

Tyrian Diagnostics Limited

Annual Report 2013

Tyrian Diagnostics Limited
ACN 080 277 998
ABN 56 080 277 998

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Sydney NSW Australia 2000

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Company Particulars

Directors

Roger Amos FCA MAICD
Non-Executive Chairman

Caroline Popper MD MPH
Non-Executive Director

Marilyn Sleigh FTSE FAICD B.Sc (Hons) PhD, Dip Corp Man
Non-Executive Director

Company Secretary

Andrew Blunden FCA MAICD
Company Secretary

Notice of Annual General Meeting of Tyrian Diagnostics Limited

Location: Taylor Collison Limited, Level 10, 167 Macquarie Street, Sydney, New South Wales
Date: Wednesday, 30 October 2013
Time: 12:00pm

Principal Registered Office in Australia

Level 10, 167 Macquarie Street
Sydney NSW 2000
Ph: +61 2 9889 1830

Share Registry

Link Market Services Limited
Level 12
680 George Street
Sydney
NSW 2000
Ph: +61 2 8280 7111

Stock Exchange Listing

Tyrian Diagnostics Limited ordinary shares are listed on the Australian Stock Exchange (Code: TDX). Options are also listed on the Australian Stock Exchange (Code: TDXO)

Independent Auditor

PricewaterhouseCoopers
Darling Park Tower 2
201 Sussex Street
Sydney
NSW 2000

Patent and Trademark Attorneys

FB Rice & Co
Level 23
44 Market Street
Sydney
NSW 2000

Lawyers

Australia
Norton Rose
Level 18, Grosvenor Place
225 George Street
Sydney
NSW 2000

Bankers

Commonwealth Bank of Australia
Corporate Financial Services
Level 3, Tower B, Citadel Towers
799 Pacific Highway
Chatswood
NSW 2067

Letter from the Chairman

Dear Shareholder,

During 2013, the Directors of Tyrian Diagnostics Limited continued negotiations for the licencing and/or sale of its remaining core intellectual property assets and reviewing strategic options for the company, whilst maintaining the company's reduced operating cost base.

In October 2012 the Company entered an agreement with Agenix Limited to licence to it certain of Tyrian's diagnostic technology for application in the development of medical diagnostics. Under this agreement, Tyrian receives instalments of Agenix shares or cash through to June 2014. Until 30 June 2013, the company received consideration of \$95,591 from the sale of these shares and, based on their market value, also owned shares valued at \$39,338 at balance date. These shares were sold subsequent to balance date. Due to certain criteria not being met, proceeds from this agreement are treated as deferred revenue in this Annual Report. These criteria were met in August 2013 and the deferred revenue has been subsequently reclassified as income.

Tyrian continues in its efforts to licence its TB intellectual property for a rapid protein test to companies developing new point-of-care diagnostic platforms. Tyrian has, in the past, reported licensing of its intellectual property around molecular testing for active tuberculosis to Speedx Pty Ltd. Tyrian previously agreed to transfer intellectual property related to protein-based TB testing to Agenix Limited as part of its diagnostic technology licence agreement. It is intended that the distribution agreement with NeoClone LLC to enable manufacture and distribution of Tyrian's antibodies to parties interested in conducting research using these antibodies will be novated to Agenix Limited as part of this transfer, which will be completed early in FY2014.

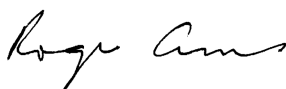
During the previous financial year the Company and Bayer executed a settlement agreement under which all existing agreements between the two companies were terminated. In June 2012, the Company received a cash settlement of \$US 325,000 under this agreement and granted Bayer a non-exclusive licence to its DiagnostIQ test platform for marketing of the Read-Rite™ product. No royalties have been received by Tyrian under this licence and, in August 2013, Bayer has advised that it will be terminating this remaining licence agreement effective 1 September 2014.

Under the Company's cost reduction plan, the lease at North Ryde expired in December 2012 and all rent and make-good obligations were settled. As the accounts for the year show, the Company now has very limited expenditure, partly or wholly offset by its income from licensing activities, and retains a strong cash balance.

Since its restructure was completed, the Company has been engaged in exploring a range of strategic options in order to maximise value for shareholders in the future. The Company's position as an ASX listed entity with cash reserves as noted above, and no debt, means that it is well placed to move forward once an appropriate opportunity is identified. In the aftermath of the global financial crisis, very few such opportunities were available. With the more recent upturn in the market, corporate activity in areas of interest to Tyrian has been increasing, raising our confidence in concluding an arrangement of value to shareholders in the next period. Tyrian continues to engage TC Corporate Pty Limited as advisers to work with the Board on this process.

The Board is thankful for the ongoing support of shareholders and will keep you informed of any further material developments.

Yours sincerely,



Roger Amos
Chairman

Directors' Report

The Directors of Tyrian Diagnostics Limited (the "Company") present their report on the Company and the consolidated entity, being the Company and its controlled entities, for the year ending 30 June 2013 ("2013").

The following persons were directors of the Company during the whole of the financial year and until the date of this report:

Roger Amos
Caroline Popper
Merilyn Sleigh

Directors and Company Secretary

ROGER AMOS FCA FAICD

(Independent Non-Executive Chairman)

Roger was appointed to the Board in June 2007 and became Chairman six months later. Roger is an independent director of REA Group Limited, Enero Group Limited (formerly Photon Group Limited) and, until May 2012, Austar United Communications Limited. He is also Chairman of Opera Foundation Australia and a Governor of the Cerebral Palsy Alliance Research Foundation. He previously had a long and distinguished career with the international accounting firm KPMG, retiring in June 2006 after 25 years as a partner.

MERILYN SLEIGH FAICD PhD Dip Corp Man

(Independent Non-Executive Director)

Merilyn Sleigh was appointed to the Board in November 2008, chairs the Audit Committee, and is a member of the Remuneration Committee. Merilyn initially had a successful career as a scientific researcher and research manager with CSIRO. Since that time she has gained extensive experience in all aspects of the development of a successful biotechnology company. She was previously Research Director for Peptech Ltd and from 2001 to 2007 was CEO and managing director of EvoGenix Ltd. EvoGenix, initially a venture capital-backed start-up company, listed on the ASX in 2005 and in 2007 was sold to a larger company to form Arana Therapeutics. Current non-executive directorships are held with AdAlta Pty Ltd, Clover Corporation Ltd, the Rural Industries Research and Development Council and Relationships Australia (NSW). Merilyn acts as an advisor on science commercialisation with the Garvan Institute for Medical Research in Sydney.

CAROLINE POPPER MD MPH

(Independent Non-Executive Director)

Dr Caroline Popper, a US-based specialist bioscience executive, was appointed to the board in December 2007. Caroline, the president and co-founder of Popper and Company, has 16 years of hands-on biotech/life sciences operating experience. An internist and pathologist, she combines this perspective with that gained from managing a wide spectrum of life sciences businesses in diagnostics, devices and drug discovery. Her business management experience in both Fortune 500 and start-up settings and extensive track record creating strategic and business partnerships in the biotech arena is the key to the perspective she provides to her clients. In a 10-year career at Becton Dickinson (NYSE: BDX), Caroline's global responsibilities included clinical affairs, marketing, strategy, and business development. She was the founding General Manager of BDGene; a start-up focused, with its partner Millennium Pharmaceuticals, on development of novel cancer diagnostics. From 2000 to 2002, she was the Chief Business Officer for MDS Proteomics, a drug discovery company with operations in the US, Canada and Europe.

ANDREW BLUNDEN FCA MAICD

(Company Secretary, Chief Financial Officer)

Andrew is a Fellow of the Institute of Chartered Accountants in Australia. He has over 22 years' experience as Chief Financial Officer, Company Secretary and Director with both publicly listed and privately owned organisations. He has held executive positions with such companies as Sonic Healthcare Ltd, Computershare Ltd, LAN Systems Pty Ltd and Serco Australia Ltd. He is the founding director of the not-for-profit business association, Pittwater Business Limited and, through his company, Part Time Professionals Pty Ltd, assists companies source contracted company secretarial and CFO services throughout Australia.

Board and committee meetings

	Board		Audit		Remuneration & Nomination	
	Eligible to Attend	Attended	Eligible to Attend	Attended	Eligible to Attend	Attended
Roger Amos	9	9	3	3	-	-
Caroline Popper	9	5	-	-	-	-
Marilyn Sleigh	9	9	3	3	-	-

Directors' interests in the shares, options and performance rights of the company

At the date of this Report, directors' interests, including their personally related entities, in shares, options and performance rights of Tyrian Diagnostics Limited are as follows:

Director	Ordinary Shares	Options	Performance Rights
Roger Amos	8,166,086	38,000	-
Caroline Popper	-	-	-
Marilyn Sleigh	600,000	60,000	-

Shareholdings of directors and specified executives include those that have been disclosed under representation made to them by personally related entities. The directors and specified executives have relied upon the representations made as they have no control or influence over the financial affairs of the personally related entities to substantiate the holdings declared. When a personally related entity declines to provide shareholding details, the shareholding of that personally related entity is assumed to be nil, unless the company is aware of information indicating otherwise.

Principal activities

The principal continuing activities of the consolidated entity consist of:

- a) Business development activities related to the commercialisation of the company's TB intellectual property including engaging with suitable potential partners to licence the company's patented molecular TB biomarker for development and commercialisation of tests to diagnose active TB and for the manufacture and distribution of the TB protein antibodies for research purposes;
- b) Seeking and engaging with potential partners to further develop the company's proprietary DiagnostIQ platform for diagnostic testing;
- c) Implementation of a corporate restructure to achieve immediate reduction of operating costs and ongoing review of company's strategic options. During the year the company has been actively involved in assessing a number of opportunities to maximise the value of the company's assets for the benefit of shareholders.

Review of operations

Consolidated results

Revenue from continuing operations and other income generated by the Group for the year ended 30 June 2013 was \$295,361 (2012: \$919,735). The net loss after tax attributable to equity holders of the Parent entity for the year ended 30 June 2013 was \$132,360 (2012: \$1,865,210).

Loss per share

	2013 cents	2012 cents
For loss attributable to ordinary equity holders of the Company		
Basic loss per share	(0.0)	(0.2)
Diluted loss per share	(0.0)	(0.2)
For loss from continuing operations attributable to ordinary equity holders of the Company		
Basic loss per share	(0.0)	(0.2)
Diluted loss per share	(0.0)	(0.2)

Dividends – Tyrian Diagnostics Limited

No dividends were paid or provided for during the financial year and no dividend is recommended in respect of the year.

Cash used in operations

Net cash outflows from operating activities for the financial year decreased significantly to \$157,090 (2012: \$2,171,612). The Group's continued focus on limiting activities to technology commercialisation opportunities and reducing the fixed cost base (including termination of all staff, vacating premises and transferring some patent costs to licencing partners) has helped to further reduce operating cash outflows from 2012 levels.

Operations review

Commercialising the TB Intellectual Property

Tyrian continues its efforts to licence its TB intellectual property for a rapid protein diagnostic test to companies developing new point-of-care diagnostic platforms with higher sensitivity of detection than current technologies. In the year, Tyrian agreed with Agenix Ltd to transfer this intellectual property to Agenix as part of a licence agreement on Tyrian's proprietary DiagnostIQ technology. Tyrian has previously licenced its technology for molecular testing for active TB to SpeedX Pty Ltd.

Commercialising Tyrian's DiagnostIQ Technology

During 2012, Tyrian engaged with advisors to seek licensees for the company's proprietary DiagnostIQ technology for rapid and simple diagnostic testing. As a result of these efforts, agreement was reached with Australian diagnostic company Agenix Limited for a licence to the use of DiagnostIQ for medical applications. Terms for the licence require payment to Tyrian of Agenix shares, valued at a total of \$500,000 at time of issue. Shares are to be issued to Tyrian in instalments up to June 2014.

The licensing contract takes effect upon the meeting of certain criteria by Agenix Limited, which as at 30 June 2013, had not yet been satisfied. As such, monies received by Tyrian at 30 June 2013 have been treated as deferred revenue (refer Note 13 in the Financial Statements). In July 2013, these criteria were met and the deferred revenue transferred to revenue.

Corporate Restructure

The company vacated its premises at North Ryde in November 2011 but continued to pay rent and outgoings in respect of these premises until the expiry of the lease on 31 December 2012. The company recognised a provision for future lease costs (including rent, outgoings and make-good requirements) during this period. This is described in Note 6 to the consolidated financial statements.

The company has now settled all outstanding rent and make-good obligations and a security deposit of \$156,005 was released for the company's use.

Significant changes in the state of affairs

Significant changes in the state of affairs of the Company and the Group during the year were as follows:

(a) In October 2012 the company entered an agreement with Agenix Limited to licence to it certain of Tyrian's diagnostic technology for application in the development of medical diagnostics. Under the terms of the agreement, Agenix will acquire exclusive world-wide rights to the human health application for Tyrian's DiagnostIQ device. In consideration, Agenix will issue Tyrian with Agenix shares to a value up to \$0.5 million, to be issued in instalments of Agenix shares or cash up to June 2014.

(b) In December 2012 the company terminated its lease at North Ryde and all rent and make-good obligations were settled.

Matters subsequent to the end of the financial year

Since the end of the financial year, the directors are not aware of any matter or circumstance not otherwise dealt with in these financial statements that has significantly or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

Likely developments and expected results of operations

Further information on likely developments in the operations of the Group and the expected results of operations have not been included in this annual financial report because the directors believe it would be likely to result in unreasonable prejudice to the Group.

Indemnification and insurance of directors, officers and auditors

Under the Company's constitution, the Company must indemnify current and past directors, secretaries and officers against any liabilities incurred by that person in or arising out of the conduct of the business of the Company or the discharge of that person's duties. The Company has entered into a deed with each Director, the former Chief Executive Officer and the former Chief Financial Officer whereby the Company:

- indemnifies the director or officer against all liabilities (including legal costs in defending proceedings) incurred by the director or officer in, or arising out of:
 - (a) the conduct of the business of the Company or of a Subsidiary; or
 - (b) any act or omission of the director or officer in their capacity as a director of the Company or a subsidiary of the Company
- must maintain an insurance policy against any liability incurred by the director or officer in their capacity as an officer during that person's term of office and for seven years after that.

Certain matters are excluded from the indemnity, including those matters prescribed by the *Corporations Act 2001* or any liability arising from the gross negligence, wilful misconduct, bad faith or fraud of a director or officer.

No liability has arisen under these indemnities to the Company's knowledge as at the date of this report.

During the financial year, Tyrian Diagnostics Limited paid a premium of \$27,536 insuring all the directors and officers against liability, except wilful breach of duty, of a nature that is required to be disclosed under section 300(8) of the *Corporations Act 2001*. The liabilities insured include costs and expenses that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company or a related body corporate.

Tyrian Diagnostics Limited has entered into an agreement to indemnify the auditor, PricewaterhouseCoopers, other PricewaterhouseCoopers Firms and their respective partners and employees from and against any liabilities, losses, claims, costs, damages or expenses (or actions that may be asserted by any third party) that may result from any third party claims arising out of or in relation to the provision of their services as auditor of Tyrian Diagnostics Limited, unless prohibited by the *Corporations Act 2001* or the regulations of the US Securities & Exchange Commission. Tyrian Diagnostics Limited has also agreed to indemnify PricewaterhouseCoopers, other PricewaterhouseCoopers Firms and their respective partners, directors and employees against all costs and expenses (including legal fees on a solicitor/client basis) incurred by PricewaterhouseCoopers in connection with any such action or claim within the scope of this indemnity.

Share options

As at the date of this report, there were 199,006,544 options over the Company's ordinary shares on issue (199,006,544 at reporting date). These options are listed on the Australian Stock Exchange.

During the financial year:

- no listed options were issued;
- no shares were issued in satisfaction of rights that had vested from these options;
- no options expired.

Between 1 July 2013 and the date of this report:

- no options were granted to employees of the company;
- no shares were issued in satisfaction of rights that had vested from these options;
- no options were forfeited.

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate.

Refer to Note 20 of the financial statements for further details of options outstanding.

Performance rights

As at the date of this report, there were no performance rights over the Company's ordinary shares on issue (nil at reporting date).

Remuneration report

This report provides a summary of the Company's policy for determining remuneration for directors and senior executives. The remuneration report includes a discussion of the role of the Remuneration & Nominations Committee and details of the nature and amount of remuneration for each director and each of the five most highly remunerated named executives.

The remuneration report is set out under the following main headings:

- A Principles used to determine the nature and amount of remuneration
- B Details of remuneration
- C Service Agreements
- D Share-based compensation
- E Additional information

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporations Act 2001.

Remuneration & Nominations Committee

The Remuneration & Nominations Committee operates under the delegated authority of the Board. The Remuneration & Nominations Committee makes recommendations to the Board on matters including:

- appropriate remuneration policies with respect to the CEO, executives, senior managers and non-executive directors;
- determination of rewards (cash and equity based) to the CEO and approval of rewards to executives and senior managers;
- the adoption of incentive schemes designed to enhance corporate and individual performance; and
- retention strategies for executives and senior managers.

The members of the Remuneration & Nominations Committee are Marilyn Sleigh and Roger Amos. The Remuneration & Nominations Committee conducted no meetings during the year.

A Principles used to determine the nature and amount of remuneration

The Company's remuneration policy is designed to meet best practice guidelines for public companies, appropriately adapted to the circumstances of a biotechnology company and to the special circumstances affecting the Company at its current stage of development. The Company seeks to offer its executives and senior managers remuneration packages that are competitive against comparable Australian biotechnology companies. The executive remuneration policy seeks to align executive reward with achievement of strategic objectives and the creation of value for shareholders, and to conform to market best practice for delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practice:

- competitiveness and reasonableness;
- acceptability to shareholders;
- alignment of executive reward with performance and creation of shareholder value.

Directors fees

Executive directors do not receive any fees for their services as directors in addition to their executive remuneration. Non-executive directors receive a fixed fee for their services as directors and are not paid additional fees for participation in board committees. Non-executive directors do not participate in any incentive plans available to executives.

The maximum annual aggregate total remuneration for non-executive directors is approved by shareholders. At the 2004 annual general meeting this maximum amount was set at \$350,000 per annum. In 2013, the Company paid non-executive directors a total of \$105,000 (2012 - \$150,000). Details of the fees paid are set out in the table on page 11.

Executive remuneration

Remuneration for executives comprises fixed and variable components as follows:

- **fixed remuneration** includes base salary, superannuation and benefits;
- **variable short term incentive remuneration** consisting of short term incentives which may be paid in cash, equity or other agreed non-monetary benefits and which reward an executive's performance against specified individual and/or company performance objectives; and
- **long term incentives (equity based)** which are subject to the satisfaction of performance and/or service vesting conditions and are intended to retain key executives (through service vesting conditions) and reward performance against agreed individual, business and company performance objectives.

Policies in relation to short and long term incentives are established by the Remuneration & Nominations Committee and reviewed annually. The Remuneration & Nominations Committee recommends to the Board the short term incentive payments and long term incentives for the CEO and other specified executives and approves any short term incentive payments and long term incentives offered to executives and employees.

Fixed remuneration

Base pay

Base pay is structured as a total employment cost package, which may be delivered as a combination of cash and prescribed non-financial benefits at the executive's discretion. Base salaries are set according to the individual executive's role, performance and experience and the market value of the position.

There are no guaranteed base pay increases included in any senior executives' contracts.

Benefits

Executives are entitled to salary package various fringe benefits, with any applicable fringe benefits tax being included in, and not additional to, the base salary package. In addition to their package, they receive income protection insurance after completing one year's service.

Executives are entitled to be reimbursed for all reasonable expenses incurred in connection with their employment. Executives may also be entitled to receive additional benefits in the event of relocation, including relocation costs, tax advisory services, school fees and accommodation costs.

All benefits received by key management personnel are set out in the tables on page 11.

Superannuation and Retirement Benefits

Employees are provided with superannuation plan contributions of up to 10% of their wages and salaries. The superannuation plans provide accumulated benefits. No retirement benefits are provided other than superannuation contributions.

Variable (at-risk) short term incentives

Annual short term incentives may be provided to executives and employees to reward performance against agreed company objectives (which may be financial targets and/or strategic business objectives) and individual performance. Each year the Remuneration & Nominations Committee sets the applicable general company objectives for executives and any specific individual performance targets that apply to the CEO and specified executives, and approves the individual performance targets of other executives. An executive's entitlement to receive a short term incentive reward may be based on a combination of achievement of company objectives and individual performance targets as determined by the Remuneration Committee. Where individual performance target components are set, these targets are selected on the basis that they are objectives which underpin financial or strategic company objectives and improve the performance of the Company.

Short term incentives may be paid in cash or by a grant of performance rights under the Performance Rights Share Plan. Generally, where performance rights are granted as short term incentive rewards, those performance rights will be subject to further service vesting conditions and the shares allocated pursuant to the performance rights (if those service vesting conditions are met) may be subject to further restrictions on disposal. All cash incentive payments (bonuses) are payable on and with effect from 30 September each year.

Salary reviews are usually effective from 1 October each year, although where there has been a considerable change in the scope or nature of an executive's role, a salary review can be made effective from an alternative date.

Long term incentives (equity based)

Executives and certain key employees are entitled to receive equity based long-term incentives. During 2005, the Company introduced the Tyrian Diagnostics Performance Rights Share Plan (Plan), which was last approved by shareholders at the Company's 2010 AGM. Under the Plan, eligible executives and employees are offered rights to acquire ordinary shares in the Company (performance rights), with each performance right providing the right to acquire one ordinary share for nil consideration. The Company also had an employee share option plan that was adopted in June 2001 (ESOP). It is the intention of the Board to grant performance rights under the Plan for executive long term incentives, rather than options under the ESOP, unless special circumstances exist which lead the Board to consider that a grant of options under the ESOP is more appropriate.

During 2011 long term incentives, in the form of performance rights, were issued to the CEO, CSO, CFO, Head of Business and Legal Affairs and COO. These rights were issued in accordance with the terms of the Company's Performance Rights Shares Plan (refer below) and are subject to performance vesting conditions that had yet to be satisfied at the date of the termination date of these executives. No performance rights were issued in 2012 and all outstanding performance rights were forfeited during that year.

Tyrian Diagnostics Performance Rights Share Plan

The Performance Rights Share Plan (Plan) was introduced to assist the Company to attract and retain executives and staff and to link employee performance and reward with the creation of shareholder value. Performance rights may be offered to eligible employees under the Plan as short-term or long-term incentives.

The Board may grant an eligible employee an award of performance rights, which vest over a specified period of time, and the performance rights may be subject to service vesting conditions (meaning that an employee must continue to be employed in good standing for a specified period of time) and/or performance conditions. Long-term incentive awards (meaning those that vest over a period of more than 12 months) are generally only granted to managers and executives. The value of long-term incentive awards of performance rights is generally calculated by reference to total fixed remuneration. The value of the award of performance rights in any year must not exceed two times fixed remuneration (as valued at the date of grant or commencement of performance period), other than in exceptional circumstances approved by the Board.

The service vesting conditions and performance conditions that govern vesting of performance rights are recommended by the Remuneration & Nominations Committee and approved by the Board. The performance conditions may include total shareholder return (TSR), growth in earnings per share (EPS) as measured against a comparable group of ASX listed companies, specific share price targets, or other performance conditions relating to individual or business objectives as determined by the Board from time to time having regard to the Company's circumstances.

Details of all performance rights granted to specified executives and directors during and since the financial year, including the applicable service vesting and performance conditions, are set out in Section D "Share Based Compensation" of this report.

Remuneration policy and performance

As previously stated, the primary aim of the Company's remuneration policy for executives is to align executive reward with the achievement of strategic objectives that create value for shareholders. The secondary aim of the Company's remuneration policy is to retain key executives.

In line with the above objectives, a significant proportion of the CEO's and specified executives' remuneration was "at risk" remuneration.

The former CEO, Head of Business and Legal Affairs, COO, CSO, and CFO were issued with certain equity based compensation (performance rights), which were to vest upon the achievement of specific milestones. Due to the termination of all employees during the previous year, no such compensation was issued in the current financial year and no performance rights are outstanding at the date of this report.

B Details of remuneration

Directors and executives disclosed in this report

The key management personnel of the Group are the directors of Tyrian Diagnostics Limited as listed on page 4 of this report, and the executive officers listed below. These executive officers also constitute all group executives as defined by s300A of the *Corporations Act 2001*.

- Lisa Jones, former Head of Business & Legal Affairs and Company Secretary
- Robyn Lindner, former Chief Scientific Officer (CSO)
- Michelle Gow, former Chief Operating Officer (COO)
- Michael Vamos, former Chief Financial Officer (CFO and Assistant Company Secretary)

Amounts of remuneration

Details of the remuneration of the directors and key management personnel (as defined in AASB 124 Related Party Disclosures) of Tyrian Diagnostics Limited and the Group are set out in the following tables:

Key Management Personnel of the Group and other Group Executives

2013	Short-term Benefits				Post-employment Benefits	Share-based payments		Total
	Cash Salary and Fees	Bonus	Non Monetary Benefits	Term. Benefits	Superannuation	Performance Rights	shares in lieu of fees	
	\$		\$	\$	\$	\$	\$	\$
<i>Non-executive directors</i>								
Roger Amos	45,000	-	-	-	-	-	-	45,000
Marilyn Sleigh	30,000	-	-	-	-	-	-	30,000
Caroline Popper	30,000	-	-	-	-	-	-	30,000
Sub-total non-executive directors	105,000	-	-	-	-	-	-	105,000
Total key management personnel	105,000	-	-	-	-	-	-	105,000

2012	Short-term Benefits				Post-employment Benefits	Share-based payments		Total
	Cash Salary and Fees	Bonus	Non Monetary Benefits	Term. Benefits	Superannuation	Performance Rights	Options	
	\$		\$	\$	\$	\$	\$	\$
<i>Non-executive directors</i>								
Roger Amos	50,333	-	-	-	2,167	-	22,500	75,000
Marilyn Sleigh	20,100	-	-	-	14,900	-	-	35,000
Caroline Popper	40,000	-	-	-	-	-	-	40,000
Sub-total non-executive directors	110,433	-	-	-	17,067	-	22,500	150,000
<i>Executive directors</i>								
Jenny Harry ¹	105,187	-	-	384,800	31,539	-	-	521,526
<i>Other Key Management Personnel</i>								
Lisa Jones ¹	50,232	-	-	158,792	20,768	-	-	229,792
Robyn Lindner ¹	74,712	-	-	134,926	12,095	-	-	221,733
Michelle Gow ²	74,100	-	-	32,138	6,669	-	-	112,907
Michael Vamos ²	72,692	-	-	21,499	6,543	-	-	100,734
Total key management personnel	487,356	-	-	732,155	94,681	-	22,500	1,336,692

Note: In 2012 the chairman had part of his director's fees paid by way of issuance of shares as a direct measure to conserve the Group's cash reserves.

Proportion of performance based remuneration:

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

	Fixed remuneration		Short-term performance based		Long-term performance based	
	2013	2012	2013	2012	2013	2012
<i>Executive Directors</i>						
Jenny Harry ¹	-	100%	-	nil %	-	nil %
<i>Other key management personnel of Tyrian Diagnostics Limited</i>						
Lisa Jones ¹	-	100%	-	nil %	-	nil %
Robyn Lindner ¹	-	100%	-	nil %	-	nil %
Michelle Gow ²	-	100%	-	nil %	-	nil %
Michael Vamos ²	-	100%	-	nil %	-	nil %

Notes to the preceding remuneration tables:

¹ Jenny Harry, Lisa Jones and Robyn Lindner ceased employment on 24 February 2012

² Michael Vamos and Michelle Gow ceased employment on 24 November 2011.

C Service agreements

Remuneration and other terms of employment for the CEO and other key management personnel, excluding non-executive directors, were formalised in service agreements. No two agreements were the same, with each providing for a combination of benefits that may include the reimbursement of work-related expenses, the provision of benefits including income protection insurance, and participation, when eligible, in one or more share based performance plans. Other major provisions of the agreements relating to remuneration for the CEO and other current key management personnel are set out below. No service agreements were in place as at 30 June 2012 as all employees were terminated during that year.

Jenny Harry – CEO/Managing Director (ceased employment 24 February 2012)	
Length of contract	No fixed term.
Fixed remuneration	\$300,000 plus 10% superannuation; was reviewed annually.
Other benefits	Coverage under the Company's salary continuance insurance was provided.
Incentives	Dr Harry was entitled to participate in the Company's Performance Share Plan and to receive short term (cash) and long term (performance rights) incentives. See the table on page 15 for details.
Resignation	Dr Harry may cease her employment with the Company by providing three months written notice of resignation.
Termination	The Company may terminate Dr Harry's employment by providing six months written notice or pay in lieu thereof.
Severance payment	Dr Harry was entitled to receive a payment equal to three weeks salary for every year of continuous service under the terms of her contract with the Company in the event of her being made redundant.

Lisa Jones – Head of Business and Legal Affairs (ceased employment 24 February 2012)	
Length of contract	No fixed term.
Fixed remuneration	\$156,000 plus 10% superannuation; was reviewed annually.
Other benefits	Coverage under the Company's salary continuance insurance was provided.
Incentives	Ms Jones was entitled to participate in the Company's Performance Share Plan and to receive short term (cash) and long term (performance rights) incentives. See the table on page 15 for details.
Resignation	Ms Jones may cease her employment with the Company by providing three months written notice of resignation.
Termination	The Company may terminate Ms Jones's employment by providing six months written notice or pay in lieu thereof.
Severance payment	Ms Jones was entitled to receive a payment equal to three weeks salary for every year of continuous service under the terms of her contract with the Company in the event of her being made redundant.
Michelle Gow - Chief Operating Officer (ceased employment 24 November 2011)	
Length of contract	No fixed term.
Fixed remuneration	\$183,486 plus 9% superannuation; was reviewed annually.
Other benefits	Coverage under the Company's salary continuance insurance was provided
Incentives	Ms Gow was entitled to participate in the Company's Performance Share Plan and to receive short term and long term incentives (cash or performance rights) at the discretion of the Board. See the table on page 15 for details.
Resignation	Ms Gow may cease her employment with the Company by providing three months' written notice of resignation.
Termination	The Company may terminate Ms Gow's employment by providing three months' written notice or pay in lieu thereof.
Michael Vamos - Chief Financial Officer (ceased employment 24 November 2011)	
Length of contract	No fixed term.
Fixed Remuneration	\$180,000 plus 9% superannuation; was reviewed annually.
Other Benefits	Coverage under the Company's salary continuance insurance was provided
Incentives	Mr Vamos was entitled to participate in the Company's Performance Share Plan and to receive short term and long term incentives (cash or performance rights) at the discretion of the Board. See the table on page 15 for details.
Resignation	Mr Vamos may cease his employment with the Company by providing one month's written notice of resignation.
Termination	The Company may terminate Mr Vamos' employment by providing three month's written notice or pay in lieu thereof.
Robyn Lindner – Chief Scientific Officer (ceased employment 24 February 2012)	
Length of contract	No fixed term.
Fixed Remuneration	\$185,000 plus 10% superannuation; was reviewed annually.
Other benefits	Coverage under the Company's salary continuance insurance was provided
Incentives	Dr Lindner was entitled to participate in the Company's Performance Share Plan and to receive short term and long term incentives (cash or performance rights) at the discretion of the Board. See the table on page 15 for details.
Resignation	Dr Lindner may cease her employment with the Company by providing three months' written notice of resignation.
Termination	The Company may terminate Ms Lindner's employment by providing six months' written notice or pay in lieu thereof.

D Share-based compensation

Unlisted Options

Key management personnel have accumulated options in shares over the company through the issue of unlisted options via the Employee Share Option Plan ("ESOP").

The ESOP was adopted in June 2001, pursuant to which Tyrian Diagnostics Limited may, at the discretion of the Board, grant unlisted options to purchase ordinary shares in Tyrian Diagnostics Limited to directors, employees, advisors and consultants of the consolidated entity. However, the ESOP was largely superseded by the introduction of the Performance Rights Share Plan in 2004.

The unlisted options are issued for a term stated in the option agreement, not exceeding five years from the date of the grant, and have an exercise price as determined by the Board. The options are not quoted on the ASX. When exercisable, each unlisted option is convertible into one ordinary share.

At 30 June 2013 no key management personnel held unlisted options in shares over the company (2012 – nil).

No unlisted options were issued to key management personnel of the Group during the year ended 30 June 2013 (2012: nil).

The terms and conditions of each grant of unlisted options affecting remuneration of key management personnel in the previous, this or future reporting periods are as follows:

Grant date	Expiry date	Weighted average exercise price	Value per unlisted option at grant date	Date exercisable
		\$	\$	
4 Dec 2006	4 Dec 2011	0.29	0.18	50% after 4 Dec 2007, 50% after 4 Dec 2008

The numbers of options over ordinary shares in the company held during the current and previous financial years by key management personnel of the Group, including their personally related parties, are set out below.

2013	Balance at the start of the year	Lapsed during the year	Balance at the end of the year	Vested and exercisable at the end of the year
<i>Other key management personnel of the Group</i>				
Nil				

2012	Balance at the start of the year	Lapsed during the year	Balance at the end of the year	Vested and exercisable at the end of the year
<i>Other key management personnel of the Group</i>				
Nil				

The assessed fair value at grant date of options granted to key management personnel is allocated equally over the period from grant date to vesting date and the amount is included in the remuneration tables above. Fair values at grant date have been determined using a Black-Scholes pricing model that takes into account the exercise price, the vesting period of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

No options were granted during the year ended 30 June 2013 or 30 June 2012.

Shares provided on exercise of remuneration unlisted options

There were no ordinary shares in the Company issued as a result of the exercise of remuneration unlisted options held by key management personnel of the Group during the year ended 30 June 2013 (2012: nil).

Performance rights

Performance rights are issued to key management personnel under the 2004 Performance Rights Share Plan ("Plan"). The Plan was established pursuant to shareholder approval obtained at the Company's AGM in 2004 and re-confirmed by shareholders at the Company's AGM in 2010. For further details, refer to pages 9 of this Remuneration Report. The Performance Rights are not quoted on the ASX.

Performance rights granted under the Plan are subject to service vesting conditions and/or performance conditions as determined by the Board. The applicable service vesting and performance conditions are set out in the letter of offer of performance rights. Shares are allocated pursuant to performance rights on satisfaction of the applicable conditions. Once allocated, shares may be subject to restrictions on disposal as set out in the Plan Rules and as determined by the Board.

At 30 June 2013 there were no key management personnel who held performance rights, or who had been allocated shares in 2013 pursuant to performance rights issued under the Plan.

The terms and conditions of each grant of performance rights affecting remuneration of key management personnel in the previous, this or future reporting periods are as follows:

Number of performance rights	Grant date	Vesting period	Weighted average exercise price	Type of vesting condition
1,370,636	20 Jan 2009	1 Oct 2008 – 30 Sep 2011	Nil	Performance and service vesting
9,768,698	5 July 2010	1 Oct 2009 – 30 Sep 2012	Nil	Performance and service vesting
5,500,000	5 July 2010	1 Oct 2009 – 30 Sep 2012	Nil	Performance and service vesting
24,551,366	30 Dec 2010	1 Oct 2010 – 30 Sep 2013	Nil	Performance and service vesting

Performance rights are granted under the plan for no consideration. Performance rights do not confer any dividend or voting rights until shares are allocated pursuant to those performance rights upon satisfaction of any applicable conditions. The Plan rules do not contain any restrictions on removing the 'at risk' aspect of the instruments granted to employees.

The numbers of performance rights held during the previous financial year by key management personnel of the Group are set out below.

	Balance at the start of the year	Granted during the year as compensation	Converted to shares during the year	Expired during the year (performance criteria not met)	Balance at the end of the year
<i>Directors of Tyrian Diagnostics Limited and Controlled Entities</i>					
Jenny Harry	11,072,529	-	-	(11,072,529)	-
<i>Other key management personnel of the Group</i>					
Lisa Jones	3,701,385	-	-	(3,701,385)	-
Robyn Lindner	4,476,660	-	-	(4,476,660)	-
Michelle Gow	4,199,682	-	-	(4,199,682)	-
Michael Vamos	3,068,822	-	-	(3,068,822)	-

All outstanding performance rights are subject to vesting conditions. Upon satisfaction of vesting conditions, shares will be issued to the holders of the performance rights for nil consideration.

The assessed fair value at grant date of performance rights granted to the individuals is allocated equally over the period from grant date to vesting date and the amount is included in the remuneration tables above. Fair values at grant date have been determined using a Black-Scholes pricing model that takes into account the exercise price, the vesting period of the right, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the right.

There were no grants relating to the year ended 30 June 2013.

Shares provided on exercise of remuneration rights

There were no ordinary shares in the company issued to key management personnel of the Group pursuant to the satisfaction of vesting conditions of performance rights.

E Additional information

Principles used to determine the nature and amount of remuneration: relationship between remuneration and company performance

The overall level of executive reward takes into account the performance of the Group over a number of years, with greater emphasis given to the current and prior year. Over the past five years the Group has incurred operating losses, which have been funded by additional capital raisings, and no dividends have been paid. Total shareholder wealth has reduced as the Group's net assets have reduced over the five years, with the net asset backing per share reducing from \$0.003 to \$0.001. The share price has not changed from \$0.001 on 30 June 2012 to \$0.001 at 30 June 2013.

Criteria used to assess the performance of key management personnel and other senior management currently include the achievement of project milestones and the successful negotiation of commercial contracts.

Details of remuneration: cash bonuses, options and performance rights

Details of cash bonuses paid to Key Management Personnel are disclosed in the tables on page 11 of the remuneration report.

For each grant of performance rights included in the tables on pages 11, 15 and 16, the percentage of the available grant that vested in the financial year, the percentage that expired because the person did not meet the service and performance conditions, and the percentage that is still outstanding, are set out in the following table. The performance rights vest over differing periods provided the vesting conditions are met (refer pages 14 and 15). No performance rights vest if the vesting conditions are not satisfied. As there are no outstanding performance rights at 30 June 2013, both the minimum and maximum value of the performance rights yet to vest is nil.

Name	Year granted	Rights					
		Vested	Expired (performance criteria not met)	Outstanding	Financial years in which rights may vest	Minimum total value of grant yet to vest	Maximum total value of grant yet to vest
		%	%	%		\$	\$
Jenny Harry	2009	53%	47%	Nil	-	Nil	Nil
Jenny Harry	2010	25%	75%	Nil	-	Nil	Nil
Jenny Harry	2011	Nil	Nil	Nil	-	Nil	Nil
Lisa Jones	2009	53%	47%	Nil	-	Nil	Nil
Lisa Jones	2010	25%	75%	Nil	-	Nil	Nil
Lisa Jones	2011	Nil	Nil	Nil	-	Nil	Nil
Robyn Lindner	2009	60%	40%	Nil	-	Nil	Nil
Robyn Lindner	2010	27%	73%	Nil	-	Nil	Nil
Robyn Lindner	2011	Nil	Nil	Nil	-	Nil	Nil
Michelle Gow	2010	25%	75%	Nil	-	Nil	Nil
Michelle Gow	2011	Nil	Nil	Nil	-	Nil	Nil
Michael Vamos	2011	Nil	Nil	Nil	-	Nil	Nil

Share-based compensation: rights

Further details relating to performance rights and options issued are set out below.

	A	B	C	D
Name	Remuneration consisting of rights	Value at grant date	Value at share issue date	Value at expiry date
	%	\$	\$	\$
Jenny Harry	20.8%	105,705	10,010	Nil
Lisa Jones	15.0%	18,789	3,346	Nil
Robyn Lindner	14.9%	22,281	4,273	Nil
Michelle Gow	13.2%	21,897	3,214	Nil
Michael Vamos	9.5%	21,483	-	Nil

A = The percentage of the value of 2011FY remuneration consisting of rights or options, based on the value of rights or options expensed as set out in the table on page 14 of this Remuneration Report.

B = The value at grant date calculated in accordance with AASB 2 *Share-based Payments* of rights or options granted during the year as part of remuneration.

C = The value of vested rights or options for which shares were issued during the year (difference between market share price and price paid at date of share issue).

D = The value at expiry date calculated in accordance with AASB 2 *Share-based Payments* of rights or options that were granted as part of remuneration and that expired in accordance with the terms of the rights or options.

Loans to/from directors and executives

There are no loans to or from directors and executives.

Share options granted to directors and the most highly remunerated executives

No options over unissued ordinary shares of Tyrian Diagnostics Limited were granted during the financial year, or since the end of the financial year, to the five most highly remunerated executives of the Group as part of their remuneration.

Performance rights granted to directors and the most highly remunerated executives

No performance rights over unissued ordinary shares of Tyrian Diagnostics Limited were granted during the financial year to the five most highly remunerated executives of the Group as part of their remuneration (2012 - nil).

No performance rights over unissued ordinary shares of Tyrian Diagnostics Limited have been granted since the end of the financial year to any of the five most highly remunerated executives of the Group as part of their remuneration.

Details of rights previously granted are included on the table on page 15 of this report.

Auditor

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

Assurance services

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

	Consolidated	
	2013	2012
	\$	\$
<i>Audit services</i>		
PricewaterhouseCoopers Australian firm:		
Audit and review of financial reports and other audit work under the		
<i>Corporations Act 2001</i>	40,660	46,609
Total remuneration for audit services	40,660	46,609

Non-audit services

The company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the company and/or the consolidated entity are important.

The auditor provided the company with \$nil (2012: \$nil) non-audit services during the current period.

The Board of directors has considered the position and, in accordance with the advice received from the audit committee, is satisfied that the provision of non-audit services in the prior financial year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

Auditors' independence declaration

A copy of the auditors' independence declaration as required under section 307C of the Corporations Act 2001 follows this Directors' Report.

This report is made in accordance with a resolution of the directors.



Roger Amos
Director



Marilyn Sleigh
Director

Sydney,
23 August 2013

Auditor's Independence Declaration

As lead auditor for the audit of Tyrian Diagnostics Limited for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Tyrian Diagnostics Limited and the entities it controlled during the period.

A handwritten signature in black ink that reads 'Michelle Chiang'.

Michelle Chiang
Partner
PricewaterhouseCoopers

Sydney
23 August 2013

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Corporate Governance Statement

The Company aims to meet the levels of best corporate governance for listed companies as set out in the ASX Corporate Governance Council's Principles and Recommendations (the "ASX Principles and Recommendations").

The Company's corporate governance principles, details of which can be found on the Company's website (www.tyriandx.com) include:

- Statement of Corporate Governance Principles
- Board Charter
- Audit & Risk Committee Charter
- Remuneration & Nominations Committee Charter
- Continuous Disclosure and Communications Policy
- Securities Trading Policy

1 Board and management

1.1 Role of the Board and Senior Management

The role of the Board is to provide strategic guidance for the Company and effective oversight of its management to the Chief Executive Officer and other senior executives. The Board has adopted a formal board charter that details the board's functions and responsibilities and those functions which are delegated to senior management.

1.2 Evaluation of Performance of Senior Executives

The Remuneration & Nominations Committee is specifically responsible for reviewing the ongoing performance of the Chief Executive Officer and ensuring there is an appropriate process to review the performance of senior executives and for setting and approving performance objectives of senior executives in relation to bonus payments and options. Each year the Remuneration & Nominations Committee:

- approves individual milestone objectives for the CEO and Senior Executives for the coming 12 month period. Milestones are based on the Company's strategic plan as approved by the Board;
- evaluates the performance of the CEO compared to milestone objectives set at the beginning of the performance period and approves the payment of any bonus and/or the grant and vesting of any performance rights related to the CEO's performance;
- in relation to senior executives, reviews recommendations, considers and approves the payment of any bonus and/or the grant and vesting of any performance rights based on performance of milestone objectives for the preceding 12 month performance period.

The Remuneration & Nomination Committee conducted its most recent performance evaluation of the Chief Executive Officer and senior management in September 2010. No performance evaluations were undertaken in 2012 and 2013 due to the termination of all executives and staff.

2 Board Composition

The Company's Board currently comprises three independent non-executive directors. The Board has been structured to provide a team of directors with a range of skills, expertise and experience appropriate for it to undertake its duties and its role and responsibilities for the proper and effective management of the Company's business and affairs. In particular the composition of skills, expertise and experience of the directors span the areas of diagnostic product development and commercialisation, finance, accounting, public company affairs and corporate governance.

The skills, experience and expertise and term of office of each director are set out in the Director's Report. The recommendation of candidates for the Board is carried out by the Remuneration & Nominations Committee, which reviews the skills of existing directors and identifies additional skills that would contribute to the success of the Company's strategy and operations.

2.1 Independence of directors

The Board has assessed the independence of all non-executive directors and has determined that the following non-executive directors are independent: Roger Amos (Chairman), Marilyn Sleigh (Chairman of the Audit & Risk Committee) and Caroline Popper.

Dr Popper is a principal of Popper & Co, a US-based life science company that provides consulting services from time to time to the Group under arms-length terms. Popper & Co receives compensation at commercial

rates for ongoing services provided, and under a previous consulting agreement may receive certain future payments based on success of the Group's TB programme. The Board has considered the nature of Dr Popper's interests under this relationship and has concluded that they are not such as to interfere with her independence and ability to act in the best interests of the Company.

All Tyrian Diagnostics directors are aware of, and adhere to, their obligation under the Corporations Act 2001 to disclose to the Board any interests or relationships that they or any associate of theirs may have in a matter that relates to the affairs of the Company, and any other matter that may affect their independence. All directors have agreed to give the company notice of changes to their relevant interests in Company shares within two days to enable both them and the Company to comply with the Australian Stock Exchange (ASX) Listing Rules.

The Board regularly reviews the independence of its directors and in doing so has regard for, amongst other things, the ASX Principles and Recommendations in relation to independence of directors. The Board considers that an independent director is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the directors ability to act in the best interests of the Company.

In determining whether an interest or relationship is considered to interfere with a director's independence, the Board has regard to the materiality of the interest or relationship. In considering the issue of materiality, the Board considers the nature, circumstances and activities of the Director, and considers the materiality of the relationship in question from the perspective of the Company, the persons or organizations with which the Director has an affiliation, and from the perspective of the Director.

2.2 Independent professional advice

Where a director obtains independent professional advice in furtherance of his or her duties, the Company will meet the reasonable costs of such advice provided that:

- the Chairman of the Board gave prior approval to the obtaining of the advice; or
- if the Chairman refused to give such approval, the Board gave prior approval to the obtaining of the advice.

2.3 Remuneration & Nominations Committee

The Board has established a Remuneration & Nominations Committee to provide recommendations to the Board on matters including:

- Composition of the Board and competencies of Board members;
- Appointment and evaluation of the Chief Executive Officer and other senior executives;
- Succession planning for Board members and senior management;
- Processes for the evaluation of the performance of the directors, the Chief Executive Officer and other senior management.

The Remuneration & Nominations Committee currently comprises two independent non-executive directors including an independent Chairman. The Board has not formalised the procedures for selection and appointment of new directors or re-election of incumbent directors, however the board regularly reviews its composition to determine whether it has the right mix of skills and experience. The Board engages external recruitment firms in order to assist it in the selection and evaluation of new directors.

The Remuneration & Nominations Committee has adopted a formal charter which is available on the company's website.

2.4 Performance review and evaluation

The performance of the Board, its Committees and key executives is reviewed and evaluated regularly by the Remuneration & Nominations Committee and the Board, as appropriate, using the results of a questionnaire which is completed by each director.

The Board conducts reviews of board effectiveness and contribution. The most recent performance evaluation of the board, its committees and directors was conducted in 2013.

3 Ethical and responsible decision making and Diversity

All directors and employees are expected to act in accordance with the highest standards of integrity and business ethics. Although the Company has not established a formal code of conduct, directors and employees are obliged to observe standards of conduct and behaviour in accordance with the terms of their appointment or employment as applicable.

The Company has fostered a corporate culture which embraces diversity among its management and employees. The Company has not formalised its diversity policy but believes its commitment to diversity is borne out by the fact that the company's management and employees have in the past included a range of ethnic backgrounds, nationalities and age groups. The Company's board has a majority of female directors.

3.1 Securities trading policy

By promoting director and employee ownership of shares, the Board hopes to encourage directors and employees to become long-term holders of Company securities, aligning their interests with those of the Company. It does not condone short-term or speculative trading in its securities by directors and employees. The Company has a comprehensive securities trading policy which applies to all directors and employees. The policy aims to inform directors and employees of the law relating to insider trading, and provide them with practical guidance for avoiding unlawful transactions in Company securities. The Company has reviewed and updated its securities trading policy as necessary in order to fully comply with the ASX's new requirements for company trading policies introduced through an amendment to the ASX Listing Rules, which came into effect on 1 January 2011.

4 Integrity in financial reporting

Audit & Risk Committee

The Company has established an Audit & Risk Committee to provide advice and assistance to the Board in discharging its corporate governance and oversight responsibilities in relation to the Company's financial reporting process, internal financial control, risk management system, legal compliance and the external auditing process. The Audit & Risk Committee has a formal charter which is available on the company's website. In discharging its obligations, the Audit & Risk Committee has direct access to any employee, the auditors or any other independent experts and advisers it considers appropriate to carry out its duties.

The composition of the Audit & Risk Committee is set out in a table on page 5 of this Report, and the number of committee meetings and attendance at those meetings is set out the same table. In accordance with the ASX Principles and Recommendations, the Audit & Risk Committee has been structured so that it:

- consists of only non-executive directors
- has a majority of independent directors;
- has an independent chairman who is not the chairman of the Board; and
- consists of members with the appropriate financial and business expertise to act effectively as a member of the Audit & Risk Committee

The Audit & Risk Committee has two members, rather than the three suggested by the ASX Principles and Recommendations. The Board considers that the current two members, both being independent non-executive directors, possess sufficient skills and experience to provide appropriate advice to the Board and that the composition of the Audit & Risk Committee is appropriate considering the size and operations of the Company.

It is PricewaterhouseCoopers' policy to rotate the role of audit engagement partner every five years.

5 Disclosure

Continuous disclosure and communications policy

The Company is committed to complying with its continuous disclosure obligations as set out in the ASX Listing Rules and the ASX Principles and Recommendations.

The Company has adopted a comprehensive policy governing continuous disclosure and communication to investors and shareholders which complies with the ASX Principles and Recommendations. This policy is available on the Company's website.

6 Shareholder communication

6.1 Communications policy

The Company aims to ensure that investors, shareholders and the financial market have timely access to material information concerning the Company. The Company's communications policy sets out the communication guidelines established by the Company. The Company uses its website to complement the official release of material information and periodic reports to the market including ensuring that all press releases, ASX announcements and notices of and presentations made at general meetings for at least the past three years are available on the website.

6.2 Auditor availability

The Company's external auditor, PricewaterhouseCoopers, attends the Company's annual general meeting and is available to answer questions raised by shareholders concerning the conduct of the audit and the preparation and content of the auditor's report.

7 Recognise and manage risk

Risk management

The Board, on advice and recommendation of the Audit & Risk Committee, oversees and manages the risks to which the Company is exposed. The Audit & Risk Committee's role and responsibilities for risk oversight and management are set out in the Audit & Risk Committee charter. These include:

- overseeing the Company's financial reporting and understanding current areas of greatest financial risk and how these are being managed;
- understanding internal control systems for financial transactions, recording and processing of financial data and compliance of financial statements with relevant standards and requirements;
- ensuring compliance with legal and regulatory obligations, accounting standards and best practice guidelines;
- evaluating the overall effectiveness of the internal control and risk management frameworks and considering whether recommendations made by the external auditors have been implemented by management; and
- considering accountability of management for risks associated with computer systems and applications.

The Audit & Risk Committee reports to the Board at least twice each year on all matters relating to its responsibilities for risk management. The Board reviews the Audit & Risk Committee's reports and recommendations and makes an assessment of the effectiveness of the Company's systems and processes for risk management. Under its Charter, the Audit & Risk committee requires management to design and implement the risk management and internal control system to manage the company's material business risks. Management is required to report to the Audit & Risk Committee twice-yearly on how the company is performing against its risk management system.

8 Remunerate fairly and responsibly

Refer to the Remuneration Report for a full discussion of the Company's remuneration policies, and to the Directors' Report for details of the membership of meetings of the Remuneration & Nominations Committee.

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These financial statements are the consolidated financial statements of the consolidated entity consisting of Tyrian Diagnostics Limited and its subsidiaries. The financial statements are presented in the Australian currency.

Tyrian Diagnostics Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is

Level 10, 167 Macquarie Street
Sydney NSW 2000 Australia

A description of the nature of the consolidated entity's operations and its principal activities is included in the review of operations and activities on pages 3-4 of the directors' report which is not part of these financial statements.

The financial statements were authorised for issue by the directors on 23 August 2013. The directors have the power to amend and reissue the financial statements.

Through the use of the internet, we have ensured that our corporate reporting is timely, complete and available globally at minimum cost to the company. All press releases, financial reports and other information are available at our Investor Centre on our website: www.tyriandx.com.

Tyrian Diagnostics Limited and its controlled entities
Statement of comprehensive income
For the year ended 30 June 2013

		Consolidated	
		2013	2012
		\$	\$
Revenue from continuing operations	Notes 4	39,619	900,714
Other income	5	255,742	19,021
Cost of goods sold		-	(20,976)
Employment costs		-	(1,167,340)
Occupancy costs	6	-	(452,351)
Corporate & administration costs		(440,246)	(579,235)
External research supplies and services		-	(76,756)
Intellectual property costs		(39,519)	(124,464)
Depreciation and amortisation expense	6	-	(20,086)
Write back/(increase) impairment of assets	6	-	(119,765)
Write back/(increase) provision for onerous contracts		52,166	-
Write off foreign exchange reserve upon deregistration/disposal of foreign subsidiaries		-	(179,662)
Foreign exchange losses		(122)	(14,768)
Loss before income tax		(132,360)	(1,835,668)
Income tax expense	7	-	(29,719)
Loss from continuing operations		(132,360)	(1,865,387)
Profit/(Loss) from discontinued operations		-	177
Loss attributable to members of Tyrian Diagnostics and Controlled Entities		(132,360)	(1,865,210)
Other comprehensive income			
Exchange differences on translation of foreign operations		-	(8,646)
Total comprehensive loss for the year		(132,360)	(1,873,856)
		cents	cents
Loss per share from continuing operations attributable to the ordinary equity of holders of the company			
Basic loss per share	16	(0.00)	(0.20)
Diluted loss per share	16	(0.00)	(0.20)
Loss per share attributable to the ordinary equity holders of the company:			
Basic loss per share	16	(0.00)	(0.20)
Diluted loss per share	16	(0.00)	(0.20)

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

Tyrian Diagnostics Limited and its controlled entities
Balance Sheet
As at 30 June 2013

		Consolidated	
	Notes	2013	2012
		\$	\$
ASSETS			
Current Assets			
Cash and cash equivalents	8	915,335	1,072,425
Other financial assets	9	39,338	156,005
Other assets	10	22,198	39,292
Total Current Assets		976,871	1,267,722
TOTAL ASSETS		976,871	1,267,722
LIABILITIES			
Current liabilities			
Trade and other payables	11	57,568	59,804
Provisions	12	-	291,184
Deferred Income	13	134,929	-
Total Current Liabilities		192,497	350,988
TOTAL LIABILITIES		192,497	350,988
NET ASSETS		784,374	916,734
EQUITY			
Contributed equity	14	123,625,663	123,625,663
Reserves	15	3,798,735	3,798,735
Accumulated losses	15	(126,640,024)	(126,507,664)
Parent entity interest		784,374	916,734

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

Tyrian Diagnostics Limited and its controlled entities
Statement of changes in equity
For the year ended 30 June 2013

Consolidated	Attributable to owners of Tyrian Diagnostics Ltd			
	Contributed equity	Reserves	Accumulated Losses	Total
	\$	\$	\$	\$
Balance at 1 July 2011	123,603,163	3,801,510	(124,642,454)	2,762,219
Loss for the year as reported in the 2012 financial statements	-	-	(1,865,210)	(1,865,210)
Other comprehensive income	-	(8,646)	-	(8,646)
Total comprehensive income	-	(8,646)	(1,865,210)	(1,873,856)
Transactions with owners in their capacity as owners:				
Contributions of equity net of transaction costs	22,500	-	-	22,500
Employee performance rights forfeited	-	(173,790)	-	(173,790)
Reverse foreign exchange reserve on deregistration/disposal of foreign subsidiaries	-	179,661	-	179,661
Balance at 30 June 2012	123,625,663	3,798,735	(126,507,664)	916,734
Loss for the year as reported in the 2013 financial statements	-	-	(132,360)	(132,360)
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	(132,360)	(132,360)
Balance at 30 June 2013	123,625,663	3,798,735	(126,640,024)	784,374

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

Cash Flow Statement

For the year ended 30 June 2013

		Consolidated	
		2013	2012
	Notes	\$	\$
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		94,985	751,933
Release of security deposit		156,005	-
Payments to suppliers and employees (inclusive of goods and services tax)		(695,838)	(3,212,863)
		(444,848)	(2,460,930)
Interest received		32,016	82,123
R & D tax incentive		255,742	207,195
Net cash outflow from operating activities	26	(157,090)	(2,171,612)
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		-	85,895
Net cash (outflow)/ inflow from investing activities		-	85,895
<i>Net (decrease) in cash and cash equivalents</i>		(157,090)	(2,085,717)
<i>Cash and cash equivalents at the beginning of the financial year</i>		1,072,425	3,158,142
<i>Effects of exchange rate changes on cash and cash equivalents</i>		-	-
<i>Cash and cash equivalents at the end of the financial year</i>	8	915,335	1,072,425

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

Notes to the Financial Statements

30 June 2013

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1. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of Tyrian Diagnostics Limited and its subsidiaries.

(a) Basis of preparation of financial statements and going concern

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

Compliance with IFRS

The consolidated financial statements of Tyrian Diagnostics Limited group also comply with International Financial Standards Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities at fair value through profit or loss.

Comparatives

Comparative information in these financial statements has been restated to reflect the impact of discontinued operations and other changes in presentation in the current year.

Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are disclosed in note 2.

Going Concern

During the year ended 30 June 2013 the consolidated entity incurred an operating loss before tax of \$132,360 (2012 \$1,865,210) and net cash outflows from operating activities of \$157,090 (2012 - \$2,171,612).

At 30 June 2013, the group had \$915,335 in cash. As at 31 July 2013, the comparable cash balance was \$891,102.

Going concern assumption

Following the restructure the company is pursuing its principal activity of licencing and selling its TB and other intellectual property assets, while also considering alternative strategic options. The ability of the Consolidated Entity and the Company to continue as a going concern is dependent on its ability to successfully manage the restructured organisation within its cashflow forecasts.

The directors believe that the Consolidated Entity and Company will continue to successfully operate within its cashflow forecasts and will continue as a going concern, and consequently will realise assets and settle liabilities and commitments in the ordinary course of business and at the amount stated in the financial report.

(b) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Tyrian Diagnostics Limited ("company" or "parent entity") as at 30 June 2013 and the results of all subsidiaries for the year then ended. Tyrian Diagnostics Limited and its subsidiaries together are referred to in this financial report as the Group or the Consolidated Entity.

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Tyrian Diagnostics Limited and its controlled entities
Notes to the Financial Statements continued
30 June 2013

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

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group (refer to note 1(i)).

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the individual financial statements of Tyrian Diagnostics Limited, investments in subsidiaries are accounted for at cost less impairment charges.

The consolidated group ceased to exist during the financial year although the accounts have been prepared on a consolidated basis for the purpose of comparatives.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief financial officer.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Tyrian Diagnostics Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is recognised for the major business activities as follows:

Services

Service revenue derived from research and product development activities, including collaboration income, is recognised in accordance with the percentage of completion method or on completion of development milestones, in accordance with the terms of the contract. The stage of completion is measured by reference to labour hours incurred to date as a percentage of estimated total labour hours for each contract.

Other service revenue is recognised when the service is provided.

Sale of Diagnostic Tests, Technology equipment and other related products

A sale is recorded when goods have been despatched to a customer pursuant to a sales order, the associated risks of ownership have passed to the carrier or customer, and collectability is probable.

Lease income

Lease income from property sub-leases is recognised as income on a straight-line basis over the lease term.

Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

Dividends

Dividends are recognised as revenue when the right to receive payment is established.

Royalties

Royalty income is recognised as revenue when the amount of revenue can be reliably measured, being the earlier of the receipt of a royalty report or royalty payment from the licensee.

Barter Income

When dissimilar goods are sold or services are rendered in exchange for non-cash consideration, revenue is measured at the fair value of the goods or services received, adjusted by the amount of any cash or cash equivalents transferred.

Deferred Income

Differences between cash received and amounts recognised as revenue are recognised as deferred income where cash received exceeds revenue recognised, and as accrued income where revenue has yet to be invoiced.

(f) Government grants

Grants from the government, including R & D tax incentives, are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

(g) Income tax

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. 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 a 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.

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

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

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

Tax consolidation legislation

Tyrian Diagnostics Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation as of 1 July 2003.

The head entity, Tyrian Diagnostics Limited, and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, Tyrian Diagnostics Limited also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

Tyrian Diagnostics Limited and its controlled entities
Notes to the Financial Statements continued
30 June 2013

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the group. Details about the tax funding agreement are disclosed in note 7.

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

(h) Leases

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

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

Lease income from operating leases is recognised in income on a straight-line basis over the lease term.

(i) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the group recognises any non-controlling interest in the profit or loss.

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

(j) Impairment of assets

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

(k) Cash and cash equivalents

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

(l) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that the

Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial. The amount of the provision is recognised in profit or loss.

(m) Inventories

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory using standard costing techniques. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(n) Investments and other financial assets

Classification

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

Financial assets at fair value through profit or loss

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

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 arise when the Group provides money, goods or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables are included in receivables in the balance sheet.

Available-for-sale financial assets

Available-for-sale financial assets, comprising unlisted equity securities, are non-derivatives that are either designated in this category or not classified in any other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Subsequent measurement

Available-for-sale financial assets are carried at fair value. Changes in fair value are recorded in equity. Financial assets at fair value through profit and loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method. Realised and unrealised gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the income statement in the period in which they arise.

Impairment

The Group assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. Impairment losses recognised in the income statement on equity instruments classified as available-for-sale are not reversed through the income statement.

(o) Fair value estimation

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

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(p) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation and impairment charges. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

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

- | | |
|-------------------------------------|-----------|
| • Plant | 3-8 years |
| • Furniture, fittings and equipment | 3-8 years |

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(j)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount, and are included in profit or loss.

(q) Intangible assets

Patents

Patents have a finite useful life and are carried at cost less accumulated amortisation and impaired losses. Amortisation is calculated using the straight line method to allocate the cost of patents over their estimated useful lives, which vary from 5 to 20 years. Where costs pertaining to a patent application have been capitalised in prior periods, and that patent is subsequently abandoned, both the cost and accumulated amortisation are written off.

Research and development

Research expenditure is recognised as an expense as incurred.

Costs incurred on development projects are recognised as intangible assets when it is probable that the project will be a success considering its commercial and technical feasibility and its costs can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads. Capitalised development costs recorded as intangible assets are amortised from the point at which the asset is ready for use on a straight line basis over its useful life. No development expenditure incurred to date has met these criteria.

Development expenditures that do not meet the above criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software

Computer software is stated at historical cost less accumulated amortisation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Amortisation is calculated using the straight line method to allocate the cost of software over its estimated useful life, which is generally two and half years.

(r) Trade and other payables

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

(s) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(t) Provisions

Provisions for legal claims, service warranties and make-good obligations are recognised at their present value when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects the current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(u) Employee benefits

Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid including appropriate on-costs when the liabilities are settled.

Long service leave

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

Retirement benefit obligations

Contributions to employee superannuation funds 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 payments is available. The consolidated entity does not operate a defined benefit superannuation scheme.

Share-based payments

Share-based compensation benefits are provided to employees via the Tyrian Diagnostics Employee Share Option Plan ("ESOP") and the 2004 Performance Rights Share Plan ("Plan").

The fair value of options granted under the ESOP is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date of options is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

The fair value of performance rights granted under the Plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the vesting period.

The fair value at grant date of performance rights is determined using either a Black-Scholes pricing model or a Monte Carlo pricing model (predominantly for rights with a component of market based vesting criteria). Both models take into account the exercise price, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the right, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the right.

The fair value of the rights granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of rights that are expected to become exercisable. At each balance sheet date, the entity revises its estimate of the number of rights that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

(v) Contributed equity

Ordinary shares are classified as equity. Incremental costs such as stamp duties, professional adviser's fees, underwriting costs and brokerage fees directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at balance date.

(w) Earnings (loss) per share

Basic earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the profit or loss attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings (loss) per share

Diluted earnings (loss) per share adjusts the figures used in the determination of basic earnings (loss) per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(x) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow.

(y) Consumables

Consumables used in the normal operation of the business are expensed as incurred.

(z) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2013 reporting periods. The group has assessed the impact of the new standards and interpretations and has concluded that they are not applicable.

2. Critical accounting estimates and judgements

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of the Group's assets and liabilities within the next financial year.

3. Segment information

(a) Description of segments

Management has determined the operating segments based on the reports reviewed by the Board that are used to make strategic decisions.

Tyrian Diagnostics Limited and its controlled entities
Notes to the Financial Statements continued
30 June 2013

The Board considers the business to consist of one operating segment, being the development, manufacture and sale of diagnostic tests and associated reagents. All such activities from continuing operations are carried out from the one geographic location, being Sydney Australia.

(b) Segment information provided to the Board

The segment information provided to the Board for the reportable segments for the year ended 30 June is as follows:

	2013	2012
	\$	\$
Revenue from External Customers	8,459	489,951
Cost of goods sold	-	(20,976)
Interest revenue	31,160	70,550
Sundry income	-	340,213
Other income	255,742	19,021
Total Net income	295,361	898,759
Depreciation and Amortisation	-	(20,086)
Share based payment expense	-	(22,500)
Foreign Exchange Gains/ (Losses)	(122)	(14,768)
All other expenses	(427,599)	(2,676,896)
Income tax expense	-	(29,719)
Net loss after tax	(132,360)	(1,865,210)
Total gross segment assets	976,871	1,267,722
Total segment liabilities	192,497	350,988

(c) Other Segment Information

(i) Segment Revenue

Revenues from external customers are derived from the sale of diagnostic tests and reagents, the provision of development services and the licensing of intellectual property owned by the Group.

Segment revenue reconciles to total revenue from continuing operations as follows:

	Consolidated	
	2013	2012
	\$	\$
Segment revenue from external customers	8,459	489,951
Add: Interest revenue	31,160	70,550
Sundry income	-	340,213
Total revenue from continuing operations (note 4)	39,619	900,714

The entity is domiciled in Australia. Segment revenue for 2013 from external customers in Australia was \$nil (2012: \$150,000) and from external customers in other countries is \$8,459 (2012: \$339,951), including \$nil (2012: \$337,420) from Germany and \$8,459 (2012: \$2,531) from USA.

The following revenues were derived from single external customers:

	Consolidated	
	2013	2012
	\$	\$
Customer 1	-	337,420
Customer 2	-	150,000
Customer 3	8,459	2,531

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(ii) *Operating Loss*

Since the Group has only one operating segment, the Board assesses the Group's performance based on operating profit after tax. Operating profit reported to the Board is reconciled to operating profit after tax from continuing operations as follows:

	Consolidated	
	2013	2012
	\$	\$
Segment operating loss after tax	(132,360)	(1,865,210)
Add back: (Profit)/Loss from discontinued operations	-	(177)
Loss after tax from continuing operations	(132,360)	(1,865,387)

(iii) *Segment assets*

The amounts provided to the Board with respect to total assets are measured in a manner consistent with that of the financial statements, and as such segment assets equal total Group assets.

(iv) *Segment liabilities*

The amounts provided to the Board with respect to total liabilities are measured in a manner consistent with that of the financial statements, and as such segment assets equal total Group liabilities.

4. Revenue

	Consolidated	
	2013	2012
	\$	\$
From continuing operations		
Sales & business revenue		
Collaboration income	-	50,876
Royalty income	8,459	6,216
License income	-	432,859
	8,459	489,951
Other revenue		
Interest	31,160	70,550
Sundry income	-	340,213
	31,160	410,763
Total revenue from continuing operations	39,619	900,714

5. Other income

	Consolidated	
	2013	2012
	\$	\$
R & D tax incentive	255,742	-
Net profit on disposal of property, plant and equipment	-	19,021
Total other income	255,742	19,021

6. Expenses

	Consolidated	
	2013	2012
	\$	\$
Loss before income tax includes the following specific expenses:		
Depreciation		
Plant and equipment	-	7,581
Amortisation		
Leasehold improvements	-	12,037
Computer software	-	468
Total amortisation	-	12,505
Total depreciation and amortisation	-	20,086
Impairment of assets		
Plant and equipment	-	23,596
Leasehold improvements	-	94,704
Computer software	-	1,465
Total Impairment	-	119,765

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Rental Expense relating to operating leases (includes rental expenses totalling \$151,184 payable for the period 1 July 2012 to 31 December 2012 and recognised in the provision for onerous contracts – refer Note 12)

- 380,855

Defined contribution superannuation expenses

- 57,366

Employee performance rights forfeited (refer note 25)

- (173,790)

Share-based payments (refer note 25)

- 22,500

7. Income tax expense

	Consolidated	
	2013	2012
	\$	\$
(a) Income tax expense		
Current tax	-	29,719
Income tax expense is attributable to:		
Loss from continuing operations	-	29,719
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss from continuing operations before income tax expense	(132,360)	(1,835,668)
Tax at the Australian tax rate of 30% (2012 - 30%)	(39,708)	(550,700)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Non-deductible entertainment	-	623
R&D uplift	-	(85,010)
	(39,708)	(635,087)
Tax refund for R&D Tax Offset election	-	255,031
Tax losses and temporary differences not recognised as deferred tax assets	39,708	380,056
Non-recoverable withholding tax written off	-	29,719
Income tax expense	-	29,719

(c) Tax losses

	Consolidated	
	2013	2012
	\$	\$
Unused tax losses for which no deferred tax asset has been recognised:		
Potential tax benefit @ 30%	31,733,227	31,693,519

All unused tax losses disclosed above were incurred by Australian entities.

A tax asset will not be recognised until it becomes probable that the tax consolidated group will obtain the benefit of these losses, because:

- (i) it derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised, or
- (ii) the losses are transferred to an eligible entity, and
- (iii) the tax consolidated group continues to comply with the conditions for deductibility imposed by tax legislation, and there are no tax legislation changes that adversely affect the ability of the consolidated tax entity to realise the benefit from the deductions for the losses.

(d) Tax consolidation legislation

Tyrian Diagnostics Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation as of 1 July 2003. The accounting policy in relation to this legislation is set out in note 1(g). The entities in the tax consolidated group have entered into a tax sharing agreement which, in the opinion of the directors, limits the joint and several liability of the wholly-owned entities in the case of a default by the head entity, Tyrian Diagnostics Limited.

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate Tyrian Diagnostics Limited for any current tax payable assumed and are compensated by Tyrian Diagnostics Limited for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Tyrian Diagnostics Limited under the tax consolidation legislation.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments. No funding amounts have been recognised to date.

8. Current assets – cash and cash equivalents

	Consolidated	
	2013	2012
	\$	\$
Cash at bank and on hand	295,909	609,004
Deposits at call	619,426	463,421
	915,335	1,072,425

(a) Reconciliation to cash at the end of the year

The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows.

(b) Cash at bank and on hand

These are a combination of interest-bearing and non-interest bearing (refer to Financial Risk Management Note 17).

(c) Deposits at call

The deposits are bearing a floating interest rate of 2.5% (2012: 3.5%). These deposits have a weighted average maturity of 0 days (2012: 0 days).

9. Current assets – other financial assets

	Consolidated	
	2013	2012
	\$	\$
Shares in Agenix Limited	39,338	-
Security deposits	-	156,005
	39,338	156,005

Security deposits were represented by Bank deposits of \$nil (2012 - \$156,005).

Pursuant to the licence agreement with Agenix Limited, Tyrian Diagnostics Limited held 1,710,341 shares in the listed company at 30 June 2013 (2012 – nil). These shares were issued at 2.83 cents per share on 4 June 2013 and have been re-valued to a market price of 2.3 cents per share at 30 June 2013.

10. Current assets – other

	Consolidated	
	2013	2012
	\$	\$
Prepayments	9,179	16,912
Interest receivable	5,092	5,948
GST Receivable	7,927	16,432
	22,198	39,292

11. Current liabilities – trade and other payables

	Consolidated	
	2013	2012
	\$	\$
Trade creditors	34,108	35,804
Other payables	23,460	24,000
	57,568	59,804

12. Current liabilities – provisions

	Consolidated	
	2013	2012
	\$	\$
Provision for onerous contracts	-	291,184
	-	291,184

Movements in provisions

Provision for onerous contracts

	Consolidated	
	2013	2012
	\$	\$
Carrying amount at start of year	291,184	-
Reclassification of provision for make-good from non-current liabilities	-	140,000
Provision for operating lease payments due	-	151,184
Write-back of provision for make-good	(52,166)	-
Settlement of rent and make-good obligations	(239,018)	-
Carrying amount of end of year	-	291,184

13. Current liabilities – deferred income

	Consolidated	
	2013	2012
	\$	\$
Deferred income	134,929	-

Deferred income represents that portion of license fees that has been invoiced to customers or collaboration partners but for which a contractual condition must occur prior to the Group being able to recognise it as income. In July 2013 the contractual conditions were met and the deferred income was recognised as revenue.

14. Contributed equity

(a) Share capital

	Consolidated		Consolidated	
	2013	2012	2013	2012
	Number of shares		\$	
Ordinary shares	1,022,027,092	1,022,027,092	123,625,663	123,625,663

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

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(b) Movements in ordinary share capital:

Date	Details	Notes	Number of shares	Issue price	\$
	Balance as at 30 June 2011		1,017,319,518		123,603,163
15.07.11	Share issue –to director in lieu of directors fees	(i)	4,707,574	0.005	22,500
	Balance as at 30 June 2012		1,022,027,092		123,625,663
	Balance as at 30 June 2013		1,022,027,092		123,625,663

(c) Notes to movements in ordinary share capital

- (i) The Company issued 4,707,574 shares to the chairman in lieu of directors fees as a direct measure to preserve the company's cash reserves.

(d) Share options

Tyrian Diagnostics Limited has previously issued listed options over ordinary shares. A summary of the options on issue are as follows:

Date	Details	Number of options	Options exercisable at year end
24.12.10	Attaching options with 1:5 non-renounceable rights issue	199,006,544	20 December 2013
	Balance as at 30 June 2012	199,006,544	
	Balance as at 30 June 2013	199,006,544	

(e) Performance rights

Tyrian Diagnostics Limited has issued performance rights over ordinary shares. These performance rights are not listed on the Australian Stock Exchange. A summary of the performance rights on issue are as follows.

	Number of performance rights	Performance Rights vested at year end
Opening balance 1 July 2009	2,954,800	-
Rights granted during 2010 FY	-	
Rights converted to shares during 2010 FY	(858,319)	
Rights forfeited during 2010 FY	(725,845)	
Balance as at 1 July 2010	1,370,636	-
Rights granted during 2011 FY	39,820,064	
Rights converted to shares during 2011 FY	(4,644,090)	
Rights forfeited during 2011 FY	(3,971,774)	
Balance as at 30 June 2011	32,574,836	-
Rights forfeited during 2012FY	(32,574,836)	
Balance as at 30 June 2012	-	-
Balance as at 30 June 2013	-	-

15. Reserves and accumulated losses

	Consolidated	
	2013	2012
	\$	\$
(a) Reserves		
(i) Foreign currency translation reserve		
Opening balance 1 July	-	(171,015)
Reverse on deregistration/disposal of foreign subsidiaries	-	179,661
Net exchange differences on translation of foreign controlled entity	-	(8,646)
Closing balance 30 June	-	-
(ii) Option reserve		
Opening balance 1 July	98,921	98,921
	-	-
Options expensed/ (reversed)		
Closing balance 30 June	98,921	98,921
(iii) Performance rights reserve		
	Consolidated	
	2013	2012
	\$	\$
Opening balance 1 July	3,699,814	3,873,604
Performance rights (forfeited)/expensed	-	(173,790)
Closing balance 30 June	3,699,814	3,699,814
Total Reserves at balance date	3,798,735	3,798,735

Nature and purpose of reserve

(i) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are taken to the foreign currency translation reserve as described in Note 1(d).

(ii) Option reserve

The fair value of share based payments made to employees by the issue of options is recognised over the period the employees become entitled to those options, as described in Note 1(u).

(iii) Performance rights reserve

The fair value of share based payments made to employees by the issue of performance rights is recognised over the period the employees become entitled to shares, as described in Note 1(u).

	Consolidated	
	2013	2012
	\$	\$
(b) Accumulated losses		
Accumulated losses at the beginning of the financial year	(126,507,664)	(124,642,454)
Net loss attributable to members of Tyrian Diagnostics Limited	(132,360)	(1,865,210)
Accumulated losses at the end of the financial year	(126,640,024)	(126,507,664)

16. Loss per share

	Consolidated	
	2013	2012
	\$	\$
(a) Basic loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the company	0.000	0.002
Total loss per share attributable to the ordinary equity holders of the company	0.000	0.002
(b) Diluted loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the company	0.000	0.002
Total loss per share attributable to the ordinary equity holders of the company	0.000	0.002
(c) Reconciliations of loss used in calculating loss per share		
<i>Basic loss per share</i>		
Loss from continuing operations	(132,360)	(1,865,387)
Loss from discontinued earnings	-	177
Loss attributable to the ordinary equity holders of the company used in calculating basic loss per share	(132,360)	(1,865,210)
<i>Diluted loss per share</i>		
Loss from continuing operations	(132,360)	(1,865,387)
Loss from discontinued operations	-	177
Loss attributable to the ordinary equity holders of the company used in calculating diluted loss per share	(132,360)	(1,865,210)
(d) Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares used as the denominator in calculating basic loss per share and diluted loss per share	1,022,027,092	1,022,027,092
(e) Information concerning the classification of securities		

Options and performance rights

Options and performance rights are not considered to be potential ordinary shares, because their inclusion would have an anti-dilutive effect on the loss per share calculation. Options and rights have therefore been excluded from the determination of diluted loss per share. Details relating to options and performance rights excluded from these calculations are set out in note 18.

17. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of foreign exchange risk and aging analysis for credit risk.

Risk management is carried out by the Finance Department under policies approved by senior management in consultation with the Board.

(a) Market risk

(i) Foreign exchange risk

The Group and parent entity was not subject to any material foreign exchange risk in the 2013 and 2012 financial years.

(ii) Price risk

The Group and parent entity were not subject to any material price risk in the 2013 and 2012 financial years, including equities securities price risk and commodities price risk.

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(iii) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from cash on hand, the majority of which is held in various at-call deposits at variable rates and various short-term deposits with interest rates fixed for the terms of the deposit. During 2013 and 2012, the majority of the Group's cash on hand at variable rate was denominated in Australian dollars. As at the reporting date, the Group had the following variable rate cash on hand:

	30 June 2013		30 June 2012	
	Weighted Average Interest Rate %	Balance \$AU	Weighted Average Interest Rate %	Balance \$AU
Cash at bank	2.50	915,335	3.50	1,072,425

Sensitivity

The Group's main interest rate risk arises from cash on hand with variable interest rates. If interest rates had changed by +/- 100 basis points during 2013 with all other variables held constant, the 2013 post-tax loss would have been \$10,189 lower / \$9,774 higher for the Group (2012: \$12,819 lower/ \$6,930 higher) as a result of changes to interest income.

(b) Credit risk

The Group and parent entity was not subject to any material credit risk in the 2013 and 2012 financial years.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Due to the simple nature of the underlying businesses, and consistently negative cash flows from operations, the Group aims to simplify funding by minimising credit lines and investing surplus funds in very liquid deposits at call.

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on the remaining period between the reporting date and the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Fixed Interest maturing in:		Non-interest bearing	Total
	1 year or less	Over 1 to 2 years	1 year or less	
<i>Group - 2013</i>	\$	\$	\$	\$
Trade & other payables (Note 11)	-	-	57,568	57,568
	-	-	57,568	57,568
Weighted average interest rate	n/a	n/a	n/a	

	Fixed Interest maturing in:		Non-interest bearing	Total
	1 year or less	Over 1 to 2 years	1 year or less	
<i>Group - 2012</i>	\$	\$	\$	\$
Trade & other payables (Note 11)	-	-	59,804	59,804
Guarantees held over lease	-	-	(156,005)	(156,005)
	-	-	(96,201)	(96,201)
Weighted average interest rate	n/a	n/a	n/a	

(d) Fair value measurements

The fair value of financial assets and liabilities must be estimated for recognition and measurement or for disclosure purposes. The fair value of financial instruments that are not traded in an active market (for example investments in unlisted subsidiaries) is determined using valuation techniques.

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The net fair value of cash and cash equivalents and non-interest bearing monetary financial assets and financial liabilities of the Consolidated Entity approximates their carrying amounts.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

<i>At 30 June 2012</i>	Floating interest rate	Fixed interest maturing in 1 year or less	Non-interest bearing 1 year or less	Total
	\$	\$	\$	\$
Cash (Note 8)	500,000	-	109,004	609,004
Deposits at call (Note 8)	463,421	-	-	463,421
Security deposits (Note 9)	-	156,005	-	156,005
	<u>963,421</u>	<u>156,005</u>	<u>109,004</u>	<u>3,763,871</u>
Weighted average interest rate	3.50%	3.50%	n/a	

<i>At 30 June 2013</i>	Floating interest rate	Fixed interest maturing in 1 year or less	Non-interest bearing 1 year or less	Total
	\$	\$	\$	\$
Cash (Note 8)	295,909	-	-	295,909
Deposits at call (Note 8)	619,426	-	-	619,426
	<u>915,335</u>	<u>-</u>	<u>-</u>	<u>915,335</u>
Weighted average interest rate	2.50%	n/a	n/a	

The balance of interest bearing security deposits in 2012 represented a bank term deposit held as security for the Group's Sydney operating premises. As the maturity date of the deposit was less than one year, the deposit was classified in the 2012 accounts as current.

(e) Capital risk management

The Group's objectives when managing capital are to safeguard the ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

As the Group incurs net cash outflows from operations and has large accumulated losses, the primary method used to adjust its capital structure is the issue of new shares. The Group has determined that where possible it will issue ordinary shares, rather than issue hybrid forms of securities, so as to avoid any restrictions on its use of capital or commit to interest repayments.

18. Key management personnel disclosures

(a) Key management personnel compensation

	Consolidated	
	2013	2012
	\$	\$
Short-term employee benefits	105,000	487,356
Post-employment benefits	-	94,681
Termination benefits	-	732,155
Share-based payments	-	22,500
	<u>105,000</u>	<u>1,336,692</u>

Detailed remuneration disclosures are provided in sections A-C of the remuneration report on pages 6 to 15.

(b) Equity instrument disclosures relating to key management personnel

(i) Options and performance rights provided as remuneration and shares issued on exercise of such options and rights.

Details of performance rights provided as remuneration and shares issued on the exercise of such performance rights, together with terms and conditions of the performance rights, can be found in section D of the remuneration report.

(ii) Performance rights holdings

The number of performance rights held during the previous financial year by each director of Tyrian Diagnostics Limited and other key management personnel of the Group are set out below. No performance rights were held in 2013.

2012	Balance at the start of the year	Granted during the year as compensation	Converted to shares during the year	Expired during the year (vesting criteria not met)	Balance at the end of the year
<i>Directors of Tyrian Diagnostics Limited and Controlled Entities</i>					
Jenny Harry	11,072,529	-	-	(11,072,529)	-
<i>Other key management personnel of the Group</i>					
Lisa Jones	3,701,385	-	-	(3,701,385)	-
Robyn Lindner	4,476,660	-	-	(4,476,660)	-
Michelle Gow	4,199,682	-	-	(4,199,682)	-
Michael Vamos	3,068,822	-	-	(3,068,822)	-

There are no outstanding performance rights at 30 June 2012 or 30 June 2013.

(iv) Performance rights issued post 30 June 2013

Between 1 July 2013 and the date of this report no performance rights were issued.

(v) Share holdings

The numbers of ordinary shares in the company held during the financial year by each director of Tyrian Diagnostics Limited and other key management personnel of the Group, including their personally related parties, are set out on the following table. Shares were issued to the CEO and other key management personnel in lieu of cash bonuses as a direct measure to preserve the company's cash reserves.

2013	Balance at the start of the year	Received during the year on the conversion of performance rights	Other changes during the year	Balance at the end of the year
<i>Directors of Tyrian Diagnostics Limited and Controlled Entities</i>				
Roger Amos	8,166,086	-	-	8,166,086
Merilyn Sleigh	600,000	-	-	600,000
2012	Balance at the start of the year	Received during the year on the conversion of performance rights	Other changes during the year	Balance at the end of the year
<i>Directors of Tyrian Diagnostics Limited and Controlled Entities</i>				
Jenny Harry ¹	11,063,152	-	-	11,063,152
Roger Amos	3,458,512	-	4,707,574	8,166,086
Merilyn Sleigh	600,000	-	-	600,000
<i>Other key management personnel of the Group</i>				
Lisa Jones ¹	4,500,678	-	-	4,500,678
Robyn Lindner ¹	4,123,915	-	-	4,123,915
Michelle Gow ²	2,881,908	-	-	2,881,908
Michael Vamos ²	1,636,705	-	-	1,636,705

¹ "Balance at the end of the year" reflects Jenny Harry, Lisa Jones and Robyn Lindner's shareholding at their date of termination being 24 February 2012.

² "Balance at the end of the year" reflects Michelle Gow and Michael Vamos' shareholding at their date of termination being 24 November 2011.

(vi) Shares issued post 30 June 2013

Between 1 July 2013 and the date of this report, no shares were issued.

(c) Other transactions with key management personnel

In the year ended 30 June 2013 and in the previous financial year, there were no other transactions recorded with key management personnel.

19. Remuneration of auditors

Remuneration for audit or review of the financial reports of the Parent Entity or any entity in the Consolidated Entity:

	Consolidated	
	2013	2012
	\$	\$
Fees paid to PricewaterhouseCoopers Australian firm:		
Audit or review of financial reports of the entity or any entity in the Consolidated Entity	40,660	46,609
Total remuneration	40,660	46,609

20. Contingent liabilities

Guarantees

The Consolidated Entity had a contingent liability at 30 June 2012 in the form of a Guarantee given in respect of a lease for operating premises.

The guarantee given in respect of lease for operating premises amounted to \$156,005 and was covered by a security deposit (Note 9) held by the lessors. The Group met all payment obligations required by the lease agreement during the year and did not make any payment under the guarantee.

At the expiration of the lease agreement, the deposit held in respect of the lease was released and made available to the Group. No guarantees are outstanding at 30 June 2013.

21. Events occurring after the balance sheet date

No matter or circumstance has arisen since 30 June 2013 that has significantly affected, or may significantly affect:

- a) the Consolidated Entity's operations in future financial years, or
- b) the results of those operations in future financial years, or
- c) the Consolidated Entity's state of affairs in future financial years.

22. Commitments for future expenditure

(a) Operating leases

Commitments for minimum lease payments in relation to non-cancellable operating lease are payable as follows:

	Consolidated	
	2013	2012
	\$	\$
Within one year	-	151,181
Later than one year but not later than five years	-	-
Commitments not recognised in the financial statements	-	151,181

The Group leased premises in Sydney, Australia under a non-cancellable operating lease that expired on 31 December 2012. In 2012 the company recognised a provision for all future lease costs.

(b) Directors and Officers Liability Insurance

The company has previously entered into Deeds of Indemnity with its directors and officers. These Deeds require that the company maintain a specified level of Directors and Officers Insurance including for a period of seven years after termination of the Director or Officer. The company expenses insurance premiums incurred in providing this cover in the year of insurance.

23. Related parties

(a) Controlling entity

The ultimate Parent Entity in the wholly-owned group is Tyrian Diagnostics Limited, a company incorporated in New South Wales, Australia.

(b) Wholly owned group

The wholly owned group consists of Tyrian Diagnostics Limited and its wholly-owned controlled entities, as set out in note 24.

Transactions between Tyrian Diagnostics Limited and other entities in the wholly-owned group during the year ended 30 June 2012 consisted of:

- Loans advanced by Tyrian Diagnostics Limited
- Loans repaid to Tyrian Diagnostics Limited
- The provision of management services
- Outstanding liabilities paid by Tyrian Diagnostics Limited on behalf of subsidiaries

24. Investments in controlled entities

(a) Controlled entities

Name of entity	Country of incorporation	Class of shares	Equity Holding	
			2013	2012
			%	%
Proteome Systems Intellectual Property Pty Ltd	Australia	Ordinary	-	-
Proteome Systems Inc	USA	Ordinary	-	-
Eukarion Inc	USA	Ordinary	-	-

Proteome Systems Intellectual Property Pty Ltd was deregistered on 25 January 2012. Proteome Systems Inc was deregistered on 2 March 2012. Eukarion Inc was sold on 30 May 2012.

As at 30 June 2013 the Company had no investments in controlled entities.

25. Share-based payments

(a) Employee share option plan

The Employee Share Option Plan ("ESOP") was adopted in June 2001, pursuant to which Tyrian Diagnostics Limited may, at the discretion of the Board, grant options to purchase ordinary shares in Tyrian Diagnostics Limited to directors, employees, advisors and consultants of the consolidated entity.

The Options are issued for a term stated in the option agreement, not exceeding five years from the date of the grant and have an exercise price as determined by the Board. The Options are not quoted on the ASX.

At 30 June 2012 and 30 June 2013 there were no current or former staff members holding options granted under the ESOP.

(b) Performance Rights Share Plan

The 2004 Performance Rights Share Plan ("Plan") was established, pursuant to shareholder approval obtained at the Company's AGM in 2004. For further details, refer to the Remuneration Report in the Directors' Report.

The Performance Rights are not quoted on the ASX. During the financial year no Directors or staff members held performance rights, or were allocated shares pursuant to vested performance rights, issued under the Performance Share Plan. Performance rights granted under the Plan are subject to service vesting conditions

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and/or performance conditions as determined by the Board. Performance rights affecting remuneration in the current or future reporting periods were/are subject to service vesting conditions, and/or performance conditions including share price movement and other task-specific performance conditions. The applicable service vesting and performance conditions are set out in each letter of offer of performance rights. Shares are allocated pursuant to performance rights on satisfaction of the applicable conditions. Once allocated, shares are subject to restrictions on disposal as set out in the Plan Rules and as determined by the Board.

Performance rights do not confer any dividend or voting rights until shares are allocated pursuant to those performance rights upon satisfaction of any applicable conditions. No consideration was paid to the entity from employees on granting of the performance rights.

Details of performance rights affecting remuneration in the current or future periods are as follows:

	2013	Weighted average exercise price	2012	Weighted average exercise price
	Number of performance rights	\$	Number of performance rights	\$
Balance at beginning of year	Nil	Nil	32,574,836	Nil
Forfeited	Nil	Nil	(32,574,836)	Nil
Balance at end of year	Nil		Nil	
Vested at end of year	Nil	Nil	Nil	Nil

Performance rights do not carry any exercise price.

(i) Performance rights held at the beginning of the reporting period:

No performance rights were held by employees as at 1 July 2013.

(ii) Performance rights granted during the reporting period:

The company granted no performance rights during the reporting period.

(iii) Shares issued during the reporting period pursuant to satisfaction of vesting conditions of performance rights:

No shares were issued in respect of the conversion of performance rights during the year ended 30 June 2013 (2012: nil).

(iv) Performance rights forfeited during the reporting period pursuant to the failure of vesting conditions of rights:

No performance rights were forfeited during the year ended 30 June 2013 (2012: 32,574,836) due to the failure of performance or vesting conditions attached to the rights.

(v) Performance rights held at end of reporting period:

No performance rights were held by employees as at 30 June 2013.

(vi) Fair value of performance rights

The weighted average fair value of performance rights related to the year ended 30 June 2013 was \$nil as no performance rights were outstanding at that date.

(c) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of the employee benefits expense were as follows:

Tyrian Diagnostics Limited and its controlled entities
Notes to the Financial Statements continued
30 June 2013

	Consolidated	
	2013	2012
	\$	\$
Unvested performance rights forfeited	-	(173,790)
Directors fees	-	22,500
	-	(151,290)

26. Reconciliation of loss after income tax to net cash outflow from operating activities

	Consolidated	
	2013	2012
	\$	\$
Loss attributable to members	(132,360)	(1,865,210)
Depreciation and amortisation	-	20,086
Impairment of PPE & intangibles	-	119,765
Foreign currency translation reserve reversed upon deconsolidation	-	171,014
Directors fees expense – share based payments	-	22,500
Non-cash employee benefits expense – share-based payments	-	(173,790)
Net (gain) loss on sale of non-current assets	-	(19,021)
(Increase) decrease in trade debtors	-	258,087
(Increase) decrease in other receivables	-	186,779
(Increase) decrease in other operating assets	9,361	19,170
(Increase) decrease in prepayments	7,733	67,066
(Increase) decrease in other financial assets	116,667	-
Increase (Decrease) in trade & other creditors	(2,236)	(426,630)
Increase (Decrease) in deferred income	134,929	(333,734)
Increase (Decrease) in employee provisions	-	(325,550)
Increase (Decrease) in other provisions	(291,184)	107,856
Net cash outflow from operating activities	(157,090)	(2,171,612)

27. Parent entity financial information

(a) Summary financial information

	Parent	
	2013	2012
	\$	\$
Balance Sheet		
Current Assets	976,871	1,267,722
Total assets	976,871	1,267,722
Current liabilities	192,497	350,988
Total liabilities	192,497	350,988
<i>Shareholders' equity</i>		
Issued capital	123,625,663	123,625,663
Reserves – performance rights	3,699,814	3,699,814
- options reserve	98,921	98,921
Accumulated losses	(126,640,024)	(126,507,664)
	784,374	916,734
Loss for the year	132,360	1,865,210
Total comprehensive loss	132,360	1,865,210

(b) Guarantees entered into by the parent entity

	Parent	
	2013	2012
	\$	\$
Carrying amounts included in current liabilities	-	156,005
	-	156,005

Until 31 December 2012 the parent entity was required to hold a minimum level of cash and cash equivalents as a security deposit on a non-cancellable lease on operating premises in Sydney, Australia. The parent entity took out a new lease for three years commencing 1 January 2010.

(c) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2013.

(d) Contractual commitments for the acquisition of property, plant or equipment

The parent entity did not have any contractual commitments for the acquisition of property, plant or equipment as at 30 June 2013.

In the directors' opinion:

- (a) The financial statements and notes set out on pages 24 to 53 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2013 and of their performance, for the financial year ended on that date; and
- (b) There are reasonable grounds to believe that the company and consolidated entity will be able to pay their debts as and when they become due and payable, as discussed in Note 1 of the financial statements.

Note 1 (a) confirmed that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board,

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

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



Roger Amos
Director



Marilyn Sleigh
Director

Sydney
23 August 2013

Independent auditor's report to the members of Tyrian Diagnostics Limited

Report on the financial report

We have audited the accompanying financial report of Tyrian Diagnostics Limited (the company), which comprises the balance sheet as at 30 June 2013, the statement of comprehensive income, statement of changes in equity and cash flows statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for the Tyrian Diagnostics group (the consolidated entity). The consolidated entity comprises 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 is free from material misstatement, whether due to fraud or error. In Note 1(a), 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. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

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Independence

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

Auditor's opinion

In our opinion:

- (a) the financial report of Tyrian Diagnostics Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
- (b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1(a).

Report on the Remuneration Report

We have audited the remuneration report included in pages 8 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.

Auditor's opinion

In our opinion, the remuneration report of Tyrian Diagnostics Limited for the year ended 30 June 2013, complies with section 300A of the *Corporations Act 2001*.


PricewaterhouseCoopers


Michelle Chiang

Partner

Sydney

23 August 2013

The shareholder information below was applicable as at 6th September 2013.

A Distribution of equity securities

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

	Class of Equity Security	
	Shares	Options
1 – 1,000	34	18
1,001 – 5,000	174	26
5,001 – 10,000	103	17
10,001 – 100,000	324	59
100,000 and over	537	106
Total	1,172	226
Holders of less than a marketable parcel (\$500)	874	158

B Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest registered holders of shares are listed below. These include those shares that are held in escrow:

Name	Number held	Percentage of issued shares
J P MORGAN NOMINEES AUSTRALIA LIMITED	138,129,933	13.52%
CALAMA HOLDINGS PTY LTD	72,759,206	7.12%
CORPORATE PROPERTY SERVICES PTY LTD	30,800,000	3.01%
DINWOODIE INVESTMENTS PTY LTD	29,940,596	2.93%
ABDUL FIDA PTY LTD	25,000,000	2.45%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	24,929,195	2.44%
MR RICHARD WILLIAM WHITING AND MRS CATHERINE MARY WHITING	20,000,000	1.96%
TIGER DOMAINS PTY LTD	19,959,520	1.95%
EL CORONADO HOLDINGS LLC	15,000,000	1.47%
LOCANTRO SPECULATIVE INVESTMENTS LIMITED	15,000,000	1.47%
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	14,581,873	1.43%
KURRABA INVESTMENTS PTY LTD	12,124,115	1.19%
MS LIESL ANNE COUNTER	11,250,000	1.10%
FRANCIS XAVIER PARNIS	10,000,000	0.98%
JENNY LEE HARRY	9,480,574	0.93%
KANGSAV PTY LIMITED	8,368,182	0.82%
MR ROGER AMOS	8,166,086	0.80%
MR CARLO DE GRAZIA	8,158,191	0.80%
ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD	7,978,496	0.78%
MR ANGELO TROLIO	7,550,000	0.74%

The names of the twenty largest registered holders of options are listed below. These include those options that are held in escrow:

Name	Number held	Percentage of issued options
LOCANTRO SPECULATIVE INVESTMENTS LTD	15,000,000	7.54%
J P MORGAN NOMINEES AUSTRALIA	13,812,994	6.94%
MS SIHOL MARITO GULTOM	13,000,000	6.53%
COLBERN FIDUCIARY NOMINEES PTY LTD	10,331,748	5.19%
ZIN PTY LTD	10,280,524	5.17%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	10,105,304	5.08%
NEXT WAVE ENTERPRISES PTY LTD	8,000,000	4.02%
MISS ALMUT WINTER	6,900,000	3.47%
MR BRIAN LEE + MRS AUDREY LEE	6,000,000	3.01%
MR ALFREDO VARELA	6,000,000	3.01%
MR JOHANNES PETRUS JOSEF DE VETTEN + MRS	5,900,000	2.96%

Shareholder Information

JACQUELINE DE VETTEN + MISS CAROL LEE-ANN SIMEON		
MR EDWARD JOHN HYNES	4,132,699	2.08%
MR PAUL DUREY	4,057,849	2.04%
LAWRENCE CROWE CONSULTING PTY LTD	4,000,000	2.01%
MR JOHANNES PETRUS JOSEF DE VETTEN + MRS JACQUELINE DE VETTEN	3,900,000	1.96%
MRS YIN LENG JANE KWAN	3,723,497	1.87%
MRS ANTONELLA MCGLINN	3,400,000	1.71%
MR NICHOLAS JOHN RUSHTON	3,200,000	1.61%
MR EDMOND HUYNH	2,500,000	1.26%
M & S BROOKE PTY LTD	2,499,951	1.26%

The company has no unquoted equity securities.

C Substantial shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are as follows:

Shareholder	Number of shares held	Percentage of issued shares ³
MM Asset Management Holdings LLC ¹	157,879,432	15.45%
Calama Holdings Pty Ltd ²	72,389,206	7.08%

¹ Number of shares as advised in the notice dated 22 March 2012 provided to the company by the shareholder.

² Number of shares as advised in the notice dated 18 December 2012 provided to the company by the shareholder.

³ Calculated as the "Number of shares held" as a percentage of the total issued shares as at 6 September 2013, being 1,022,027,092.

D Voting rights

All ordinary shares (whether or not fully paid) carry one vote per share without restriction.