



***SomnoMed***<sup>®</sup>

*The Leader In COAT*<sup>™</sup>  
(Continuous Open Airway Therapy)

Restful Nights. Refreshing Days.

2015 ANNUAL REPORT

## TABLE OF CONTENTS

1	Executive Chairman's Report
5	Directors' Report
17	Financial Reports
51	Auditor's Report
54	Additional Information

# SOMNOMED LIMITED

## EXECUTIVE CHAIRMAN'S REPORT

Dear SomnoMed Shareholder,

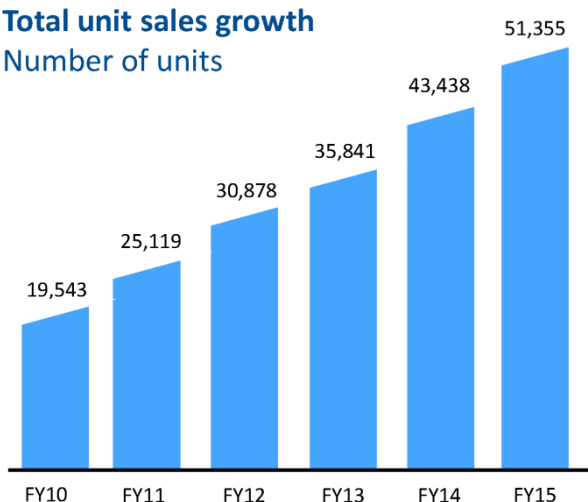
It is with pleasure that we present to you our annual report for the financial year 2014/15.

### BUSINESS OVERVIEW

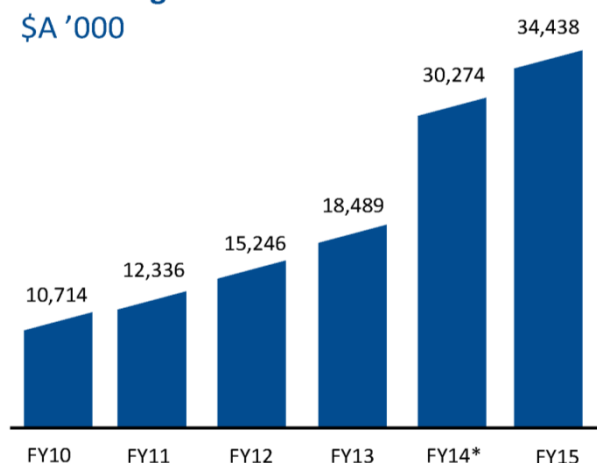
The financial year 2014/15 finished with total sales of 51,355 MAS units, 18.2% higher than in the previous year. The year finished on a positive note with growth of 21.2% in Q4, after an unexpected drop in sales in Q3, due to inclement weather in the North East of the USA and Canada.

New sales records were reached during the year in all three geographic regions. US direct sales grew by 23.7% during the past financial year, reflecting the impact of new products which were launched during the year and the positive impact of our various medical initiatives. European sales grew by 17.3%, with 6 new markets (Finland, UK, Ireland, Spain, Portugal and Italy) entered during the year. Some of these new markets needed more time than expected to achieve regulatory approvals, hire competent staff and therefore commence operations. During the second half of 2014/15 launch operations were completed in all the new European markets and expectations are that those markets will follow the positive trends seen in the “emerging markets” of Norway and Belgium, which were opened about two years ago. Sales volume grew in the APAC region by 13.6%. The majority of APAC sales are concentrated in Australia, where growth was 9.6% for the year, reflecting some limitations due to the lack of reimbursement for COAT™. Other countries in the APAC region include Japan, where sales grew by 30.7%, South Korea with sales growth of 34% achieved and South East Asia, where sales increased by 35.1% during the year.

**Total unit sales growth**  
Number of units



**Revenue growth**  
\$A '000



Volume growth +18.2% year on year ( Q1 +20.3%, Q2 +21.8% , Q3 +9.6% and Q4 +21.2% ).

\* Restated FY14 and FY15 revenues include non device dental service and managed care fees received from insurers and contractually controlled by SomnoMed.

The expansion of our product line, combined with the geographic expansion which took place over the last two years, has proven to be successful. Sales trends in all regions are positive and augur well for the financial year 2016.

During the year FDA approvals were granted for our new DentiTrac™ compliance control system and for the new SomnoDent Herbst Advance™, SomnoDent® Air and Air+® and SomnoDent Fusion™ devices.

We entered six new countries, increased our share in our French company from 65% to 93% through the capitalization of loans and in June 2015 the restructuring of the loss-generating French operation was completed. The geographic split of our business unit sales has not changed significantly year on year. North America's share grew by 1% to 54% of total sales, Europe remained at 36% and APAC reduced slightly to 10%.

The average net sales price of our SomnoDent® devices was \$607, which was \$32 lower than in the previous year, reflecting the quick uptake of our new mid-price products in the US. Gross margin generated on the sale of SomnoDent® devices during the financial year increased from 67% to 68%, underlining an ability to achieve a similar gross margin on mid-price products achieved on the Signature-line of products. Expected volume increases in the financial year 2016 and beyond should allow the Company to maintain or improve on the gross margin achieved in 2014/15.

## **SOMNOMED LIMITED**

### **EXECUTIVE CHAIRMAN'S REPORT (CONTINUED)**

Insurance contracts recently entered into by SomnoMed in the US, Holland and Germany indicate a positive shift in the reimbursement landscape and an emerging managed care business, which should allow the company to generate margins and net income from non-device revenues in the future. SomnoMed has historically recognized such revenue on a net basis only and not on the full proceeds received from the insurer. As a result of its medical initiative, insurers are requesting SomnoMed to provide the services for a full treatment process of a patient, whereby medical insurers fully outsource this treatment to SomnoMed. In such cases SomnoMed receives revenue for supplying the treatment package consisting of a COAT™ device, dental service fee for initial consultation, fitting the SomnoDent® device, a follow up dental visit and full patient management and at the same time incurs additional expenditure in generating that revenue.

During the year SomnoMed also entered into additional contracts with insurers in the US, Holland and Germany. These contracts are different to those previously entered into, as they give SomnoMed control and responsibility for the treatment package, including the dental service fee and an income for the management of patients. This, we believe, is an expression of the increasing desire of insurers to use COAT™ but at the same time seek a fixed price commitment, covering the total treatment, instead of dealing with a growing number of dentists charging a wide range of prices for the provision of an MAS device.

In July 2015 SomnoMed acquired the remaining of 50% of SMH Biomaterial AG, the owner of our proprietary B-Flex lining material. Two new materials have been developed during the year and will undergo extensive testing during the first half of the financial year 2016 and are likely to be submitted to the FDA in the second half of the year.

#### **FINANCIAL RESULTS**

Pre-tax profits grew by 84.9% in the financial year 2015 to \$747,000 and profits after tax increased by 47.1% to \$597,000. SomnoMed finished the year with a cash balance of \$8.3 million and is confident of having sufficient cash reserves to continue with its on-going expansion in the upcoming year.

During the year total non-device revenues exceeded \$5 million. Revenues of \$34.44 million were generated for 2014/15, against restated revenues of \$30.27 million in the previous year, representing a growth year on year of 14%. MAS revenues were 84% of the total revenues in 2014/15 (2013/14 - 83.0%). The directors believe reflecting revenues on a gross basis will result in providing more relevant and reliable financial reporting, given the changing nature of the company's business. Prior period revenues and cost of goods sold have been adjusted and restated to be consistent with the current year's revenue recognition treatment based on the terms of the contracts with insurers.

SomnoMed generated an EBITDA of \$870,000 (as adjusted) in 2014/15, 17.1% below the \$1.05 million generated in the previous year. Factors influencing the result were a 2,000 to 3,000 gap in Q3 unit sales, following the closure of dental practices during several winter storms and generally adverse conditions in January and February in the US and Canada. The loss of margin attributable to this was in the order of \$850,000 to \$1.25 million. Also impacting on the result were significant increases in regional sales & marketing and finance & administration expenses. These were linked to the expansion into new markets, the strengthening of our sales forces and marketing departments and costs relating to the launch of several new products during the year. Over the last two years executives and staff employed in marketing and sales departments in our regions grew from just 17 people to 48. This expansion is now complete with future growth in volume and revenues expected to grow at a significantly greater rate than the sales and marketing and other administration and corporate expenses.

#### **PRODUCT DEVELOPMENT & GLOBAL PRODUCTION**

During the financial year we strengthened our product development department. Several projects involving the development of new products, new proprietary materials and components were undertaken. The mission of all our product developments is to continue our leadership position in our industry through the quality of our products, SomnoMed seeks to maintain a competitive lead in patient comfort, which is the key to patient compliance. Other benefits from this development are product durability, which determines the economic value of the product for patients and insurers, and a perfect, easy fit, which results in much shorter chair times for dentists fitting the product, having a direct impact on the time cost a dental practitioner needs to recover from treating an OSA patient.

## **SOMNOMED LIMITED**

### **EXECUTIVE CHAIRMAN'S REPORT (CONTINUED)**

Good progress was made in each of the above areas. Three new products were launched in the financial year as a direct result of the work carried out in 2013/14 and the previous financial year. SomnoDent Fusion™ was launched globally during the first half of the financial year, offering a slimmer device to patients, a longer titration and a patented titration system, which combines a traditional screw with exchangeable wings. This allows easier adjustments and avoids expensive resets. Also during the first half of the financial year SomnoDent Herbst Advance™ was approved by the FDA and launched into the US market. SomnoMed has lodged patents for this device, which is widely used in the US and affords dental practitioners an easier and more precise titration adjustment than previous versions of this device. SomnoMed also developed two new mid-price devices – SomnoDent® Air and Air+, which address the volume market of lower price devices in the US. The aim was to introduce a SomnoMed quality device at an advantageous price to the wide market of largely unregulated, uncontrolled devices made by a large number of small dental laboratories.

Global Production managed the growth in volume well and our plant underwent an expansion program, increasing the production space and doubling our capacity to over 100,000 units per annum. All work and fit out were completed on time and budget by the end of 2014. As a result of the geographic expansion of our SomnoMed's business we now operate out of 16 centres throughout the world which function as logistic hubs and service centres, enabling us to directly support to our dental practitioners and deliver fast and high quality service to our patients.

#### **RESEARCH**

Clinical tests with the DentiTrac™ Compliance Control system commenced during the financial year in Australia, Japan, Norway, Sweden, Belgium and Holland, whilst testing in the US commenced after DentiTrac's FDA approval, which was received at the end of the financial year.

First results confirm a very high level of compliance. SomnoDent® patients use their device for an average of 7.4 hours per night, compared to the usual compliance rate of around 4 – 5 hours for CPAP. Using the CPAP definition of compliance – a minimum of four hours per night in minimum of 21 nights per month – SomnoDent® compliance is around 94%, well above the compliance rate of 60 – 70% quoted by CPAP makers. On an all-night/every night basis, which is the appropriate way to measure compliance in treatment of chronic diseases, SomnoDent's compliance was 84%.

Other clinical research projects are currently underway in Australia, Belgium and Norway.

#### **CORPORATE**

SomnoMed takes pride in controlling its corporate overheads tightly in order to maximize the flow of funds to our marketing and sales operations in our markets around the world.

For three years the role of Chairman and CEO has been combined. This offers cost advantages to our company but is not consistent with our governance policies, which expect these roles to be separated. The board is considering steps to rectify this in the future.

During the year, the board of directors held 14 meetings, which were attended by all directors. The board currently only consists of three members. Given the fact that 90% of SomnoMed's business takes place outside Australia, the board believes that additional directors should be appointed in the future who reside in our core markets – the US and Europe.

#### **THE FUTURE**

The acceptance of COAT™ as a medically effective, patient friendly and more compliant treatment alternative to CPAP is constantly rising around the world. This is driven by medical specialists, who are increasingly concerned with the level of compliance achieved with CPAP and the good results shown in an increasing number of published medical studies. Ongoing education and communication with the medical community are essential to continue driving acceptance and increasing the referral rates from medical practitioners. Of great importance are SomnoMed's programs to build a bridge between medical specialists and dentists educated in sleep medicine. Our network of medical and dental specialists working with our company and our products is constantly growing around the world.

Another driver is the interest of health insurers to achieve better outcomes at a lower treatment cost. SomnoDent® is a very durable product, which comes with a comprehensive warranty of three years or more. Where a SomnoDent® is prescribed, cost to the insurer is limited to the upfront cost, whereas CPAP entails ongoing costs to replace masks and parts of the CPAP system. Indications are that significant treatment cost savings can be achieved over a period of five years using SomnoDent® instead of CPAP.

**SOMNOMED LIMITED**  
**EXECUTIVE CHAIRMAN'S REPORT (CONTINUED)**

Potentially the most important driver is the desire of many diagnosed patients rejecting CPAP to find an effective treatment alternative. Social media is empowering patients in a way which is without parallel in medicine. Patients are actively looking into treatment options for the particular condition for which they have been diagnosed and are increasingly asking their practitioners to be prescribed with certain products. To strengthen our communication with patients, SomnoMed has launched a new website and has increased its presence in social media during the last financial year.

All trends are pointing to continued strong growth for our company in the future. Directors and management are confident that past growth will continue for years ahead. For the financial year 2016 we have given a guidance of a volume growth of 20% with sales exceeding 62,000 units. Revenues are expected to increase to \$42 million, resulting in an expected group EBITDA being achieved of \$3.0 million.

I would like to take this opportunity to thank all our staff of more than 300 employees, our executives around the world and our directors for the dedication and hard work during the last financial year. Building and managing a fast growing and complex business is demanding on all people working in our company.

I would also like to thank you, our shareholders, for your ongoing support and trust. The broadening of our shareholder base and the increasing interest from more and more institutional shareholders is a great sign of the confidence investors share in the future of COAT™ and SomnoMed's ability to defend and further build its global leadership position in this market. I hope that the significant increase in our company's value achieved in 2014/15 offers some reward to all of you and that we will be able to achieve significant increases in the value of our stock for many years to come.

Yours sincerely



Dr Peter Neustadt  
Executive Chairman and CEO

**SOMNOMED LIMITED**  
ACN 003255221  
**DIRECTORS' REPORT**

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

**Directors**

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

Peter Neustadt

Robert Scherini

Lee Ausburn

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

**Principal Activity**

The principal activity of the Consolidated Entity during the financial year was the commercialisation of the SomnoDent<sup>®</sup> MAS and other oral devices for sleep related disorders in Australia and overseas.

There were no significant changes in the nature of the Consolidated Entity's principal activities during the financial year.

**Operating Results**

The profit of the Consolidated Entity amounted to \$533,761 (2014: \$214,956). A more detailed review of the operations is contained on pages 1 to 4 of the Annual Report, which accompanies this Directors' Report.

**Dividends Paid or Recommended**

There are no dividends paid, declared or recommended for the year ended 30 June 2015 (2014: Nil).

**Significant Changes in State of Affairs**

Other than as stated in the accompanying Executive Chairman's Report and financial report, there were no significant changes in the state of affairs of the Company during the reporting year.

**After Balance Date Events**

The directors have not become aware of any matter or circumstance that has arisen since the end of the year to the date of this report that has significantly affected or may affect:

(i) The operations of the Company and the entities that it controls

(ii) The results of those operations

(iii) The state of affairs of the Company in subsequent years, other than:-

SomnoMed Limited reached an agreement with its co-shareholder in its subsidiary, SMH Biomaterial AG, Mr. Konrad Hofmann, to acquire the outstanding 50% holding in the company on 31st July 2015. The purchase price for the 50% holding in SMH Biomaterial AG amounts to 540,000 EUR. SomnoMed Limited paid 340,000 EUR (A\$519,243) in cash and 200,000 EUR (A\$301,569) in SomnoMed Limited shares, which were issued at the weighted average market price of the shares during the three months prior to completion.

**Future Developments**

The Company will continue to produce and sell devices for the oral treatment of sleep related disorders in Australia and overseas.

# **SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)**

## **Directors**

### **Peter Neustadt**

#### **Executive Chairman, CEO and Member of the Audit Committee**

Dr. Peter Neustadt, born in Germany, studied in Switzerland at St.Gall Graduate School for Business & Economics, where he earned a Master in Economics (lic.oec.HSG) and Doctorate in Business Administration (Dr.oec). He worked for McKinsey & Company based in Switzerland and in Mexico.

Dr Neustadt moved to Australia and joined Kerry Packer in 1980 as a member of the executive board of Consolidated Press Holdings. He was Executive Chairman and principal shareholder in diverse media group Communications & Entertainment Limited until 1987. He founded and managed resort and property group Cypress Lakes Group Limited and The Golden Door group of companies until the end of 2005. Dr Neustadt also served on the board of Channel Ten, Advance Bank, Trafalgar Properties Limited and Manboom Pty Ltd.

From February 2010 to August 2014 he chaired Australian financial services company and mortgage aggregator Vow Financial and negotiated the takeover of the company by Yellow Brick Road Limited. The transaction completed at the end of August 2014. He also serves as director on the board of private companies in Australia and in Europe.

### **Robert Scherini**

#### **Non-Executive Director, Chairman of the Audit Committee**

Rob is a past Managing Director for Johnson & Johnson Medical Australia/NZ and has held senior management positions both locally and internationally. He was posted for a number of years in J&J's European headquarters in Brussels before returning to Australia where he was directly responsible for J&J's medical device business in Australia and New Zealand as well as responsibilities across the APAC region. He has a strong track record of growing businesses and brings to the Board a wealth of experience in Sales & Marketing, Business Development, Finance, Operations and Supply, Legal, Human Resources and Information Technology.

Rob has a bachelor's degree in Business and is a Certified Practising Accountant (CPA). He was a Member of the Board of the Medical Technology Association of Australia (MTAA) for nine years. He has been a strong advocate of Human Resources Strategy and was recognised as Best HR Champion at the 2004 Australian HR Awards. In 2007 was awarded a Rotary International Fellowship for his assistance to the community.

More recently Rob has devoted his time to consulting and mentoring. He is a senior advisor for a healthcare consultancy focused on Asia Pacific and a member of the Board of a large privately owned medical device company.

### **Lee Ausburn**

#### **Non-Executive Director, M.Pharm., B.Pharm., Dip.Hosp.Pharm. (University of Sydney), GAICD**

Lee has had a long career in the health industry, beginning as a pharmacist before joining Merck and Co. Inc., a global pharmaceutical company. She progressed through a range of roles, beginning in marketing in Australia and was ultimately Vice President, Asia Merck & Co. Inc. responsible for the general management of Merck organisations and their products across Asia. During this time, Lee successfully built businesses in a number of countries, often from the very beginning, planned and launched new products, liaised with regulatory authorities and government agencies and was responsible for the management teams building Merck's business in that part of the world. After leaving Merck in 2008, she has taken on a number of non-executive director roles.

She is a non-executive director of Australian Pharmaceutical Industries (API) Ltd, which distributes pharmaceuticals to pharmacies across Australia. API also has retail pharmacy operations through Priceline stores. She is also a non-executive director of nib holdings ltd, a health insurer.

Lee is currently President of the Pharmacy Faculty Foundation, University of Sydney. Previously she was a board member of the NSW Clinical Excellence Commission (CEC) and NSW Agency for Innovation (ACI).

### **Company Secretary**

#### **Terence Flitcroft B Comm CA SF FIN**

Terence has been Company Secretary since 1995.

Terence is a Chartered Accountant with broad commercial and financial experience and has acted as director and company secretary for a number of private and public companies.



## SOMNOMED LIMITED

### DIRECTORS' REPORT (CONTINUED)

#### Board Member's Directorships

Listed below are details of other listed public company directorships held by Board Members over the last three years.

Director	Directorship of	Date Appointed	Date Resigned
Peter Neustadt	No other listed public company directorship	-	-
Robert Scherini	No other listed public company directorship	-	-
Lee Ausburn	Australian Pharmaceutical Industries Ltd	7 October 2008	Current
	nib holdings ltd	13 November 2013	Current

#### Directors' Interests in Securities

As at the date of this report, details of Directors who hold shares or options in the Company for their own benefit or who have an interest in holdings through a third party are detailed below.

Director	Shares	Options over Ordinary Shares
Peter Neustadt *	3,702,023	575,000
Robert Scherini	80,000	-
Lee Ausburn	73,999	50,000

\* Held by entities associated with the Director and in which he has a financial interest

#### Meetings of Directors

The number of meetings of the Company's Board of Directors and each board committee held during the year to 30 June 2015 and the number of meetings attended by each director were:

	DIRECTORS' MEETINGS		COMMITTEE MEETINGS			
			AUDIT COMMITTEE		REMUNERATION COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
Peter Neustadt	14	14	2	2	1	1
Robert Scherini	14	14	2	2	2	2
Lee Ausburn	14	14	-	-	2	2

## **SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)**

### **Indemnifying Directors or Officers**

Each Director has entered into a Deed with the Company under which the Director is given access to documentation and in addition is:

- indemnified by the Company to the full extent permitted by law against all liabilities sustained or incurred through acting as a Director (under the Corporations Act the indemnity does not extend to a liability owed to the Company or its related bodies corporate, or which arises out of conduct involving a lack of good faith, or is for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act);
- indemnified by the Company to the full extent permitted by law against legal costs and expenses incurred in defending an action for a liability incurred as an officer of the Company (under the Corporations Act the indemnity does not extend to costs incurred in circumstances where the Director is found to have a liability for which the Director cannot be indemnified, or costs of defending or resisting criminal proceedings in which the Director is found guilty or defending proceedings brought by ASIC or a liquidator for a court order where the court holds that the grounds for making the order are established, or costs of proceedings seeking relief for the Director under the Corporations Act where the court denies relief);
- entitled to a loan to meet the costs of defending or responding to any such claim or proceeding; and
- entitled to have the Company maintain and pay premiums in respect of directors' and officers' insurance. Premiums paid in respect of this insurance were \$31,967.

### **Corporate Governance**

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of SomnoMed Limited support and have adhered to key principles of corporate governance.

Please refer to the Corporate Governance Statement of SomnoMed Limited on our website for more information <http://aus.somnomed.com/investor-centre/corporate-governance>.

### **Environmental regulations**

The Company's operations are not materially affected by environmental regulations.

### **Proceedings on Behalf of Company**

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

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

## SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

### Options

At the date of this report the unissued ordinary shares of SomnoMed Limited under option are as follows:

Grant Dates	Date of Expiry	Exercise Price	Number under Option
26 October 2012	31 October 2015	\$0.87	110,000
21 November 2012	31 October 2015	\$0.87	175,000
21 November 2012	5 November 2015	\$0.92	200,000
22 November 2013	31 October 2016	\$1.23	200,000
2 December 2014	31 October 2017	\$2.35	250,000
			<b>935,000</b>

In addition to the above 935,000 options, a total of 2,988,500 shares issued by the Company pursuant to the Company's Executive Share and Option Plan have been treated as share based payments (exercise price equals issue price) in the accounts accompanying this Directors' Report, in accordance with the Company's accounting policies and Australian Accounting Standards. (refer Note 16 to the accompanying accounts)

No options were granted over unissued shares during or since the end of the financial year by the Company to directors or any of the specified officers as part of their remuneration, other than:

Option holder	Exercise price	Options
P Neustadt Holdings Pty Limited*	\$2.35	250,000
		<b>250,000</b>

\* P Neustadt Holdings Pty Limited is a company associated with Dr Peter Neustadt.

A total of 95,000 options have been exercised since the end of the end of the last financial year.

A total of 25,000 options expired or lapsed since the end of the previous financial year, which were not reported in the previous year's Directors' Report.

No person entitled to exercise the option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

# SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

## REMUNERATION REPORT

This report details the nature and amount of remuneration for each director of SomnoMed Limited and for the executives receiving the highest remuneration.

### Remuneration Policy

The remuneration policy of SomnoMed Limited has been designed to align director and executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Consolidated Entity's financial results. The board of SomnoMed Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives and directors to run and manage the Consolidated Entity, as well as create goal congruence between directors, executives and shareholders.

The following table shows the gross revenue and results for the last four years for the listed entity, as well as the share price at the end of the respective financial years.

	2011	2012	2013	2014	2015
Revenue	\$12,606,497	\$15,453,116	\$18,581,690	\$30,274,596	\$34,437,903
Net profit	\$739,537	\$699,745	\$704,675	\$214,956	\$533,761
Share price at year end	\$1.25	\$0.88	\$0.91	\$1.46	\$2.65
Earnings per share (cents)	1.80	1.28	1.39	0.95	1.26

The board's policy for determining the nature and amount of remuneration for board members and senior executives of the Consolidated Entity is as follows:

The remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed by the remuneration committee, which currently is the entire board. All executives receive a total remuneration package, which may include a base salary (commensurate with their expertise and experience), superannuation, fringe benefits, options and performance incentives. The remuneration committee reviews executive packages annually by reference to the Consolidated Entity's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.

The performance of executives is measured with each executive and is based predominantly on the forecast growth of the Company's financial performance and shareholders' value. All bonuses and incentives must be linked to predetermined performance criteria. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

Executives are also entitled to participate in the employee option arrangements.

Senior executives receive a superannuation guarantee contribution required by the government, which is currently 9.5%, and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to directors and executives is valued at the cost to the Company and expensed. Options are valued using the Black Scholes methodology.

The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The remuneration committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Fees for non-executive directors are not linked to the performance of the Consolidated Entity. However, to align directors' interests with shareholder interests, the directors hold options in the Company.

### Performance Based Remuneration

As part of senior executives' remuneration packages there is a performance-based component, consisting of key performance indicators (KPIs). The intention of this program is to facilitate goal congruence between executives with that of the business and shareholders. The KPIs are set annually, with a certain level of consultation with executives. The measures are specifically tailored to the areas each executive is involved in and has a level of control over. The KPIs target areas the board believes will improve the performance of the Company, covering financial and non-financial as well as short- and long-term goals. The level set for each KPI is based on budgeted figures for the group.

## SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

Performance in relation to the KPIs is assessed annually, with bonuses being awarded depending on the KPIs achieved. Following the assessment, the KPIs are reviewed by the Remuneration Committee in light of the desired and actual outcomes, and their efficiency is assessed in relation to the group's goals and shareholder wealth, before the KPIs are set for the following year.

In determining whether or not a KPI has been achieved, SomnoMed Limited bases the assessment on audited figures where appropriate.

### Company Performance, Shareholder Wealth and Directors' and Executives' Remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders and directors and executives. There have been two methods applied in achieving this aim, the first being a performance based bonus based on key performance indicators, and the second being the issue of options to directors and executives to encourage the alignment of personal and shareholder interests. The Company believes this policy should be effective in increasing shareholder wealth over the medium term.

The board will review its remuneration policy annually to ensure it is effective.

### Performance Income as a proportion of Total Remuneration

Senior executives are paid performance based bonuses based on a proportion of their total remuneration package. The remuneration committee has set these bonuses to encourage achievement of specific goals that have been given a high level of importance in relation to the future growth and financial performance of the Consolidated Entity. The remuneration committee will review the performance bonuses to gauge their effectiveness against achievement of the set goals, and adjust future years' incentives as they see fit, to ensure use of the most cost effective and efficient methods.

Except for the Chairman and CEO, all senior executives' remuneration for the year ended 30 June 2015 had a fixed component and a variable component of their overall remuneration, with the variable part of their remuneration paid subject to a performance condition.

### Options issued as part of remuneration for the year ended 30 June 2015

During the year, options were issued to Chairman and CEO as part of his remuneration. The options are not issued based on performance criteria, but are from time to time issued to directors and executives of SomnoMed Limited and its subsidiaries to increase long term goal congruence between executives, directors and shareholders.

Company Directors/ Executives	Granted Number	Grant Date	Value per Option at Grant Date	Exercise Price	Earliest Exercise Date	Last Exercise Date
P Neustadt Holdings Pty Limited *	250,000	26 November 2014	87.22 cents	\$2.35	30 June 2015	31 October 2017

\*Issued to P Neustadt Holdings Pty Limited is a company associated with Dr Peter Neustadt.

### Employment Contracts of Directors and Senior Executives

The employment conditions of specified executives are formalised in contracts of employment or its wholly owned subsidiary, with the exception of the Chairman and CEO. All executives other than the Chairman and CEO are permanent employees of SomnoMed. No contract is for a fixed term. Each contract states it can be terminated by the Company by giving up to six months' notice and by paying a redundancy of between three to six months.

## SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

### Directors' remuneration

The following table discloses the remuneration of Directors of the Company for the year ended 30 June 2015, as specified for disclosure by AASB 124. The information contained in this table is audited.

Director	Short-term Benefits		Post- Employment Benefits	Long-term Benefits		Total \$
	Salary & Fees \$	Other \$	Superannuation \$	Termination Benefits \$	Equity Settled Share Based Payment	
Peter Neustadt (1)						
-2014	370,000	-	-	-	40,463	410,463
-2015	520,000	-	-	-	79,239	599,239
Robert Scherini						
- 2014	54,500	-	-	-	6,973	61,473
- 2015	54,500	-	-	-	-	54,500
Lee Ausburn (2)						
- 2014	54,500	-	-	-	6,973	61,473
- 2015	54,500	-	-	-	-	54,500
<b>TOTAL 2014</b>	<b>479,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>54,409</b>	<b>533,409</b>
<b>TOTAL 2015</b>	<b>629,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>79,239</b>	<b>708,239</b>

(1) Dr Neustadt is a director of Belgove Pty Limited, which received consultancy fees during this and the previous year.

(2) Ms Ausburn is a director of Leedoc Pty Limited, which received consultancy fees during the year.

(3) No Director receives any performance related remuneration.

### Shareholdings

Number of Shares held by Key Management Personnel, including shares held by associated entities

	Balance 1.7.14	Issued	Exercise of Options	Balance 30.6.15
Peter Neustadt	3,496,023	206,000	-	3,702,023
Lee Ausburn	19,499	54,500	-	73,999
Robert Scherini	10,000	20,000	50,000	80,000
Kien Nguyen <sup>(3)</sup>	300,000	400,000	-	700,000
Christopher Bedford <sup>(1)</sup>	265,000	60,000	-	325,000
Neil Verdal-Austin <sup>(2)</sup>	875,000	160,000	-	1,035,000
	4,965,522	900,500	50,000	5,916,022
Less shares issued under the Employee Share Trust Plan <sup>(1), (2) &amp; (3)</sup>	(1,290,000)	(600,000)	-	(1,890,000)
	3,675,522	300,500	50,000	4,026,022

(1) 50,000 (2014: 90,000) shares issued by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 29(d)). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(2) 150,000 (2014: 275,000) shares issued by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 29(d)). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

(3) 400,000 (2014: 300,000) shares issued by the Company utilising funds advanced by the Company to purchase these shares pursuant to the Company's Executive Share and Option Plan (refer Note 29(d)). These shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards.

## SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

### Options and Rights Holdings

#### Number of options held by Key Management Personnel, including options held by associated entities

	Balance 1.7.14	Granted as Remuneration/ (Exercised or Lapsed/Expired)	Balance 30.6.15	Total Vested 30.6.15	Total Exercisable	Total Un-exercisable
Peter Neustadt <sup>(1)</sup>	325,000	250,000	575,000	575,000	325,000	250,000
Robert Scherini	50,000	(50,000)	-	-	-	-
Lee Ausburn	50,000	-	50,000	50,000	50,000	-
Kien Nguyen	200,000	-	200,000	200,000	200,000	-
Martin Weiland	35,000	(35,000)	(35,000)	-	-	-
<b>Total</b>	<b>660,000</b>	<b>165,000</b>	<b>825,000</b>	<b>825,000</b>	<b>575,000</b>	<b>250,000</b>
Issued shares treated as options in these accounts (refer table above and Note 16)						
Kien Nguyen	300,000	400,000	700,000	-	-	-
Neil Verdal-Austin	725,000	150,000	875,000	575,000	575,000	-
Christopher Bedford	265,000	50,000	315,000	225,000	225,000	-
Martin Weiland <sup>(2)</sup>	100,000	125,000	225,000	-	-	-
<b>Total</b>	<b>2,050,000</b>	<b>890,000</b>	<b>2,940,000</b>	<b>1,625,000</b>	<b>1,375,000</b>	<b>250,000</b>

(1) Held by Belgove Pty Limited or its nominee, a company associated with Dr Peter Neustadt

## SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

### Executives' remuneration

The following table discloses the remuneration of the specified executives of the company and the Consolidated Entity for the year ended 30 June 2015, as specified for disclosure by AASB 124. The information in this table is audited.

Executive	Salary & Fees	Short-term Benefits		Post-Employment Benefits	Long-term Benefits	Share-based Payment (1)	Termination Benefits	Total
		Bonuses	Other	Superannuation	Long service leave			
Chris Bedford								
- 2014	175,000	28,000	-	16,187	3,650	1,723	-	224,560
- 2015	180,000	-	-	19,096	8,362	6,010	-	213,468
Neil Verdal-Austin								
- 2014	274,600	50,000	-	25,400	4,578	6,671	-	361,249
- 2015	320,000	-	-	33,823	6,664	16,133	-	376,620
Kien Nguyen								
- 2014	407,014	-	36,485	-	-	22,089	-	465,588
- 2015	429,957	47,824	14,908	-	-	42,196	-	534,885
Martin Weiland								
- 2014	260,045	53,412	18,151	-	-	3,231	-	334,839
- 2015	287,811	-	19,320	-	-	11,335	-	318,466
<b>TOTAL 2014</b>	<b>1,116,659</b>	<b>131,412</b>	<b>54,636</b>	<b>41,587</b>	<b>8,228</b>	<b>33,714</b>	<b>-</b>	<b>1,386,236</b>
<b>TOTAL 2015</b>	<b>1,217,768</b>	<b>47,824</b>	<b>34,228</b>	<b>52,919</b>	<b>15,026</b>	<b>75,674</b>	<b>-</b>	<b>1,443,439</b>

(1) The amounts disclosed are based on the assessed fair value at the date of grant using the Black-Scholes model and allocated to each reporting period evenly over the period from grant date to vesting date.

For the year ended 30 June 2015 the Company had four (2014 – four) persons employed who were deemed to be specified executives.

The key management personnel of the consolidated group comprise the directors and the specified executives.

Bonuses are awarded as part of the consolidated group's incentive scheme for the retention of key executives and are awarded as at year end. All bonuses have vested and the pre-requisites for the receipt of the award have been satisfied.

The terms and conditions relating to options granted as remuneration during the year to key management personnel are disclosed in Note 26.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2015	2014	2015	2014	2015	2014
<i>Non-Executive Directors:</i>						
Robert Scherini	100%	89%	0%	0%	0%	11%
Lee Ausburn	100%	89%	0%	0%	0%	11%
<i>Executive Directors:</i>						
Peter Neustadt	87%	90%	0%	0%	13%	10%
<i>Other Key Management Personnel:</i>						
Chris Bedford	97%	87%	0%	12%	3%	1%
Neil Verdal-Austin	96%	84%	0%	14%	4%	2%
Kien Nguyen	83%	95%	9%	0%	8%	5%
Martin Weiland	96%	83%	0%	16%	4%	1%



## SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

The proportion of the cash bonus paid/payable or forfeited is as follows:

Name	Cash bonus paid/payable		Cash bonus forfeited	
	2015	2014	2015	2014
<i>Non-Executive Directors:</i>				
Robert Scherini	0%	0%	0%	0%
Lee Ausburn	0%	0%	0%	0%
<i>Executive Directors:</i>				
Peter Neustadt	0%	0%	0%	0%
<i>Other Key Management Personnel:</i>				
Chris Bedford	0%	100%	0%	0%
Neil Verdal-Austin	0%	100%	0%	0%
Kien Nguyen	100%	0%	0%	0%
Martin Weiland	0%	100%	0%	0%

**This concludes the Remuneration Report which has been audited.**

## SOMNOMED LIMITED DIRECTORS' REPORT (CONTINUED)

### Other Information

#### Non-audit Services

The board of directors, in accordance with advice from the audit committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

Fees of \$64,000 (2014: \$45,000) for non-audit services were paid/payable to the external auditors during the year ended 30th June 2015.

#### Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30th June 2015 is set out on page 53 of this annual report.

Signed in accordance with a resolution of the Board of Directors pursuant to section 298(2)(a) of the *Corporations Act 2001*.



Peter Neustadt  
Executive Chairman and CEO  
28 September 2015

**SOMNOMED LIMITED**  
ACN 003255221  
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	NOTE	2015 \$	2014 \$ restated*
Revenue from sale of goods and services, net of discounts	5	34,437,903	30,274,596
Cost of sales		(14,945,647)	(13,464,809)
Gross margin		19,492,256	16,809,787
Sales and marketing expenses		(9,496,185)	(7,637,237)
Administrative expenses		(6,414,265)	(5,474,861)
Operating profit before corporate, research and business development expenses, other items of revenue and expenses and income tax		3,581,806	3,697,689
Corporate, research and business development expenses		(2,711,468)	(2,648,325)
Interest income	5	147,712	26,438
Net fair value gain on contingent consideration payable	31	782,445	-
Share based payments	26c	(199,802)	(125,003)
Depreciation and amortization		(629,815)	(609,657)
Loss on disposal of fixed assets		-	(16,486)
Impairment of goodwill	13	(187,068)	-
Interest expense		(19,073)	(12,748)
Unrealised foreign exchange loss		(66,744)	(81,417)
<b>Profit before income tax</b>	6	<b>697,993</b>	<b>230,491</b>
Income tax expense attributable to operating profit	7	(164,232)	(15,535)
<b>Profit after income tax for the year</b>		<b>533,761</b>	<b>214,956</b>
<b>Other comprehensive income</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign exchange translation difference for foreign operations		963,670	(182,131)
Other comprehensive income for the year, net of tax		963,670	(182,131)
<b>Total comprehensive income for the year attributable to the owners of SomnoMed Limited</b>		<b>1,497,431</b>	<b>32,825</b>
Profit for the period is attributable to:			
Non-controlling interest		(63,463)	(190,905)
Owners of SomnoMed Limited		597,224	405,861
		<b>533,761</b>	<b>214,956</b>
<b>Total comprehensive income for the year attributable to:</b>			
Non-controlling interest		(63,463)	(190,905)
Owners of SomnoMed Limited		1,560,894	223,730
		<b>1,497,431</b>	<b>32,825</b>
Basic earnings per share (cents per share)	24	1.26	0.95
Diluted earnings per share (cents per share)	24	1.20	0.92

\* Refer to Note 33

The above statement should be read in conjunction with the consolidated notes.

**SOMNOMED LIMITED**  
ACN 003255221  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2015**

	NOTE	2015	2014
		\$	\$
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	8	8,305,556	2,944,888
Trade and other receivables	9	7,179,634	5,495,228
Inventories	10	1,292,930	964,984
<b>Total Current Assets</b>		16,778,120	9,405,100
<b>Non-Current Assets</b>			
Property, plant and equipment	12	2,104,721	1,250,524
Intangible assets	13	5,881,225	6,092,389
Deferred tax asset	7c	2,986,551	2,394,617
<b>Total Non-Current Assets</b>		10,972,497	9,737,530
<b>Total Assets</b>		27,750,617	19,142,630
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables	14	3,882,030	3,324,963
Provisions	15	803,068	603,220
Current tax provision	15	304,364	222,452
Contingent consideration payable	31	481,625	585,475
<b>Total Current Liabilities</b>		5,471,087	4,736,110
<b>Non-Current Liabilities</b>			
Trade and other payables	14	86,976	131,795
Provisions	15	106,622	59,856
Contingent consideration payable	31	577,950	1,645,167
<b>Total Non-Current Liabilities</b>		771,548	1,836,818
<b>Total Liabilities</b>		6,242,635	6,572,928
<b>Net Assets</b>		<b>21,507,982</b>	<b>12,569,702</b>
<b>EQUITY</b>			
Issued capital	16	33,705,941	26,464,894
Reserves	17	3,566,396	2,402,924
Accumulated losses		(15,932,383)	(16,529,607)
Equity attributable to owners of SomnoMed Limited		21,339,954	12,338,211
Non-controlling interests		168,028	231,491
<b>Total Equity</b>		<b>21,507,982</b>	<b>12,569,702</b>

The above statement should be read in conjunction with the consolidated notes.

**SOMNOMED LIMITED**  
ACN 003255221  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	Issued Capital	Reserves	Accumulated Losses	Owners of parent	Non- controlling interest	Total
	\$	\$	\$	\$	\$	\$
Balance at 1 July 2013	26,067,022	2,431,879	(17,097,069)	11,401,832	170,890	11,572,722
Acquisition of subsidiary (Refer Note 20(d))	-	53,062	184,576	237,638	299,370	537,008
Profit after income tax expense for the year	-	-	405,861	405,861	(190,905)	214,956
Other comprehensive income for the year, net of tax	-	(182,131)	-	(182,131)	-	(182,131)
Total comprehensive income for the year	-	(182,131)	405,861	223,730	(190,905)	32,825
Allocation from accumulated losses	-	22,975	(22,975)	-	-	-
Investment payback	-	(47,864)	-	(47,864)	(47,864)	(95,728)
<i>Transactions with owners in their capacity as owners:</i>						
Shares issued during the period	397,872	-	-	397,872	-	397,872
Share option reserve on recognition of remuneration options	-	125,003	-	125,003	-	125,003
Balance at 30 June 2014	26,464,894	2,402,924	(16,529,607)	12,338,211	231,491	12,569,702
	Issued Capital	Reserves	Accumulated Losses	Owners of parent	Non- controlling interest	Total
	\$	\$	\$	\$	\$	\$
Balance at 1 July 2014	26,464,894	2,402,924	(16,529,607)	12,338,211	231,491	12,569,702
Profit after income tax expense for the year	-	-	597,224	597,224	(63,463)	533,761
Other comprehensive income for the year, net of tax	-	963,670	-	963,670	-	963,670
Total comprehensive income for the year	-	963,670	597,224	1,560,894	(63,463)	1,497,431
<i>Transactions with owners in their capacity as owners:</i>						
Shares issued during the period	7,430,906	-	-	7,430,906	-	7,430,906
Share issuance costs	(189,859)	-	-	(189,859)	-	(189,859)
Share option reserve on recognition of remuneration options	-	199,802	-	199,802	-	199,802
Balance at 30 June 2015	33,705,941	3,566,396	(15,932,383)	21,339,954	168,028	21,507,982

The above statement should be read in conjunction with the consolidated notes.

**SOMNOMED LIMITED**  
ACN 003255221  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	NOTE	2015 \$	2014 \$ restated*
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST)		33,781,707	29,517,329
Payments to suppliers and employees (inclusive of GST)		(34,090,395)	(29,822,188)
Interest received		147,712	24,627
Interest paid		(19,073)	-
Income tax paid		(62,176)	(510,177)
Net cash outflow from operating activities	23	<u>(242,225)</u>	<u>(790,409)</u>
<b>Cash flows from investing activities</b>			
Acquisition of subsidiary, net of cash acquired	31	(186,770)	(348,929)
Payments for intangible assets		(143,290)	(85,376)
Net cash from acquisition of associated entity		-	352,758
Payments for property, plant and equipment		(1,178,253)	(314,404)
Net cash outflow from investing activities		<u>(1,508,313)</u>	<u>(395,951)</u>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	31	7,252,352	4,350
Share issuance costs		(189,859)	-
Capital return to minority shareholder		-	(48,237)
Net cash inflow/(outflow) from financing activities		<u>7,062,493</u>	<u>(43,887)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		5,311,955	(1,230,247)
Cash at beginning of the financial year		2,944,888	4,221,299
Exchange rate adjustment		48,713	(46,164)
<b>Cash at the end of the financial year</b>	22	<u>8,305,556</u>	<u>2,944,888</u>

The cash balances at 30 June 2014 and 30 June 2015 are represented by cash at bank and money market securities.

The above statement should be read in conjunction with the consolidated notes.

\* Refer Note 33

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**1. REPORTING ENTITY**

SomnoMed Limited is a company domiciled and incorporated in Australia. The consolidated financial statements of the Company as at and for the year ended 30 June 2015 comprise the Company and its controlled entities (together referred to as the "Consolidated Entity"). The Consolidated Entity produces and sells devices for the oral treatment of sleep related disorders.

**2. BASIS OF PREPARATION**

**a. Statement of compliance**

The financial report is a general purpose financial report, which has been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian Interpretations) adopted by the Australian Accounting Standards Board and the Corporations Act 2001 as appropriate for profit oriented entities. The financial report of the Consolidated Entity and the financial report of the Company comply with International Financial Reporting Standards and Interpretations adopted by the International Accounting Standards Board.

**b. Basis of measurement**

The consolidated financial statements have been prepared on the historical cost basis, except for derivative financial instruments and the contingent consideration payables, which are measured at fair value.

**c. Functional and presentation currency**

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

**d. Use of judgments and estimates**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Management discussed with the Audit Committee the development, selection and disclosure of the Consolidated Entity's critical accounting policies and estimates and the application of these policies and estimates.

*Key sources of estimation uncertainty*

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is described in the following areas:

*Share-based payment transactions*

The Consolidated Entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

*Goodwill and other indefinite life intangible assets*

The Consolidated Entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 3. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

*Income tax*

The Consolidated Entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Consolidated Entity recognises liabilities for anticipated tax audit issues based on the Consolidated Entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**2. BASIS OF PREPARATION (continued)**

**d. Use of judgments and estimates (continued)**

*Impairment of non-financial assets other than goodwill and other indefinite life intangible assets*

The Consolidated Entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Consolidated Entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

*Recovery of deferred tax assets*

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

*Employee benefits provision*

As discussed, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

*Lease make good provision*

A provision has been made for the present value of anticipated costs for future restoration of leased premises. The provision includes future cost estimates associated with closure of the premises. The calculation of this provision requires assumptions such as application of closure dates and cost estimates. The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time. Changes to the estimated future costs for sites are recognised in the statement of financial position by adjusting the asset and the provision. Reductions in the provision that exceed the carrying amount of the asset will be recognised in profit or loss.

*Warranty provision*

In determining the level of provision required for warranties the Consolidated Entity has made judgements in respect of the expected performance of the products, the number of customers who will actually claim under the warranty and how often, and the costs of fulfilling the conditions of the warranty. The provision is based on estimates made from historical warranty data associated with similar products and services. In the past the Company calculated the warranty provision as a percentage of sales. Beginning in FY2014, the provision is based on estimates made from historical warranty data associated with similar products and services as this approach is deemed to be more representative of the actual warranty claims.

*Business combinations*

Business combinations are initially accounted for on a provisional basis.

The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Consolidated Entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

*Fair value measurement hierarchy*

The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by all entities in the Consolidated Entity.



**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**a. Basis of Consolidation**

*Controlled entities*

Controlled entities are entities controlled by the Company. Control exists when the Company has power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of controlled entities are included in the consolidated financial statements from the date that control commences until the date that control ceases. Investments in controlled entities are carried at their cost of acquisition in the Company's financial statements.

*Transactions eliminated on consolidation*

Intra-group balances and any unrealised gains and losses or income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

*Business combinations*

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

*Goodwill*

All business combinations are accounted for by applying the acquisition method. Goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash generating units and is tested annually for impairment. Negative goodwill arising on an acquisition is recognised directly in the statement of profit or loss and other comprehensive income.

**b. Income Recognition**

Revenues are recognised at fair value of the consideration received net of the amount of goods and services tax (GST).

*Sales revenue*

Sales revenue comprises revenue earned (net of returns, discounts and allowances) from the provision of products and services. Revenue from the sale of goods is recognised upon dispatch of goods to customers.

*Other income*

Other income is recognised on a systematic basis over the periods necessary to match it with the related costs for which it is intended to compensate or, if the costs have already been incurred, in the period in which it becomes receivable. The income is deemed to be receivable when the entitlement is confirmed. Dividend income from subsidiaries is recognised by the parent when the dividends are declared by the subsidiary.

**c. Goods and Services Tax**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the relevant taxation authority is included as a current asset or liability in the balance sheet. Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the relevant taxation authority are classified as operating cash flows.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**d. Foreign Currency**

*Foreign currency transactions*

Transactions in foreign currencies are translated to the respective functional currencies of controlled entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary transactions denominated in foreign currencies that are stated at historical cost are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currency at the foreign exchange rates ruling at the date the fair value was determined. Foreign exchange differences arising on translation are recognised in the statement of profit or loss and other comprehensive income.

*Financial statements of foreign operations*

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, generally are translated to the functional currency at foreign exchange rates ruling at the reporting date. The revenues and expenses of foreign operations are translated to the functional currency at rates approximating the foreign exchange rates ruling at the dates of transactions. Foreign currency differences arising from translation of controlled entities with a different functional currency to that of the Consolidated Entity are recognised in the foreign currency translation reserve (FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount of its FCTR is transferred to profit or loss.

Foreign exchange gains and losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in equity in the FCTR.

**e. Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

**f. Financial Instruments**

*Derivative Financial Instruments*

The Consolidated Entity does not currently hold, but held in previous years, derivative financial instruments to hedge its exposure to foreign exchange risk arising from operating, investing and financing activities. In accordance with its treasury policy, the Consolidated Entity does not hold or issue derivative financial instruments for trading purposes. However, derivatives are not hedge accounted and are accounted for as trading instruments.

Derivative financial instruments are recognised initially at fair value. Attributable transaction costs are recognised in the statement of profit or loss and other comprehensive income when incurred. Subsequent to initial recognition, derivative financial instruments are measured at fair value with changes in fair value accounted for in the statement of profit or loss and other comprehensive income.

*Non-derivative financial assets and liabilities*

Non-derivative financial instruments comprise investments in equity, trade and other receivables, cash and cash equivalents, loans, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through the statement of profit or loss and other comprehensive income, any attributable transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

Accounting for finance income is discussed in accounting policy (o).

*Determination of fair values*

The fair value of forward exchange contracts is based upon the listed market price, if available. If a listed market price is not available, the fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk free interest rate based upon government bonds.

*Other*

Other non-derivative financial instruments are measured at amortised cost using the effective interest rate method, less any impairment losses.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**g. Provisions**

A provision is recognised in the balance sheet when the Consolidated Entity has a present legal or constructive obligation as a result of a past event that can be measured reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

*Warranties*

Provisions for warranty claims are made for claims in relation to sales made prior to the reporting date, based on historical claim rate, respective product populations and average costs of returns and repairs. Warranty periods on MAS devices are dependent on individual market and regulatory conditions in different countries.

*Make good lease costs*

The Consolidated Entity has an operating lease over its premises that require the premises to be returned to the lessor in its original condition. The operating lease payments do not include an element for the repairs/overhauls. A provision for make good lease costs is recognised at the time it is determined that it is probable that such costs will be incurred in a future period, measured at the expected cost of returning the asset to the lessor in its original condition. An offsetting asset of the same value is also recognised and is classified in property, plant and equipment. This asset is amortised to the statement of profit or loss and other comprehensive income over the life of the lease.

*Research and development expenditure*

Research and development expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project is expected to deliver future economic benefits and these benefits can be measured reliably. Development costs have a finite life and are amortised on a systematic basis based on the future economic benefits over the useful life of the project.

*Other intangible assets*

Intellectual property, acquired is stated at cost less accumulated amortisation (see below) and impairment losses (see accounting policy (h)).

*Subsequent expenditure*

Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

*Amortisation*

Amortisation is recognised in the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of the intangible assets from the date they are available for use unless such lives are indefinite. Intangible assets with an indefinite useful life are systematically tested for impairment annually. The estimated useful lives for the current and comparative periods are as follows:

Patents      10 years

Product development expenditure capitalized      5 years

**h. Impairment**

The carrying amounts of the Consolidated Entity's assets, other than inventories (see accounting policy (j)) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated (see below). An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the statement of profit or loss and other comprehensive income of profit or loss unless the asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through the statement of profit or loss and other comprehensive income of profit or loss. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit or a group of units and then, to reduce the carrying amount of the other assets in the unit or a group of units on a pro-rata basis.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**h. Impairment (continued)**

*Calculation of recoverable amount*

*Receivables*

The recoverable amount of the Consolidated Entity's investments in receivables carried at amortised cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e. the effective interest rate computed at initial recognition of these financial assets). Receivables with a short duration are not discounted. Impairment of receivables is not recognised until objective evidence is available that a loss event has occurred. Significant receivables are individually assessed for impairment. Impairment testing of significant receivables that are not assessed as impaired individually is performed by placing them into portfolios of significant receivables with similar risk profiles and undertaking a collective assessment of impairment. Non-significant receivables are not individually assessed. Instead, impairment testing is performed by placing non-significant receivables in portfolios of similar risk profiles, based on objective evidence from historical experience adjusted for any effects of conditions existing at each balance date. The allowance for impairment is calculated with reference to the profile of debtors in the Consolidated Entity's sales and marketing regions.

*Other Assets*

The recoverable amount of other assets is the greater of their fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash flows from continuing use that are largely independent of the cash flows of other assets or groups of assets (cash generating units). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to the cash generating units that are expected to benefit from the synergies of the combination. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

*Reversals of Impairment*

An impairment loss in respect of a receivable carried at amortised cost is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised. An impairment loss in respect of goodwill is not reversed. In respect of other assets, an impairment loss is reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**i. Property, Plant and Equipment**

*Owned assets*

Items of property, plant and equipment are stated at cost less accumulated depreciation (see below) and impairment losses (see accounting policy (h)). An asset's cost is determined as the consideration provided plus incidental costs directly attributable to the acquisition. Subsequent costs in relation to replacing a part of property, plant and equipment are recognised in the carrying amount of the item if it is probable that future economic benefits embodied within the part will flow to the Consolidated Entity and its cost can be measured reliably. All other costs are recognised in the statement of profit or loss and other comprehensive income as incurred.

*Leased assets - Operating leases*

Payments made under operating leases are expensed on a straight-line basis over the term of the lease, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased property. Minimum lease payments include fixed rate increases.

*Depreciation*

Depreciation is recognised in the statement of profit or loss on a straight-line basis. Items of property, plant and equipment, including leasehold assets, are depreciated using the straight-line method over their estimated useful lives, taking into account estimated residual values. Assets are depreciated from the date of acquisition or, in respect of internally constructed assets, from the time an asset is completed and held ready for use. Depreciation rates and methods, useful lives and residual values are reviewed at each balance sheet date. When changes are made, adjustments are reflected prospectively in current and future financial periods only.

The estimated useful lives in the current and comparative periods are as follows:

Leasehold improvements	1 – 3 years
Plant & equipment	3 – 20 years
Software	2 – 5 years

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**j. Inventories**

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and selling, marketing and distribution expenses. Cost is based on the first-in-first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing condition and location.

**k. Employee Benefits**

*Wages, salaries and annual leave*

Liabilities for employee benefits for wages, salaries and annual leave expected to settle within 12 months of the year end represent present obligations resulting from employees' services provided up to reporting date, calculated at undiscounted amounts based on remuneration wage and salary rates that the Consolidated Entity expects to pay as at reporting date including related on-costs, such as workers' compensation insurance and payroll tax.

*Other long-term employee benefits*

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are recognised in non-current liabilities, provided there is an unconditional right to defer settlement of the liability. The liability is 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.

*Share based payments*

The Company has granted options to certain directors and employees. The fair value of options and shares granted is recognised as a share and option expense with a corresponding increase in equity. The fair value is measured at the date the options or shares are granted taking into account market based criteria and expensed over the vesting period after which the employees become unconditionally entitled to the options and shares. The fair value of the options granted is measured using the Black-Scholes method, taking into account the terms and conditions attached to the options. The fair value of the performance shares granted is measured using the weighted average share price of ordinary shares in the Company, taking into account the terms and conditions attached to the shares. The amount recognised as an expense is adjusted to reflect the actual number of options and shares that vest except where forfeiture is due to market related conditions.

**l. Receivables**

Trade and other receivables are stated at amortised cost less impairment losses (see accounting policy (h)).

**m. Taxation**

Income tax expense in the statement of profit or loss for the periods presented comprises current and deferred tax. Income tax is recognised in the statement of profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax is calculated using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for the initial recognition of goodwill and other assets or liabilities in a transaction that affects neither accounting nor taxable profit or differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based upon the laws that have been enacted at reporting date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity or on a different tax entity but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

**n. Payables**

Trade and other payables are stated at amortised cost.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**o. Finance income and expense**

Interest income is recognised as it accrues in the statement of profit or loss using effective interest method.

**p. Earnings per share**

The Consolidated Entity presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the net profit or loss attributable to equity holders of the parent for the financial period, after excluding any costs of servicing equity (other than ordinary shares) by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue.

Diluted EPS is calculated using the basic EPS earnings as the numerator. The weighted average number of shares used as the denominator is adjusted by the after-tax effect of financing costs associated with the dilutive potential ordinary shares and the effect on revenues and expenses of conversion to ordinary shares associated with dilutive potential ordinary shares adjusted for any bonus issue.

**q. Segment Reporting - Determination and presentation of operating segments**

An operating segment is a component of the Consolidated Entity that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Consolidated Entity's other components if separately reported and monitored. An operating segment's operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Board of Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate head office results.

**r. Share Capital**

*Ordinary shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognized as a deduction from equity, net of any income tax benefit.

**s. New Accounting Standards and Interpretations not yet mandatory or early adopted**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2015. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 9 Financial Instruments

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The consolidated entity will adopt this standard from 1 July 2018 but the impact of its adoption is yet to be assessed by the consolidated entity.

AASB 15 Revenue from Contracts with Customers

This standard is applicable to annual reporting periods beginning on or after 1 January 2017. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**s. New Accounting Standards and Interpretations not yet mandatory or early adopted (continued)**

obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The consolidated entity will adopt this standard from 1 July 2017 but the impact of its adoption is yet to be assessed by the consolidated entity.

**t. New, revised or amending Accounting Standards and Interpretations adopted**

The Consolidated Entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. Any significant impact on the accounting policies of the Consolidated Entity from the adoption of these Accounting Standards and Interpretations are disclosed below.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Consolidated Entity. The following Accounting Standards and Interpretations are most relevant to the Consolidated Entity:

AASB 2012-3 Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities

The consolidated entity has applied AASB 2012-3 from 1 July 2014. The amendments add application guidance to address inconsistencies in the application of the offsetting criteria in AASB 132 'Financial Instruments: Presentation', by clarifying the meaning of 'currently has a legally enforceable right of set-off'; and clarifies that some gross settlement systems may be considered to be equivalent to net settlement.

AASB 2013-3 Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets

The consolidated entity has applied AASB 2013-3 from 1 July 2014. The disclosure requirements of AASB 136 'Impairment of Assets' have been enhanced to require additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposals. Additionally, if measured using a present value technique, the discount rate is required to be disclosed.

AASB 2014-1 Amendments to Australian Accounting Standards (Parts A to C)

The consolidated entity has applied Parts A to C of AASB 2014-1 from 1 July 2014. These amendments affect the following standards: AASB 2 'Share-based Payment': clarifies the definition of 'vesting condition' by separately defining a 'performance condition' and a 'service condition' and amends the definition of 'market condition'; AASB 3 'Business Combinations': clarifies that contingent consideration in a business combination is subsequently measured at fair value with changes in fair value recognised in profit or loss irrespective of whether the contingent consideration is within the scope of AASB 9; AASB 8 'Operating Segments': amended to require disclosures of judgements made in applying the aggregation criteria and clarifies that a reconciliation of the total reportable segment assets to the entity's assets is required only if segment assets are reported regularly to the chief operating decision maker; AASB 13 'Fair Value Measurement': clarifies that the portfolio exemption applies to the valuation of contracts within the scope of AASB 9 and AASB 139; AASB 116 'Property, Plant and Equipment' and AASB 138 'Intangible Assets': clarifies that on revaluation, restatement of accumulated depreciation will not necessarily be in the same proportion to the change in the gross carrying value of the asset; AASB 124 'Related Party Disclosures': extends the definition of 'related party' to include a management entity that provides KMP services to the entity or its parent and requires disclosure of the fees paid to the management entity; AASB 140 'Investment Property': clarifies that the acquisition of an investment property may constitute a business combination.

**u. Current and non-current classification**

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is current when: it is expected to be realised or intended to be sold or consumed in normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within twelve months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**u. Current and non-current classification (continued)**

A liability is current when: it is expected to be settled in normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within twelve months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

**v. Fair value measurement**

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principle market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interest. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

*Fair value measurement hierarchy*

The Consolidated Entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

**4. FINANCIAL RISK MANAGEMENT**

**Overview**

The Company and Consolidated Entity have exposure to the following risks from the use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's and the Consolidated Entity's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital. Further quantitative disclosures are included throughout these consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the risk management and monitors operational and financial risk management throughout the Consolidated Entity. Monitoring risk management includes ensuring appropriate policies and procedures are published and adhered to. The Management reports to the Audit Committee.

The Board aims to manage the impact of short-term fluctuations on the Company's and the Consolidated Entity's earnings. Over the longer term, permanent changes in market rates will have an impact on earnings.

The Company and the Consolidated Entity are exposed to risks from movements in exchange rates and interest rates that affect revenues, expenses, assets, liabilities and forecast transactions. Financial risk management aims to limit these market risks through ongoing operational and finance activities.

Exposure to credit, foreign exchange and interest rate risks arises in the normal course of the Company's and the Consolidated Entity's business. Derivative financial instruments are used to hedge exposure to fluctuations in foreign exchange rates.



**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**4. FINANCIAL RISK MANAGEMENT (continued)**

**Overview (continued)**

The Audit Committee oversees adequacy of the Company's risk management framework in relation to the risks faced by the Company and the Consolidated Entity.

*Credit Risk*

Credit risk is the risk of financial loss to the Company or the Consolidated Entity if a customer, controlled entity or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's and the Consolidated Entity's receivables from customers.

*Trade and other receivables*

The Company's and Consolidated Entity's exposure to credit risk is influenced mainly by the geographical location and characteristics of individual customers. The Consolidated Entity does not have a significant concentration of credit risk with a single customer.

Policies and procedures of credit management and administration of receivables are established and executed at a regional level. Individual regions deliver reports to management and the Board on debtor ageing and collection activities on a monthly basis.

In monitoring customer credit risk, the ageing profile of total receivables balances is reviewed by management by geographic region on a monthly basis. Regional management are responsible for identifying high risk customers and placing restrictions on future trading, including suspending future shipments and administering dispatches on a prepayment basis.

The Company and the Consolidated Entity have established an allowance for impairment that represents their estimate of incurred losses in respect of trade and other receivables.

*Liquidity Risk*

Liquidity risk is the risk that the Consolidated Entity will not be able to meet its financial obligations as they fall due. The Consolidated Entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Consolidated Entity's reputation.

The Consolidated Entity monitors cash flow requirements and produces cash flow projections for the short and long term with a view to optimising return on investments. Typically, the Consolidated Entity ensures that it has sufficient cash on demand to meet expected operational net cash flows for a period of at least 30 days, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

*Market Risk*

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's and the Consolidated Entity's net profit or loss or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

*Currency Risk*

The Consolidated Entity is exposed to currency risk on sales and purchases that are denominated in a currency other than the respective functional currencies of the controlled entities, primarily Australian dollars (AUD), but also United States dollars (USD), Euros (EUR), Swiss francs (CHF), Singapore dollar (SGD) and Japanese Yen (JPY). The currencies in which these transactions primarily are denominated are AUD, USD, EUR, CHF, SGD, JPY and Philippine Peso (PHP) and Korean Won (KRW).

Over 90% (2014-89%) of the Consolidated Entity's revenues and over 85% (2014-82%) of costs are denominated in currencies other than AUD. Risk resulting from the translation of assets and liabilities of foreign operations into the Consolidated Entity's reporting currency is not hedged.

*Interest Rate Risk*

The Consolidated Entity is exposed to interest rate risks in Australia.

*Capital Management*

The Consolidated Entity's objectives when managing capital are to safeguard its ability to continue as a going concern, to provide returns to shareholders, to provide benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Board aims to maintain and develop a capital base appropriate to the Consolidated Entity. In order to maintain or adjust the capital structure, the Consolidated Entity can issue new shares. The Board of Directors undertakes periodic reviews of the Consolidated Entity's capital management position to assess whether the capital management structure is appropriate to meet the Consolidated Entity's medium and long-term strategic requirements. Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements. There were no significant changes in the Consolidated Entity's approach to capital management during the year.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

<b>5. REVENUE</b>	<b>NOTE</b>	<b>2015</b>	<b>2014</b>
		<b>\$</b>	<b>\$</b>
Interest received - other persons		147,712	26,438
Revenue from sale of goods, net of discounts		34,437,903	30,274,596*
		<u>34,585,615</u>	<u>30,301,034</u>
*Restated. Refer Note 33.			
<b>6. PROFIT FOR THE YEAR</b>			
Profit for the year is after charging:			
Operating lease rentals		800,900	730,961
Employee benefits expense		13,497,489	10,867,668
Depreciation		479,943	438,555
Amortisation of intellectual property		149,872	171,102
Research and development expenditure		645,921	555,808
<b>7. INCOME TAX EXPENSE</b>			
a. The components of tax expense comprise:			
Current tax		303,050	318,546
Deferred tax	7d	<u>(138,818)</u>	<u>(303,011)</u>
		164,232	15,535
b. The prima facie tax on profit before income tax is reconciled to the income tax expense/(benefit) as follows:			
Prima facie income tax expense calculated using the Australian tax rate of 30% (2014: 30%)		209,398	69,147
(Increase)/decrease in income tax expense due to non-(deductible)/assessable and other items		(45,166)	(53,612)
Income tax expense/(benefit)		<u>164,232</u>	<u>15,535</u>
c. Deferred tax assets			
Recognised deferred tax assets			
Plant and equipment		(206,269)	(109,075)
Accruals		366,802	219,932
Provisions		70,150	54,119
Deferred revenue		44,808	-
Other			
Tax losses carried forward		2,711,060	2,229,641
Deferred tax assets		<u>2,986,551</u>	<u>2,394,617</u>
d. Movement in temporary differences during the year			
Carrying amount at beginning of financial year		2,394,617	2,156,015
Recognised in the statement of profit or loss and other comprehensive income	7a	138,818	303,011
Foreign exchange adjustment		453,116	(64,409)
Carrying amount at end of financial year		<u>2,986,551</u>	<u>2,394,617</u>
e. Deferred tax assets not brought to account			
Deferred tax assets not brought to account, the benefits of which will only be realised if the conditions for deductibility set out in Note 3(l) occur			
Tax losses		1,338,178	2,182,084
Temporary differences		<u>378,506</u>	<u>469,386</u>

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**7. INCOME TAX EXPENSE (continued)**

<i>Franking credits</i>	NOTE	2015 \$	2014 \$
Franking credits available for subsequent financial years based on a tax rate of 30%		33,447	33,447

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

**8. CASH AND CASH EQUIVALENTS**

Cash at bank and on deposit and money market securities	8,305,556	2,944,888
	<u>8,305,556</u>	<u>2,944,888</u>

**9. TRADE AND OTHER RECEIVABLES**

**Current**

Trade receivables	5,380,149	4,494,650
Less provision for impairment	(80,965)	(148,283)
	<u>5,299,184</u>	<u>4,346,367</u>
Other receivables	1,880,450	1,148,861
	<u>7,179,634</u>	<u>5,495,228</u>

**10. INVENTORIES**

Raw materials and consumables	1,292,930	964,984
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**11. INVESTMENT IN ASSOCIATED COMPANY**

**Interests were held in the following associated company**

Name	Principal Activities	Country of Incorporation	Ownership Interest		Carrying amount of Investment (Note11(a))	
			2015 %	2014 %	2015 \$	2014 \$
SMH Biomaterial AG	Material manufacturer	Switzerland**	-	-	-	-
					<b>2015</b> \$	<b>2014</b> \$

**a. Movements During the Year in Equity Accounted Investment in Associated Company**

Balance at beginning of the financial year	-	223,396
Share of associated company's profit after income tax	-	-
Effect of control of SMH Biomaterial AG	-	(223,396)
Balance at end of the financial year	<u>-</u>	<u>-</u>

**b. Equity accounted profit of associate is broken down as follows:**

Share of associate's profit before income tax expense	-	-
Share of associate's income tax expense	-	-
Share of associate's profit after income tax	<u>-</u>	<u>-</u>

\*\*SMH Biomaterial AG has been accounted for as a Controlled Entity from 1<sup>st</sup> July 2013. Refer Note 20 (d).

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

<b>12. PROPERTY, PLANT AND EQUIPMENT</b>	<b>2015</b> \$	<b>2014</b> \$
Property, plant and equipment -at cost	5,372,246	3,721,814
Accumulated depreciation	(3,267,525)	(2,471,290)
	2,104,721	1,250,524

Movements in the carrying amounts of plant and equipment during the current financial year:

Balance at the beginning of the year	1,250,524	1,154,789
Additions	1,111,820	600,986
Disposals	(9,141)	(22,619)
Depreciation expense	(479,943)	(438,555)
Effect of movements in foreign exchange	231,461	(44,077)
Carrying amount at the end of the year	2,104,721	1,250,524

Included in property, plant and equipment are capitalised lease incentives of \$441,354 (2014: \$360,620). Lease incentives are recognised as an asset and a liability in the financial statements and amortised over the term of the lease.

**13. INTANGIBLE ASSETS**

Patents and trademarks – at cost	748,911	629,942
Accumulated amortisation	(592,597)	(539,928)
	156,314	90,014
Product development expenditure capitalised	497,169	464,065
Accumulated amortisation	(248,872)	(151,669)
	248,297	312,396
Goodwill	5,476,614	5,689,979
	5,881,225	6,092,389

**Movements in patents and trademarks**

Balance at beginning of year	90,014	75,794
Additions	118,969	110,322
Amortisation expense	(52,669)	(96,102)
Balance at end of year	156,314	90,014

**Movements in product development expenditure capitalised**

Balance at beginning of year	312,396	377,023
Additions	33,104	10,373
Amortisation expense	(97,203)	(75,000)
Balance at end of year	248,297	312,396

**Movements in goodwill**

Balance at beginning of year	5,689,979	2,665,223
Goodwill arising on the acquisition of Orthosleep 19 GmbH	-	580,634
Goodwill arising on the acquisition of intangible assets in South Korea market	-	175,000
Goodwill arising on the prior period adjustment in relation to the acquisition of Goedegebuure Slaaptechniek B.V.	-	2,233,420
Impairment of goodwill (SomnoMed France)	(187,068)	-
Foreign currency translation difference	(26,297)	35,702
Balance at end of year	5,476,614	5,689,979

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**13. INTANGIBLE ASSETS (continued)**

Intangible assets, other than goodwill, have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense per the consolidated statement of profit or loss and other comprehensive income. Goodwill has an indefinite useful life.

Goodwill is allocated to cash generating units, which are based on the Group's geographic reporting segments.

	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Asia Pacific Segment	175,000	175,000
European Segment	5,301,614	5,514,979

**Impairment Test**

The recoverable amount of the Consolidated Entity's goodwill has been determined by a value-in-use calculation using a discounted cash flow model, based on a 5 year projection period approved by management.

European division (other than SomnoMed France)

Based on the above, the recoverable amount of the European division (other than SomnoMed France) exceeded the carrying amount by \$38,800,000.

The European cash generating unit (CGU) has a revenue growth per annum range of between 14% (2014: 13%) and 41% (2014: 46%) due to the differing stages of development these various markets are in. More established markets are experiencing lower growth rates than those in their infancy and considered to still be developing when it comes to Sleep Disordered Breathing treatment. The average growth of total costs per annum ranges between 12% (2014: 12%) and 16% (2014: 19%) due to the differing costs of business in different European markets. A similar range (8-10%) (2014: 7-16%) is seen for the average growth of operating costs per annum. The average discount rate used was 6% (2014: 5%) which is the 1-5 year business loan rate used in the European region. Based on the above, no impairment has been applied as the carrying amount of goodwill didn't exceed its recoverable amount for the European business segment.

European division (SomnoMed France)

During the year, management undertook a review of certain indicators that might cause an impairment in the goodwill amount for SomnoMed France, and following such review, it was determined that this should be impaired by 130,000 Euro (A\$187,068). The following key assumptions were used in the discounted cash flow model:

- (a) 6% (2014: 3%) pre-tax discount rate;
- (b) 35% (2014: 46%) per annum projected revenue growth rate.

France has delivered a greater than expected challenge to SomnoMed's normal business and operational model and has resulted in the necessary impairment of the original goodwill from acquisition.

Asia Pacific Division

Based on the above, the recoverable amount of SomnoMed Korea exceeded the carrying amount by \$171,000.

Goodwill due to acquisition of intangible assets in South Korea is \$175,000, representing 3 per cent of total goodwill at 30 June 2015. The growth of revenue and expenses is expected to be 55% (2014: 50%) and 33% (2014: 30%) per annum with a discount rate of 16% (2014: 16%) applied in the valuation. The impairment test indicated that no impairments were required.

**Sensitivity**

(a) Revenue would need to decrease by 8-56% (2014: 8-45%) for different CGUs before goodwill would need to be impaired, with all other assumptions remaining constant.

(b) The discount rate would be required to increase by 10-125% (2014: 18-125%) for the different CGUs before goodwill would need to be impaired, with all other assumptions remaining constant.

The following key assumptions were used for each CGU in the year of 2015:

	Decrease in revenue	Increase in discount rate
SomnoMed Germany GmbH	56%	125%
SomnoMed Nordic AB	37%	125%
Goedegebuure Slaaptechniek BV	40%	81%
SomnoMed Korea	8%	10%

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

<b>14. TRADE AND OTHER PAYABLES</b>	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>CURRENT</b>		
Trade payables, other payables and accruals	3,708,230	3,045,745
Income received in advance	63,711	102,279
Deferred rent	110,089	176,939
	<u>3,882,030</u>	<u>3,324,963</u>
<b>NON CURRENT</b>		
Other payables	<u>86,976</u>	<u>131,795</u>

**15. PROVISIONS**

<b>CURRENT</b>		
Warranty	167,455	126,408
Lease make good	67,212	67,212
Employee entitlements	568,401	409,600
	<u>803,068</u>	<u>603,220</u>
<b>CURRENT</b>		
Income tax	<u>304,364</u>	<u>222,452</u>

Amounts not expected to be settled within the next 12 months

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the Consolidated Entity does not have an unconditional right to defer settlement. However, based on past experience, the Consolidated Entity does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

The following amounts reflect leave that is not expected to be taken within the next 12 months:

Employee benefits obligation expected to be settled after 12 months	<u>135,477</u>	<u>80,574</u>
<b>NON CURRENT</b>		
Employee entitlements	<u>106,622</u>	<u>59,856</u>

**Movements in Provisions**

<b>2015</b>	<b>Warranty</b>	<b>Lease make good</b>	<b>Employee entitlement</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance at the beginning of the year	126,408	67,212	469,456
Additional provisions recognised	39,650	-	437,241
Amounts used	-	-	(277,730)
Effect of movement in foreign exchange	1,397	-	46,056
Balance at end of year	<u>167,455</u>	<u>67,212</u>	<u>675,023</u>

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

<b>16. ISSUED CAPITAL</b>	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Issued and fully paid ordinary shares		
50,935,600 (2014: 44,856,380) ordinary shares		
Balance of issued capital at the beginning of year	28,457,504	26,620,972
Shares issued during period:		
- 64,386 pursuant to exercise of options at \$1.49715 cents on 21 July 2014	96,396	-
- 3,430,000 pursuant to placement at \$1.50 on 8 August 2014	5,145,000	-
- 1,000,000 pursuant to share purchase plan at \$1.50 on 22 August 2014	1,500,000	-
- 1,139,000 pursuant to issue of shares at \$2.09 on 21 October 2014	2,380,510	-
- 270,000 pursuant to placement at \$1.50 on 3 December 2014	405,000	-
- 60,000 pursuant to exercise of options at 87 cents on 19 December 2014	52,200	-
- 50,000 pursuant to issue of shares at \$2.70 on 23 January 2015	135,000	-
- 35,000 pursuant to exercise of options at 87 cents on 24 February 2015	30,450	-
- 30,834 pursuant to issue of shares at \$2.89 on 6 May 2015	89,110	-
- 99,157 pursuant to issue of shares at 94.27 cents on 17 July 2013	-	93,475
- 60,000 pursuant to exercise of options on 4 October 2013	-	59,400
- 1,017,000 pursuant to issue of shares at \$1.18 on 13 November 2013	-	1,200,060
- 125,000 pursuant to exercise of options \$1.03 on 13 November 2013	-	128,750
- 40,000 pursuant to exercise of options at \$1.37 on 13 November 2013	-	54,800
- 94,580 pursuant to acquisition of subsidiary at \$1.05731 on 13 November 2013	-	100,000
- 132,804 pursuant to acquisition of subsidiary at \$1.506335 on 5 May 2014	-	200,047
Less issue costs	(189,859)	-
Balance of issued capital at end of year	38,101,311	28,457,504
Less shares issued but not recorded in accounts		
- 25,000 shares issued at 60 cents	(15,000)	(15,000)
- 125,000 shares issued at 80 cents	(100,000)	(100,000)
- 150,000 (2014:165,000) shares issued at 79 cents	(118,500)	(130,350)
- 150,000 (2014:160,000) shares issued at \$1.24	(186,000)	(198,400)
- 182,500 shares issued at 58 cents	(105,850)	(105,850)
- 60,000 shares issued at 99 cents	(59,400)	(59,400)
- 942,000 (2014:1,017,000) shares issued at \$1.18	(1,111,560)	(1,200,060)
- 125,000 shares issued at \$1.03	(128,750)	(128,750)
- 40,000 shares issued at \$1.37	(54,800)	(54,800)
- 1,139,000 shares issued at \$2.09	(2,380,510)	-
- 50,000 shares issued at \$2.70	(135,000)	-
Total advances to executives to acquire shares in the Company	(4,395,370)	(1,992,610)
Issued share capital recorded in the Company accounts	33,705,941	26,464,894

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

At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

At 30 June 2015 there were 3,923,500 (2014: 2,704,500) unissued ordinary shares for which options were outstanding (including 2,988,500 (2014: 1,899,500) issued ordinary shares which are treated as options in these accounts).

*Capital Risk Management*

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

In order to maintain or adjust the capital structure, the Consolidated Entity may issue new shares, return capital to shareholders, sell assets or commence the payment of dividends to shareholders.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

<b>17. RESERVES</b>	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Share based payment reserve	1,996,263	1,796,461
Foreign currency translation reserve	1,541,960	578,290
Capital reserve	28,173	28,173
	3,566,396	2,402,924

The share based payment reserve records the fair value of share based payments as remuneration.

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled subsidiaries.

The capital reserve records profits which will be distributed back to investors in SMH Biomaterial AG, an entity which SomnoMed Ltd owns 50%.

**18. REMUNERATION OF AUDITORS**

Remuneration of BDO East Coast Partnership (Australia):

- Auditing or reviewing the financial report	82,000	51,000
- Other services (taxation)	6,000	6,000

Remuneration of other auditors (paid to BDO Network firms)

- Auditing or reviewing the financial reports of subsidiaries	98,000	99,000
- Other services (taxation)	58,000	39,000

Total auditors' remuneration included in operating result	244,000	195,000
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**19. SEGMENT OPERATIONS**

**Primary Reporting – Business Segments**

The Consolidated Entity produces and sells devices for the oral treatment of sleep related disorders primarily in the Asia Pacific region, the United States and Europe.

The Consolidated Entity has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Consolidated Entity is managed primarily on the basis of geographical segments and the operating segments are therefore determined on the same basis.

SomnoMed's operations during the period related to the production and sale of products treating sleep disordered breathing, which is the only business segment.

**Basis of accounting for purposes of reporting by operating segments**

*Accounting policies adopted*

Unless stated otherwise, all amounts reported to the Board of Directors as the chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Consolidated Entity.

*Unallocated items*

The following items of revenue and expenses are not allocated to operating segments as they are not considered part of the core operations of any segment:

- derivatives and foreign exchange gains and losses;
- interest and other income;
- corporate, research and development expenses;
- income tax expense; and
- amortisation of intangible assets.



**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**19. SEGMENT OPERATIONS (continued)**

**Secondary Reporting – Geographical Segments**

<b>Geographic location:</b>	<b>Asia Pacific</b>	<b>USA</b>	<b>Europe</b>	<b>Total</b>
<b>2015</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
External sales revenue	3,445,499	14,534,636	16,457,768	34,437,903
Segment profit before interest and tax	575,034	1,253,249	1,631,483	3,459,766
Unallocated expense items				(2,890,412)
Interest received				147,712
Interest paid				(19,073)
<b>Profit before tax</b>				<b>697,993</b>
Income tax expense				(164,232)
<b>Profit after tax</b>				<b>533,761</b>

<b>Geographic location:</b>	<b>Asia Pacific</b>	<b>USA</b>	<b>Europe</b>	<b>Total</b>
<b>2014</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
External sales revenue*	3,103,179	11,970,184	15,201,233	30,274,596
Segment profit before interest and tax	531,888	541,559	1,567,992	2,641,439
Unallocated expense items				(2,424,638)
Interest received				26,438
Interest paid				(12,748)
<b>Profit before tax</b>				<b>230,491</b>
Income tax expense				(15,535)
<b>Profit after tax</b>				<b>214,956</b>

\*Restated. Refer Note 33.

**20. PARTICULARS RELATING TO CONTROLLED AND ASSOCIATED ENTITIES**

**(a) Details of controlled entities are reflected below**

<b>Company</b>	<b>Country of Incorporation</b>	<b>Interest %</b>	
		<b>2015</b>	<b>2014</b>
SomnoMed Limited	Australia		
<b>Entities controlled by SomnoMed Limited</b>			
SomCentre Pty Limited	Australia	100%	100%
SomnoMed Inc.	USA	100%	100%
SomnoDent Pty Limited	Australia	100%	100%
SomnoMed Pte Ltd	Singapore	100%	100%
SomnoMed AG	Switzerland	100%	100%
SomnoMed Corporation Japan	Japan	100%	100%
SomnoMed Nordic AB	Sweden	100%	100%
SomnoMed Philippines Inc.	Philippines	100%	100%
SomnoMed Netherlands BV	Netherlands	100%	100%
SomnoMed France <sup>1</sup>	France	92.9%	65%
Goedegebuure Slaaptechniek BV <sup>2</sup>	Netherlands	75%	62.5%
SomnoMed Germany GmbH	Germany	100%	100%
SMH Biomaterial AG <sup>3</sup>	Switzerland	50%	50%
SomnoMed Korea	South Korea	100%	100%
SomnoMed UK Limited <sup>4</sup>	UK	100%	-
SomnoMed Spain SL <sup>5</sup>	Spain	100%	-
SomnoMed Italy S.r.L <sup>6</sup>	Italy	100%	-

<sup>1</sup> Refer Note 21

<sup>2</sup> Refer Note 20(c)

<sup>3</sup> Refer Note 27 on SMH Biomaterial AG acquisition

<sup>4</sup> Incorporated on 24<sup>th</sup> July 2014

<sup>5</sup> Incorporated on 22<sup>nd</sup> September 2014

<sup>6</sup> Incorporated on 22<sup>nd</sup> December 2014

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**20. PARTICULARS RELATING TO CONTROLLED AND ASSOCIATED ENTITIES (continued)**

- b) As part of the acquisition agreement entered in July 2013 between SomnoMed Limited and OrthoSleep19 GmbH, SomnoMed paid \$95,936 (EUR 66,666) and issued SomnoMed Limited shares of \$95,395 (EUR 66,666) for the 2nd tranche of consideration in July 2014.
- c) As part of the acquisition agreement entered in January 2012 between SomnoMed Limited and Goedegeburre Slaaptechniek BV (GS), SomnoMed paid \$89,110 (EUR 63,126) and issued SomnoMed Limited shares of \$89,100 (EUR 63,126) in April 2015 based on the value of an additional 12.5% interest acquired in the current year.
- d) SMH Biomaterial AG was jointly owned by SomnoMed Limited (50%) and Mr Konrad Hofmann (50%) and in the 30 June 2013 accounts and prior to this date, this investment was considered an associated entity of SomnoMed and accounted for on an equity accounting basis. From 1 July 2013, Mr Hofmann entered into an employment arrangement with the SomnoMed group. As a result of this arrangement and other considerations SMH Biomaterial AG has been accounted for as a controlled entity from 1 July 2013 when the control is deemed to have occurred. The table and information detailed below summarises the changes made to the opening balances and results for the year due to the above:

	<b>Reserve</b>	<b>Accumulated Losses</b>	<b>Non-controlling Interest</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance as reported at 30 June 2013	2,431,879	(17,097,069)	170,890
Effect of control of SMH	53,062	184,576	299,370
Balance at 1 July 2013	2,484,941	(16,912,493)	470,260

**21. ACQUISITION OF NON-CONTROLLING INTEREST**

In December 2014, SomnoMed Limited increased its shareholding in SomnoMed France to 92.9% following the acquisition of an additional 27.9% of the capital of SomnoMed France, by the conversion into equity of advances totalling \$883,392 (EUR 600,000) previously made to that company.

**22. RECONCILIATION OF CASH**

	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>

Cash at the end of the financial year as shown in the cash flow statement is reconciled to the related items in the balance sheet as follows:

Cash at bank and on deposit and money market securities	8,305,556	2,944,888
	8,305,556	2,944,888

**23. RECONCILIATION OF PROFIT AFTER INCOME TAX TO NET CASH  
OUTFLOW FROM OPERATING ACTIVITIES**

Profit after income tax	533,761	214,956
Share and option expense	199,802	125,003
Impairment of goodwill	187,068	-
Net exchange differences	66,744	81,417
Depreciation and amortization	629,815	609,657
<b>Change in operating assets and liabilities</b>		
Increase in inventories	(187,355)	(44,214)
Increase in receivables and other receivables	(1,144,089)	(975,382)
Decrease in payables and other payables	(720,839)	(510,466)
Increase in provisions	331,684	11,631
Increase in deferred tax assets	(138,816)	(303,011)
Net cash outflow from operating activities	(242,225)	(790,409)

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**24. EARNINGS PER SHARE**

The following reflects the profit and share data used in the calculations of basic and diluted earnings per share.

	<b>2015</b>	<b>2014</b>
Profit after income tax attributable to owners of SomnoMed Limited used in calculating basic and diluted earnings per share	\$597,224	\$405,861
Basic profit per share (cents per share)	1.26	0.95
Diluted profit per share (cents per share)	1.20	0.92
Weighted average number of shares used in the calculation of diluted earnings per share	49,931,255	44,224,907
Weighted average number of shares used in the calculation of basic earnings per share	47,217,180	42,796,729
Shares on issue at year end per accounts	47,947,100	42,956,880
Number of options on issue at year end (excluding shares treated as options) – each option is exercisable at between 87 cents and \$2.35 per share and converts to one ordinary share	935,000	805,000

**25. CAPITAL AND LEASING COMMITMENTS**

	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
<b>Operating Lease Commitments</b>		
Non-cancellable operating leases contracted for but not capitalised in the financial statements		
Payable		
— not later than 1 year	753,160	748,406
— later than 1 year but not later than 5 years	1,210,576	1,073,657
— later than 5 years	-	71,857
	<u>1,963,736</u>	<u>1,893,920</u>

Included in the operating lease commitments are non-cancellable property leases with terms of between one year and six years with, in some cases, options to extend (between three and five years). The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

**26. SHARE BASED PAYMENTS**

**(a) Movements in the number of share options held by employees are:**

	<b>2015</b>	<b>2014</b>
	<b>#</b>	<b>#</b>
Opening balance	2,279,500	1,310,000
Exercised during the year	(45,000)	(225,000)
Shares issued and treated as options in these accounts (refer Note 16)	1,189,000	1,242,000
Shares issued and treated as options in previous accounts now treated as shares (refer Note 16)	(100,000)	(7,500)
Lapsed during the year	(25,000)	(40,000)
Closing Balance	<u>3,298,500</u>	<u>2,279,500</u>

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**26. SHARE BASED PAYMENTS (continued)**

**(b) Details of employee share options as at end of year:**

Options granted to employees hold no voting or dividend rights and are not transferrable.

Grant Date	Expiry and Exercise Date	Exercise Price	2015 #	2014 #
21 November 2012	5 November 2014 5 November 2015	\$0.92	200,000	200,000
26 October 2012	1 October 2014 31 October 2015	\$0.87	110,000	180,000
Shares treated as options in accounts (refer Note 16)			2,988,500	1,899,500
			3,298,500	2,279,500

**(c) Options**

The options and shares issued under the Employee Share and Option plan outstanding at 30 June 2015 had a weighted average exercise price of \$1.35 (2014: \$0.97) and a weighted average remaining contractual life of 1.09 years (2014: 1.59 years). Exercise prices range from \$0.87 to \$2.35 in respect of options outstanding at 30 June 2015 (2014: \$0.87 to \$1.23 range).

The weighted average fair value of the options granted during the year was \$0.9094 (2014: \$0.5213).

This price was calculated by using a Black-Scholes option pricing model applying the following inputs:

	2015	2014
Weighted average exercise price	\$2.1564	\$1.1882
Weighted average life of the option	4.537 years	4.038 years
Underlying share price between	\$2.09-\$2.70	\$1.18-\$1.23
Expected share price volatility	45.00	49.00
Risk free interest rate	2.75%	3.49%

Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future trends, which may not eventuate.

Exercisability of the options has been considered when determining the fair value of the options.

The life of the options is based on the historical exercise patterns, which may not eventuate in the future.

Included under share and option expense in the statement of profit or loss and other comprehensive income is \$199,802 (2014: \$125,003), that relates, in full, to equity-settled share-based payment transactions.

**(d) Shareholdings and Options and Rights Holdings held by Key Management Personnel, including options held in associated entities.**

Please refer to the pages 10 to 15 of the Remuneration Report.

**(e) Share based payments**

There were no other share-based payment arrangements in the year to 30 June 2015, other than shares and options issued to directors and executives pursuant to the Company's Executive Share and Option Plan as detailed in the Remuneration Report.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**27. EVENTS SUBSEQUENT TO BALANCE DATE**

Since the end of the financial year, the directors have not become aware of any matter that has significantly affected or may significantly affect the operations of the company in subsequent financial years other than as set out below.

SomnoMed Limited reached an agreement with its co-shareholder in its subsidiary, SMH Biomaterial AG, Mr. Konrad Hofmann, to acquire the outstanding 50% holding in the company on 31st July 2015. The purchase price for the 50% holding in SMH Biomaterial AG amounts to 540,000 EUR. SomnoMed Limited paid 340,000 EUR (A\$519,243) in cash and 200,000 EUR (A\$301,569) in SomnoMed Limited shares, which were issued at the weighted average market price of the shares during the three months prior to completion.

**28. CONTINGENT LIABILITIES AND COMMITMENTS**

As at 30 June 2015 contingent liabilities and capital commitments consisted of the following:

- a) Pursuant to acquiring the MAS Nordic business in January 2013 and subject to the performance of SomnoMed's business in the Nordic region, additional SomnoMed shares to the value of approximately A\$30,000 may be issued in January 2016 as part of this acquisition.
- b) SomnoMed Inc. has received an assessment for sales tax due in relation to the sales of MAS devices in the State of California. The amount assessed is for sales made for the period up until 30 June 2015 is US\$698,148 (excluding penalties and interest). This assessment is based on the classification of the SomnoDent® MAS device as a "medical oxygen delivery system." SomnoMed and its advisors do not believe this classification is correct and are disputing the assessment.

**29. RELATED PARTY DISCLOSURES**

Related party transactions fall into the following categories:

(a) Controlled entities

Interests in controlled entities are disclosed in Note 20. The Company engages in transactions with its controlled entities, which are in ordinary course of business at arm's length on a transfer pricing basis.

	<b>2015</b>	<b>2014</b>
	\$	\$
The aggregate amount included in the profit before income tax for the Company that resulted from transactions with non-director related parties are:		
Royalties	2,125,343	-
Revenue from provision of services	534,628	1,247,988
Interest income	428,908	231,313
The aggregate amounts receivable from wholly-owned controlled entities by the Company at the reporting date are:		
Current receivables	20,599,122	13,820,933
Less impairment	(2,073,737)	(548,593)
	18,525,385	13,272,340

(b) Director related entities

During the year consultancy fees of \$520,000 (2014: \$370,000) were paid/are payable to Belgove Pty Limited, a company associated with Dr Neustadt and consultancy fees of \$54,500 (2014: \$54,500) were paid to Leedoc Pty Limited, a company associated with Ms Ausburn (as per Director's remuneration).

(c) Transactions in securities of the Company

During the year directors or entities related to directors acquired under normal commercial terms shares or options in the Company as detailed in Note 26. Directors acquired these shares or options through the public offering, direct issue or on-market purchase.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**29. RELATED PARTY DISCLOSURES (continued)**

	<b>2015</b>	<b>2014</b>
	\$	\$
(d) Loans to key management personnel		
Balance beginning of the year	570,500	521,000
Loans advanced	-	49,500
Loans repaid	-	-
Interest charged – advance	-	-
Interest received	-	-
Balance end of the year	570,500	570,500
The highest amount of indebtedness during the reporting period for each key management personnel who received the loans:		
Neil Verdall-Austin	375,500	375,500
Christopher Bedford	195,000	195,000

Non-recourse advances to executives to acquire shares issued in the Company are not recorded in the Company's accounts and these shares are treated as options in these accounts in accordance with the Company's accounting policies and Australian Accounting Standards (Note 3(r)). The total of such loans is reflected in Note 16. These loans are repayable the earlier of two years from the provision of the advances and the date the borrower ceases to be the legal owner of the shares.

**30. KEY MANAGEMENT PERSONNEL COMPENSATION**

**(a) Names and positions held of Consolidated Entity and Company Key Management Personnel in office at any time during the financial year are:**

**Key Management Person**

Peter Neustadt	Executive Chairman and CEO
Lee Ausburn	Director — Non-Executive
Robert Scherini	Director — Non-Executive
Kien Nguyen	President SomnoMed Inc.
Neil Verdall-Austin	Chief Financial Officer and Executive Vice President Asia Pacific
Christopher Bedford	Vice President – Global Production and Product Development
Martin Weiland	Vice President – Sales and Marketing Europe

**(b) Compensation Practices and Key Management Personnel Compensation**

Details of compensation practices and key management personnel compensation are disclosed in the Directors' Report, which accompanies these financial statements.

Details of management personnel compensation shares and options are disclosed in Note 26.

**Compensation**

The aggregate compensation made to directors and other members of key management personnel of the Consolidated Entity is set out below:

	<b>2015</b>	<b>2014</b>
	\$	\$
Short-term employee benefits	1,928,820	1,781,707
Post-employment benefits	52,919	41,587
Other	15,026	8,228
Share-based payments	154,913	88,124
	2,151,678	1,919,646

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**31. FINANCIAL INSTRUMENTS**

**Credit Risk**

*Exposure to Credit Risk*

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	<b>2015</b>	<b>2014</b>
	\$	\$
Cash and equivalents	8,305,556	2,944,888
Trade receivables	5,299,184	4,346,367
Other receivables - current	1,175,017	830,974
	<u>14,779,757</u>	<u>8,122,229</u>

The maximum exposure to credit risk for trade and related party receivables at the reporting date by geographic region was:

United States	2,102,970	1,576,554
Europe	2,784,769	2,428,195
Asia Pacific	411,445	341,618
	<u>5,299,184</u>	<u>4,346,367</u>

*Impairment Losses*

The ageing of the trade receivables at the reporting date was:

**Gross receivables**

Past due 0 – 30	4,910,882	3,650,158
Past due 31 – 60	148,134	201,304
Past due 60 – 90	266,186	92,775
Past due 90 days and over	54,947	550,413
	<u>5,380,149</u>	<u>4,494,650</u>
Impairment	(80,965)	(148,283)
<b>Trade receivables net of impairment loss</b>	<u>5,299,184</u>	<u>4,346,367</u>

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

Balance at 1 July	(148,283)	(97,367)
Impairment movement	79,929	(54,713)
Exchange effect	(12,611)	3,797
<b>Balance at 30 June</b>	<u>(80,965)</u>	<u>(148,283)</u>

Impairment losses recognised in the year relate to significant individual customers, which have been assessed as impaired under the Consolidated Entity's accounting policy as detailed in Note 3(h).

Based upon past experience, the Consolidated Entity believes that no impairment allowance other than as provided in these accounts is necessary in respect of trade receivables not past due.

The allowance accounts used in respect of trade receivables are used to record impairment losses unless the Consolidated Entity is satisfied that non recovery of the amount owing is possible; at that point, the amount considered non-recoverable is written off against the financial asset directly.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**31. FINANCIAL INSTRUMENTS (continued)**

**Currency Risk**

Consolidated Entity's exposure to foreign currency risk was as follows, based upon notional amounts:

Amounts local currency	KRW	GBP	PHP	JPY	USD	EUR	CHF	SEK	NOK
<b>2015</b>									
Cash and cash equivalents	76,324	5,193	79,265	39,209	1,262,210	2,767,369	12,372	232,267	-
Trade receivables	17,036	-	-	43,453	2,102,970	2,783,424	-	-	-
Trade payables	(1,693)	-	(255,328)	(15,316)	(515,280)	(1,317,477)	-	-	-
<b>Gross balance sheet exposure</b>	<b>91,667</b>	<b>5,193</b>	<b>(176,063)</b>	<b>67,346</b>	<b>2,849,900</b>	<b>4,233,316</b>	<b>12,372</b>	<b>232,267</b>	<b>-</b>

Amounts local currency	KRW	GBP	PHP	JPY	USD	EUR	CHF	SEK	NOK
<b>2014</b>									
Cash and cash equivalents	29,254		140,449	45,666	361,064	1,376,710	334	107,025	170,143
Trade receivables	18,770		-	28,807	1,576,554	2,428,195	-	-	-
Trade payables	(3,526)		(483,563)	(12,361)	(650,820)	(575,359)	-	-	-
<b>Gross balance sheet exposure</b>	<b>44,498</b>		<b>(343,114)</b>	<b>62,112</b>	<b>1,286,798</b>	<b>3,229,546</b>	<b>334</b>	<b>107,025</b>	<b>170,143</b>

The following significant exchange rates applied to the Consolidated Entity during the year:

	Average Rate		Reporting date spot rate	
	2015	2014	2015	2014
AUD = 1				
USD	0.8364	0.9136	0.7707	0.9432
EUR	0.6949	0.6740	0.6921	0.6889
JPY	95.50	92.15	94.40	95.58
PHP	37.18	40.262	34.76	41.191
KRW	899.05	959.53	861.86	954.55

**Interest Rate Risk**

*Profile*

At the reporting date, the interest rate profile of the Consolidated Entity's interest bearing financial instruments was:

Carrying amount	2015	2014
	\$	\$
<b>Variable rate instruments</b>		
Financial assets	3,124,829	513,345

The following are the contractual maturities of the Consolidated Entity's financial assets and liabilities including estimated interest payments.

2015	Effective interest rate p.a.	Carrying amount \$	Less than 1	1-5 years	More than
			year		5 years
Cash and cash equivalents	1.99%	8,305,556	8,305,556	-	-
Receivables	-	6,474,201	6,474,201	-	-
Payables	-	(3,021,112)	(2,934,136)	(86,976)	-
<b>Total</b>	-	11,758,645	11,845,621	(86,976)	-
2014	Effective interest rate p.a.	Carrying amount \$	Less than 1	1-5 years	More than
			year		5 years
Cash and cash equivalents	0.83%	2,944,888	2,944,888	-	-
Receivables	-	5,177,341	5,177,341	-	-
Payables	-	(2,541,823)	(2,410,028)	(131,795)	-
<b>Total</b>	-	5,580,406	5,712,201	(131,795)	-



**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**31. FINANCIAL INSTRUMENTS (continued)**

**Fair Values**

The fair values of financial assets and liabilities, together with carrying amounts in the balance sheet are as follows:

	2015		2014	
	\$		\$	
Consolidated	Carrying amount	Fair value	Carrying amount	Fair value
Cash and equivalents	8,305,556	8,305,556	2,944,888	2,944,888
Trade and other receivables - current	6,474,201	6,474,201	5,177,341	5,177,341
Trade and other payables - current	(2,934,136)	(2,934,136)	(2,410,028)	(2,410,028)
Trade and other payables - non current	(86,976)	(86,976)	(131,795)	(131,795)
Contingent consideration payable – current	(481,625)	(481,625)	(585,475)	(585,475)
Contingent consideration payable – non current	(577,950)	(577,950)	(1,645,167)	(1,645,167)
<b>Total</b>	<b>10,699,070</b>	<b>10,699,070</b>	<b>3,349,764</b>	<b>3,349,764</b>

**Basis for determining fair values**

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments reflected in the table above.

**Non-derivative financial assets and liabilities**

The fair value of cash, receivables, payables and short-term borrowings is considered to approximate their carrying amount because of their short maturity.

**Fair value hierarchy**

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie. as prices) or indirectly (ie. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobvious inputs).

	Level 3	Total
<b>30 June 2015</b>		
<b>Financial liabilities</b>		
- Contingent consideration payable	1,059,575	1,059,575
<b>30 June 2014</b>		
<b>Financial liabilities</b>		
- Contingent consideration payable	2,230,642	2,230,642

There are no other financial instruments carried at fair value or valued using the above criteria.

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

Contingent consideration is fair valued at each reporting date with the fair value changes being recognised in profit or loss and based on an assessment of budgets and forecasts there was a resulting fair value gain of \$782,445.

*Valuation techniques for fair value measurements categorised within level 3.*

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

The fair value of contingent consideration payable in relation to the Goedegebuure Slaaptechniek B.V. acquisition is based on an assessment of budgets and forecasts resulting in the fair value for the remaining 25% acquisition of the business. Contingent consideration in relation to the Orthosleep 19 acquisition has been assessed using current year and budgeted sales volumes and profits.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**31. FINANCIAL INSTRUMENTS (continued)**

	<b>2015</b>	<b>2014</b>
<b>Contingent consideration payable</b>	<b>\$</b>	<b>\$</b>
Balance at beginning of year	2,230,642	2,191,087
Additional payable recognised	-	387,091
Amount paid	(371,010)	(382,485)
Net fair value gain	(782,445)	-
Foreign currency translation difference	(17,612)	34,949
Balance at end of year	<u>1,059,575</u>	<u>2,230,642</u>

During the year payments were made to acquire additional ownership percentages in Orthosleep 19 and Goedegebuure Slaaptechniek B.V. Cash payments in the amount of \$186,770 and non-cash issuance of shares of \$184,240 occurred during the year.

**Sensitivity Analysis**

In managing interest rate and currency risks, the Consolidated Entity aims to reduce the impact of short-term fluctuations on the Consolidated Entity's earnings. Over the longer term however, permanent changes in foreign exchange and interest rates will have an impact on the result.

For the year ended 30 June 2015, it is estimated that a general increase of one percent in interest rates would have increased the Consolidated Entity's profit after income tax and equity by approximately \$89,000 and for the year ended 30 June 2014 the effect would have been to increase the Consolidated Entity's profit after income tax and equity by approximately \$38,000. A one percent decrease in interest rates would have had the equal but opposite effect on the Consolidated Entity's profit and equity.

It is estimated that a general increase of ten percent in the value of the AUD against other foreign currencies would have decreased the Consolidated Entity's profit for the year ended 30 June 2015, and decreased the Consolidated Entity's equity by approximately \$210,000. For the year ended 30 June 2014 the effect would have been to increase the Consolidated Entity's profit and increase the equity by \$15,000.

It is estimated that a general decrease of ten percent in the value of the AUD against other foreign currencies would have increased the Consolidated Entity's profit for the year ended 30 June 2015, and increased the Consolidated Entity's equity by approximately \$256,000. For the year ended 30 June 2014 the effect would have been to decrease the Consolidated Entity's profit and decrease the equity by \$22,000.

**32. PARENT ENTITY DISCLOSURES**

At and throughout the financial year ended 30 June 2015, the parent company was SomnoMed Limited, which has adopted the accounting policies consistent with those of the Consolidated Entity.

<b>Result of the parent entity</b>	<b>2015</b>	<b>2014</b>
	<b>\$</b>	<b>\$</b>
Net profit*	1,379,422	4,617,511
Other comprehensive income/(loss)	-	-
<b>Total comprehensive income</b>	<u><b>1,379,422</b></u>	<u><b>4,617,511</b></u>

**Financial position of the parent entity at year end**

Current assets	4,661,532	1,345,988
Total assets	24,813,816	16,017,582
Current liabilities	607,858	631,895
Total liabilities	607,858	631,895
<b>Total equity of the parent entity comprising of:</b>		
Issued capital	33,705,941	26,464,894
Share option reserve	1,996,263	1,796,461
Accumulated losses	(11,496,246)	(12,875,668)
<b>Total Equity</b>	<u><b>24,205,958</b></u>	<u><b>15,385,687</b></u>

**Parent entity contingencies**

There are no contingent liabilities or future commitments in respect to the Parent Entity.

\* The parent company's profit of \$4.6 million in the comparative year was positively impacted by the reversal of impairment losses from intercompany loans with European subsidiaries.

**SOMNOMED LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**33. PRIOR PERIOD ADJUSTMENT**

**Revenue recognition**

As a result of its medical initiative, insurers are requesting SomnoMed to provide the services for a full treatment process of a patient, whereby medical insurers fully outsource this treatment to SomnoMed. In such cases SomnoMed receives revenue in addition to that received from the sale of MAS devices and incurs additional expenditure in generating that revenue. SomnoMed has historically recognized such revenue on a net basis only and not on the full proceeds received from the insurer. Given the changing nature of the business and after reviewing the relevant contracts, the Directors believe a more appropriate treatment is to record the gross amount received from the insurance company as sales revenue and to reflect this under managed care revenues, with the associated costs of providing these services treated as cost of goods sold.

The gross accounting treatment has been applied during the current year. The directors believe this treatment will result in providing more relevant and reliable financial reporting, given the changing nature of the company's business. Prior period revenues and expenses have been adjusted and restated to be consistent with the current year's revenue recognition treatment based on the terms of the contracts with insurers.

The impact of the change on the consolidated financial information for the prior year ended 30 June 2014 is disclosed below. Earnings per share were not affected as there was no net profit or loss impact as a result of this adjustment.

	<b>Consolidated</b>		
	<b>2014</b>		<b>2014</b>
<b>Statement of profit or loss and other comprehensive income</b>	<b>as reported</b>	<b>Adjustment</b>	<b>restated</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Extract			
Sales revenue	25,894,846	4,379,750	30,274,596
Cost of sales	(9,085,059)	(4,379,750)	(13,464,809)
<b>Statement of cash flows</b>			
Extract			
Receipts from customers (inclusive of GST)	25,137,579	4,379,750	29,517,329
Payments to suppliers and employees (inclusive of GST)	(25,442,438)	(4,379,750)	(29,822,188)

**SOMNOMED LIMITED**  
ACN 003255221  
**DIRECTORS' DECLARATION**

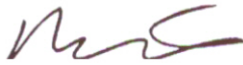
In the directors' opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes thereto give a true and fair view of the Consolidated Entity's financial position as at 30 June 2015 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



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Dr Peter Neustadt  
Executive Chairman and CEO

28 September 2015

## INDEPENDENT AUDITOR'S REPORT

To the members of Somnomed Limited

### Report on the Financial Report

We have audited the accompanying financial report of Somnomed, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

#### Auditor's Responsibility

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

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

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

### Independence

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

### Opinion

In our opinion:

- (a) the financial report of Somnomed 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 2015 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2.


### Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2015. 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.

### Opinion

In our opinion, the Remuneration Report of Somnomed Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

**BDO East Coast Partnership**



**Grant Saxon**  
Partner

Sydney, 28 September 2015

## DECLARATION OF INDEPENDENCE BY GRANT SAXON TO THE DIRECTORS OF SOMNOMED LIMITED

As lead auditor of Somnomed Limited for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

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



Grant Saxon  
Partner

**BDO East Coast Partnership**

Sydney, 28 September 2015

## ADDITIONAL INFORMATION

### 1. Shareholding

#### a. Distribution of Shareholders

	Shareholders	Shares
Category (size of Holding)		
1-1,000	687	270,306
1,001-5,000	685	1,834,524
5,001-10,000	207	1,650,147
10,001-100,000	285	7,556,981
100,001 and over	47	39,774,115
	<b>1,911</b>	<b>51,086,073</b>

b. The number of shareholdings held in less than marketable parcels is 278

c. The names of the substantial shareholders listed in the holding company's register as at 16 September 2015 are:

	Number of Ordinary Shares	Percentage
Dottie Investments Pty Ltd	4,302,779	8.423
Belgove Pty Limited & P Neustadt Holdings Pty Limited	3,702,023	7.247
National Nominees Ltd as Custodian for Australian Ethical Smaller Companies Trust	2,681,250	5.249

#### d. Voting Rights

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

#### e. 20 Largest Shareholders — Ordinary Shares as at 16 September 2015

	Name	No. of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	National Nominees Limited	9,353,326	18.309
2.	Dottie Investments Pty Ltd	4,302,779	8.423
3.	Belgove Pty Limited	3,496,023	6.843
4.	HSBC Custody Nominees (Australia) Limited	2,643,472	5.175
5.	Trinity Management Pty Ltd	2,306,000	4.514
6.	UBS Wealth Management Australia Nominees Pty Ltd	2,198,159	4.303
7.	J P Morgan Nominees Australia Limited	1,773,950	3.472
8.	Golden Words Pty Ltd	1,669,836	3.269
9.	Ginga Pty Ltd	1,227,370	2.403
10.	Ms Georgia Quick & Mr Rodney Victor Palmisano <EST Late R G Palmisano A/C>	990,000	1.938
11.	Timbina Pty Ltd <Timbina Super A/C>	951,737	1.863
12.	R E M Medical Pty Ltd <Cocoon Super Fund A/C>	792,031	1.550
13.	Citicorp Nominees Pty Ltd	722,884	1.415
14.	RBC Investor Services Australia Nominees Pty Ltd <Bkcust A/C>	660,000	1.292
15.	Mr Neil Robert Verdal-Austin	610,000	1.194
16.	Bond Street Custodians Limited <Laman – D05019 A/C>	442,059	0.865
17.	Carnethy Evergreen Pty Ltd <Carnethy Evergreen Fund A/C>	425,160	0.832
18.	Citicorp Nominees Pty Ltd <Colonial First State Inv A/C>	415,839	0.814
19.	Mr Trevor Kennedy & Mrs Christina Kennedy & Mr Daniel Kennedy <Golden Eggs Super Fund A/C>	407,763	0.798
20.	Paul Goedegebuure Beheer BV	381,559	0.747
		<b>35,769,947</b>	<b>70.019</b>



## CORPORATE DIRECTORY

### Registered Office and Principal Place of Business

Level 3  
20 Clarke St Crows Nest 2065  
Telephone: (02) 9467 0400

### Directors

Peter Neustadt	Executive Chairman and CEO
Lee Ausburn	Non-executive Director
Robert Scherini	Non-executive Director

### Chief Financial Officer

Neil Verdal-Austin

### Company Secretary

Terence Flitcroft

### Patent Attorneys

Spruson & Ferguson

### Banker

Westpac Banking Corporation

### Auditors

BDO East Cost Partnership

### Share Registry

Boardroom Pty Limited  
Sydney NSW 2000  
(GPO Box 3993 Sydney NSW 2001)  
Telephone (02) 9290 9600  
Facsimile (02) 9279 0664  
[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

### Company Website

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

### Stock exchange listing

SomnoMed Limited shares are listed on the Australian Securities Exchange (ASX code: SOM)