY TRANSACTIONS**

**(a) Loans to and from directors and director related entities**

There were no loans to and from Directors and director related entities at 30 June 2013 (2012: \$nil).

**(b) Other transactions with directors and director related entities**

Directors or director related entities that hold Australian United Retailers Ltd shares as store members enter into transactions with the Company and may have outstanding balances at year end. The Directors involved are:

Deborah Smith	Malcolm Ward
Fred Fairthorne	Alan Burge
Sien Van Nguyen	David Williamson
John Florey (resigned 30 August 2013)	Paul Job
Jack Scanlan (retired 27 November 2012)	

These transactions are on the same commercial terms and conditions as transactions with other members. The aggregate amounts of store membership fees received or receivable and included in the result for the year are \$65,181 (2012: \$42,042). The aggregate amount of rebates paid or payable and included in the result for the year is \$4,528,601 (2012: \$4,232,685).

Rebates for Malcolm Ward and Fred Fairthorne are paid via Supermarkets West during the financial year \$3,072,478 (2012:\$3,080,221) were paid or payable to Supermarkets West. Of this a portion was paid to the directors in line with the same commercial terms and conditions as transactions with other members.

John Florey is the CEO of the GBD Group. Rebates paid or payable to the GBD Group during the financial year were \$1,979,207 (2012:\$1,819,041) to the GBD Group. These transactions are on the same commercial terms and conditions as transactions with other members.

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**25. RELATED PARTY TRANSACTIONS (CONT'D)**

**(c) Directors' Shareholdings**

Aggregate number of shares disposed during the year :

Jack Scanlan 240,000 shares (2012: Nil shares)

Aggregate number of shares held at the date of this report:

*"A" Class redeemable non-cumulative preference shares:*

Allan Burge	162,002 shares	(2012: 162,002 shares)
Fred Fairthorne	1,072,002 shares	(2012: 850,003 shares)
Deborah Smith	155,793 shares	(2012: 155,793 shares)
Jack Scanlan	Nil shares	(2012: 240,000 shares)
Malcolm Ward	1,378,464 shares	(2012: 620,214 shares)
David Williamson	72,003 shares	(2012: 72,003 shares)
Sien Van Nguyen	168,003 shares	(2012: 3 shares)
Paul Job	18,002 shares	(2012: 18,002 shares)

Superate Pty Ltd is an entity which controls a trust that owns two FoodWorks stores. Entities associated with Jack Scanlan (retired director as at 27 November 2012) own units in the relevant trust. The entity Superate Pty Ltd held 2 Class A shares at 30 June 2013 (2012: 426,002 shares)

John Florey is the CEO of the GBD group who is the majority equity partner in 12 independent supermarkets under the FoodWorks banner. These 12 stores currently hold 12 A Class Redeemable preference shares in AURL Ltd.

**(d) Transactions with entities in the Consolidated Entity**

During the current and prior reporting periods support services and funding was provided to FoodWorks Retail. The support services were provided on terms identical to other members, whilst the funding was a non interest bearing loan.

**26. DIRECTORS' AND KEY MANAGEMENT PERSONNEL COMPENSATION**

**(a) Details of Directors and Key Management Personnel**

(i) The names of Directors who have held office during the financial year are:

John Bridgfoot	Deborah Smith
Allan Burge	Jack Scanlan – retired 27 November 2012
Fred Fairthorne	Malcolm Ward
Paul Job - appointed 27 November 2012	David Williamson
Neil Osborne	Sien Van Nguyen
John Florey – appointed 27 November 2012 and resigned on 30 August 2013	

(ii) The Key Management Personnel of the Consolidated Entity during the financial year are:

Rick Wight	Midhat Massoud
Tony Pacella	Theo Stratopoulos
Stephanie Holmes – ceased 2 July 2012	



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**26. DIRECTORS' AND KEY MANAGEMENT PERSONNEL COMPENSATION (CONT'D)**

**(b) Remuneration of Key Management Personnel**

Refer to the Directors' report for disclosure on the remuneration policies and remuneration for Directors and Key Management Personnel.

Remuneration disclosures are provided on pages 13 - 17 of the Directors' Report.

*Grants of performance-related bonuses*

Key Management Personnel have received performance related bonuses, related to the 2012 financial year, during the period totalling \$138,051 (2012: \$194,400). Refer to the Directors Report for disclosure on the remuneration policies including performance-related bonuses for Directors and Key Management Personnel.

The criteria used to determine the amount of compensation is based on the principles and processes described in the Directors report.

**(c) Compensation by category of Directors and Key Management Personnel**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
Short-term employee benefits	1,920	2,449
Post-employment benefits	138	229
Termination benefits	-	255
	<u>2,058</u>	<u>2,933</u>

**(d) Employment Contracts and Service Agreements**

Refer to the Directors' Report for details of employment contracts and service agreements.

**27. SUBSEQUENT EVENTS**

There has been no matter or circumstances, which has arisen since 30 June 2013 that has significantly affected or may significantly affect:

- (a) the operations, in financial years subsequent to 30 June 2013, of the Consolidated Entity, or
- (b) the results of those operations, or
- (c) the state of affairs, in the years subsequent to 30 June 2013, of the Consolidated Entity.

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**28. PARENT ENTITY INFORMATION**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>(a) Summarised statement of financial position</b>		
<b>Assets</b>		
Current assets	13,929	16,217
Non-current assets	<u>3,599</u>	<u>1,011</u>
<b>Total Assets</b>	<u><u>17,528</u></u>	<u><u>17,228</u></u>
<b>Liabilities</b>		
Current liabilities	18,099	20,501
Non-current liabilities	<u>322</u>	<u>522</u>
<b>Total Liabilities</b>	<u><u>18,421</u></u>	<u><u>21,023</u></u>
<b>Net deficiency</b>	<u><u>(893)</u></u>	<u><u>(3,795)</u></u>
<b>Equity</b>		
Contributed capital	10,119	10,119
Accumulated losses	<u>(11,012)</u>	<u>( 13,914)</u>
<b>Total equity</b>	<u><u>(893)</u></u>	<u><u>(3,795)</u></u>
<b>(b) Summarised statement of comprehensive income/(loss)</b>		
Profit/(loss) for the year	<u>2,902</u>	<u>(1,622)</u>
<b>Total comprehensive income/(loss) for the year</b>	<u><u>2,902</u></u>	<u><u>(1,622)</u></u>

The profit/(loss) for the parent entity includes a loan impairment of \$3,258,000 (2012: \$5,296,000).

**(c) Parent entity guarantees**

The parent entity has provided the guarantees outlined in Note 24(d).

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**28. PARENT ENTITY INFORMATION (CONT'D)**

**(d) Parent entity contingent liabilities**

The parent entity has a contingent liability relating to the Second Amendment and Restatement Deed with CSA Retail (Finance) Pty Ltd as disclosed in Note 24(c).

**(d) Parent entity commitments**

	<b>2013</b>	<b>2012</b>
	<b>\$'000</b>	<b>\$'000</b>
The parent entity has the equipment loan and finance lease obligations as outlined in Note 24(a).		
The future minimum lease payments under the non-cancellable operating leases are:		
Payable		
- not later than one year	1,057	1,006
- later than one year and not later than five years	2,458	2,816
- later than five years	1,065	1,653
	<u>4,580</u>	<u>5,475</u>

**AUSTRALIAN UNITED RETAILERS LTD  
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**DIRECTORS DECLARATION**

The directors declare that the financial statements and notes set out on pages 29 to 66 are in accordance with the *Corporations Act 2001*:

- (a) Comply with Accounting Standards and the *Corporations Regulations 2001*, and other mandatory professional reporting requirements; and
- (b) As stated in Note 1, the financial statements also comply with *International Financial Reporting Standards*; and
- (c) Give a true and fair view of the financial position of the Consolidated Entity as at 30 June 2013 and of their performance for the year ended on that date.

In the directors' opinion, having regard to those matters discussed in Note 1(c) in relation to the going concern basis on which the accounts are prepared, there are reasonable grounds to believe that Australian United Retailers Ltd will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declarations required to be made by the Chief Executive Officer and Chief Financial Officer to the directors in accordance with sections 295A of the *Corporations Act 2001* for the financial period ending 30 June 2013.

Signed in accordance with a resolution of the Board of Directors:



Director

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J Bridgfoot

Dated this 13th day of September 2013

**AUSTRALIAN UNITED RETAILERS LTD  
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**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
AUSTRALIAN UNITED RETAILERS LTD**

We have audited the accompanying financial report of Australian United Retailers Ltd and controlled entities, which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

*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 and the *Corporations Act 2001*, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and 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 about 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 in the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

*Independence*

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

**AUSTRALIAN UNITED RETAILERS LTD  
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AND CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
AUSTRALIAN UNITED RETAILERS LTD**

*Opinion*

In our opinion:

- (a) the financial report of Australian United Retailers Ltd 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 30 June 2013 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the consolidated financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

*Emphasis of Matter*

Without modifying our opinion, we draw attention to Note 1(c) Going Concern in the financial report, which indicates should the Consolidated Entity not achieve profitable trading and positive cash flows from the continuing operations, or the bank withdraw the loan facility, the Consolidated Entity, may in the future not be able to pay its debts as and when they fall due and may therefore be required to realise assets and extinguish liabilities other than in the ordinary course of business with the amount realised being different from those shown in the financial report.

*Report on the Remuneration Report*

We have audited the Remuneration Report included in pages 13 to 17 of the directors' report for the year ended 30 June 2013. 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.

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**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
AUSTRALIAN UNITED RETAILERS LTD**

*Opinion*

In our opinion, the Remuneration Report of Australian United Retailers Ltd and controlled entities for the year ended 30 June 2013 complies with section 300A of the *Corporations Act 2001*.



N R BULL  
Partner

13 September 2013



PITCHER PARTNERS  
Melbourne

**AUSTRALIAN UNITED RETAILERS LTD**  
**ABN 93 077 879 782**  
**AND CONTROLLED ENTITIES**

**SHAREHOLDER INFORMATION**

**Class A Redeemable Preference Shares.** One Class A redeemable preference share is issued and allotted to each approved storeowner in respect of each approved store they operate and control. Other than in certain prescribed circumstances, Class A redeemable preference shares are the only shares that carry voting rights at general meetings of the Company, with each eligible member or its related party having one vote per share. On 15 June 2009, pursuant to the prospectus dated 2 April 2007, all fully paid Class C redeemable preference shares converted to Class A redeemable preference shares on a 1:1 basis. There were 11,560,412 Class A redeemable preference shares issued at 30 June 2013.

**Class B Redeemable Preference Shares.** Until February 2007, one Class B redeemable preference share was issued and allotted to each branded storeowner who signed a banner agreement in respect of each branded store they operate and control. These shares have no voting rights at general meetings of the Company. There were 173 Class B redeemable preference shares issued at 30 June 2013. There are no substantial shareholders of Class B redeemable preference shares.

Fully paid Class A redeemable preference shares are listed on the exchange operated by the National Stock Exchange of Australia.

**Top 10 holders of fully paid Class A redeemable preference shares as at 30 June 2013**

	<b>No of shares</b>	<b>%</b>
MR JEFFREY NEVILLE HALL	866,000	7.5%
MR PAUL DAMIAN REILLY	865,000	7.5%
DREYFUS PTY LTD	823,250	7.1%
MR MALCOLM GEOFFREY WARD	704,250	6.1%
DALEWING PTY LTD	652,001	5.6%
MR GARRY RAYMOND ROBERSON	609,800	5.3%
OAKMEADOW PTY LTD	502,000	4.3%
BACCHUS MARSH MEGA FRESH PTY LTD	374,000	3.2%
MELLWAY HOLDINGS PTY LTD	300,001	2.6%
GIANT FRESH PTY LTD	180,000	1.6%
		50.8%