

# ALE Property Group

## ASX Appendix 4E – Full Year Report

### For the year ended 30 June 2018

#### Stapling Arrangement

ALE Property Group ("ALE") was established for the purpose of facilitating a joint quotation of Australian Leisure and Entertainment Property Management Limited ("Company") (ABN 45 105 275 278) and Australian Leisure and Entertainment Property Trust ("Trust") (ABN 92 648 441 429) and its controlled entities on the Australian Securities Exchange. The Company is the Responsible Entity of the Trust.

#### Detail of reporting period

Current:

1 July 2017 to 30 June 2018

	2018 \$'000	2017 \$'000	Variance
Rental Income	58,095	57,007	1.9%
Interest Income	1,049	1,324	(20.8%)
<b>Total revenue</b>	<b>59,144</b>	<b>58,331</b>	<b>1.4%</b>
<b>Other income</b>	<b>54,273</b>	<b>103,899</b>	<b>(44.7%)</b>
<b>Profit before income tax attributable to stapled security holders, before net gain from fair value adjustments of investment properties and derivatives (interest rate swaps), amortisation of borrowing costs and other non cash expenses (refer to note 4.6 of the attached Financial Statements – "Distributable Profit")</b>	<b>29,025</b>	<b>29,118</b>	<b>(0.3%)</b>
<b>Operating Profit after tax attributable to members</b>	<b>75,090</b>	<b>130,043</b>	<b>(42.2%)</b>
	\$	\$	
<b>Net assets per security (including derivatives)</b>	<b>3.17</b>	<b>2.99</b>	<b>6.0%</b>

- Operating profit after tax increased due to:
  - Total revenue was up by 1.4%. Rent received from properties was up 1.9% due to CPI rent reviews during the year. Interest income decreased due to lower funds on deposit
  - Fair value adjustments to investment properties decreased to \$54.3 million in the current year due to rental growth and a lower reduction in capitalisation rates
  - Fair value adjustments to derivatives liabilities decreased from a \$14.3 million increment in 2017 to a \$4.8 million decrement in the current year as long term interest rates decreased slightly
  - Finance costs were higher due to increased borrowings
  - Management costs increased during the year due to costs associated with property related projects and preparation for the FY19 market rent review.
- Profit after tax attributable to members was down \$54.9 million mainly due to the impact of fair value increments to properties and derivatives.
- Distributable profit (adjusted for non-cash items) was primarily impacted by the same cash items that affected Operating Profit, namely changes in rent, finance costs and management expenses.

The attached Financial Statements contain further explanations of the results.

Distributions	Amount per stapled security	Franked amount per stapled security
Final distribution	10.35 cents	0.0 cents
Interim distribution	10.45 cents	0.0 cents
<b>Total distribution</b>	<b>20.80 cents</b>	<b>0.0 cents</b>

The total amount per stapled security is comprised of 20.80 cents of Trust distributions and no company dividend. The final distribution of 10.45 cents will be paid to stapled securityholders on 5 September 2018. **The full year distribution of 20.80 cents will be 100% tax deferred.**

Record date for determining entitlements to the distribution

5pm, 29 June 2018

**This report is based on accounts which have been audited.**

ANNUAL  
REPORT  
2018

15 YEARS OF ADDING  
**VALUE**

CURRENT INCOME  
FUTURE INCOME  
LONG TERM VALUE



ALE PROPERTY GROUP

“We maintained our core strategy of ensuring that we preserve, enhance and extract maximum value for our securityholders from our existing portfolio.”

ROBERT MACTIER

Statutory property values

\$1,136.3m

Average cap rate

4.98%

Average lease term

10.3 years

Rental income growth

1.9%

Gearing

41.6%

Average debt maturity

3.7 years

Hedge maturity

7.4 years

All up cash interest rate

4.26%

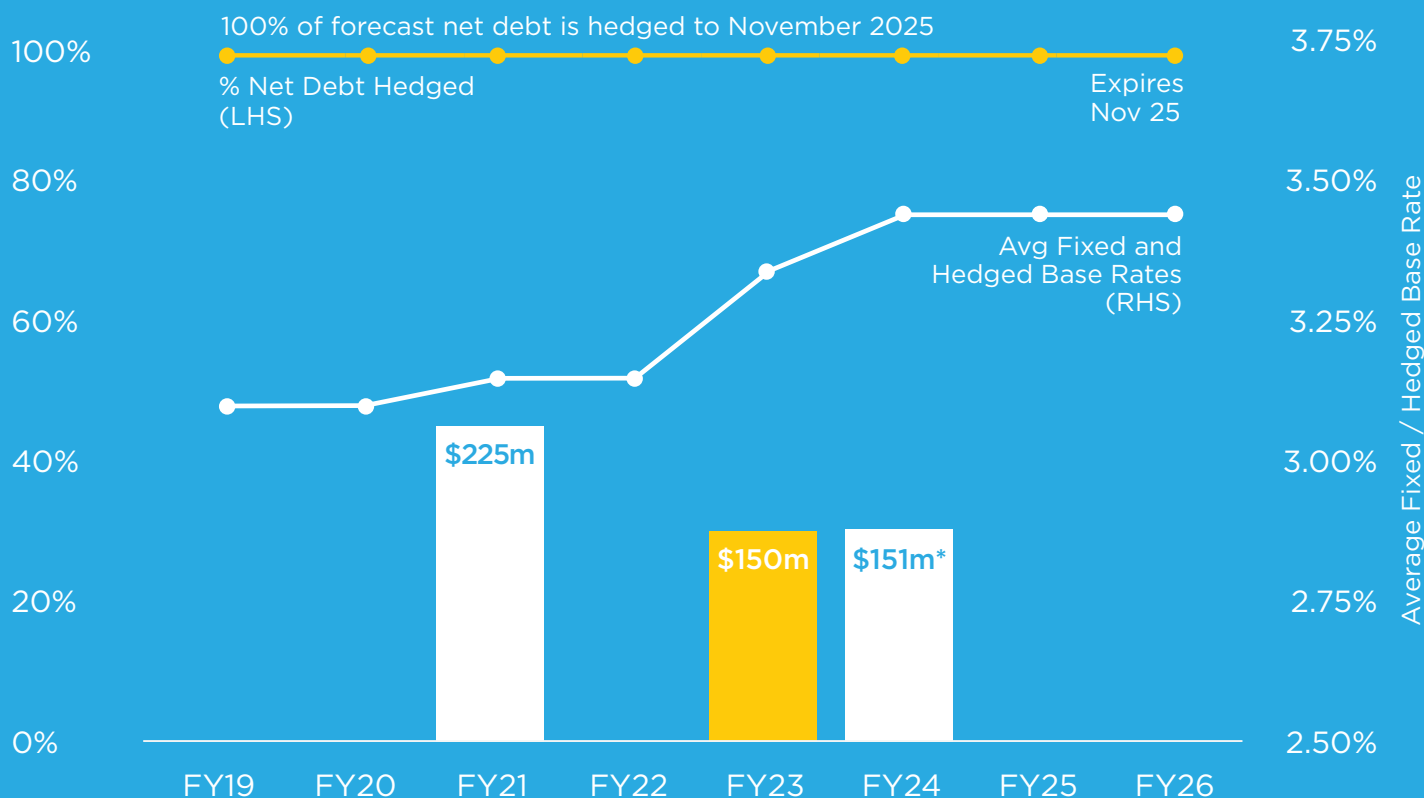
Distribution

20.8 cps

Tax deferred

100%

#### DEBT MATURITIES AND HEDGING PROFILE



# **ALE Property Group**

**Comprising Australian Leisure and Entertainment  
Property Trust and its controlled entities**  
Report For the Year ended 30 June 2018

**ABN 92 648 441 429**

## **ANNUAL REPORT**

**2018**

**ALE Property Group (ASX: LEP)**

ALE Property Group is the owner of Australia's largest portfolio of freehold pub properties. Established in November 2003, ALE owns a portfolio of 86 pub properties across the five mainland states of Australia. All the properties are leased to Australian Leisure and Hospitality Group Pty Limited (ALH).

**[WWW.ALEGROUP.COM.AU](http://WWW.ALEGROUP.COM.AU)**

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## DIRECTORS' REPORT

For the Year ended 30 June 2018

ALE Property Group ("ALE") comprises Australian Leisure and Entertainment Property Trust ("Trust") and its controlled entities including ALE Direct Property Trust ("Sub Trust"), ALE Finance Company Pty Limited ("Finance Company") and Australian Leisure and Entertainment Property Management Limited ("Company") as the responsible entity of the Trust.



The registered office and principal place of business of the Company is:

Level 10  
6 O'Connell Street  
Sydney NSW 2000

The directors of the Company present their report, together with the financial statements of ALE, for the year ended 30 June 2018.





### 1. DIRECTORS

The following individuals were directors of the Company during the year and up to the date of this report unless otherwise stated:

Name	Experience, responsibilities and other directorships	
Robert Mactier, B.Ec, MAICD <i>Independent Non Executive Director Chairman of the Board</i>	Appointed: 28 November 2016 Member of the Audit, Compliance and Risk Management Committee (ACRMC) Member of the Nominations Committee Member of the Remuneration Committee	Appointed Chair: 23 May 2017
	Robert's other current roles include Chairman of ASX-listed WPP AUNZ Limited (since 2006) and Consultant to UBS AG in Australia (since June 2007). Between 2006 and January 2017 he served as a non-executive Director of NASDAQ listed Melco Resorts and Entertainment Limited.  Robert began his career at KPMG and from January 1986 to April 1990 worked across their audit, management consulting and corporate finance practices. He has extensive investment banking experience in Australia, having previously worked for Ord Minnett Securities, E.L. & C. Baillieu and Citigroup between 1990 and 2006.  Robert holds a Bachelor's degree in economics from the University of Sydney and has been a Member of the Australian Institute of Company Directors since 2007.	
Phillipa Downes, BSc (Bus Ad), MAppFin, GAICD <i>Independent Non Executive Director</i>	Appointed: 26 November 2013 Chair of the ACRMC Member of the Nominations Committee Member of the Remuneration Committee	Appointed Chair of ACRMC: 26 October 2015
	Phillipa (Pippa) is a Director of the Australian Technology Innovators (Infotrack, LEAP Legal software), Windlab Limited, the ASX Clearing and Settlement companies and the Sydney Olympic Park Authority. Pippa is also on the panel of the ASX Appeals Tribunal and is a director of the Pinnacle Foundation. Ms Downes was a Managing Director and Equity Partner of Goldman Sachs in Australia until October 2011, working in the Proprietary Investment division. Pippa has had a successful international banking and finance career spanning over 20 years where she has led the local investment, derivative and trading arms of several of the world's leading Investment Banks. She has extensive experience in Capital Markets and Derivatives and strong analytical skills investing across the capital structures of companies and across multiple asset classes.  Prior to joining Goldman Sachs in 2004, Ms Downes was a director and the Head of Equity Derivatives Trading at Deutsche Bank in Sydney. When Morgan Stanley was starting its equity franchise in Australia in 1998 she was hired to set up the Derivative and Proprietary Trading business based in Hong Kong and Australia. Ms Downes started her career working for Swiss Bank O'Connor on the Floor of the Pacific Coast Stock Exchange in San Francisco, followed by the Philadelphia Stock Exchange before returning to work in Sydney as a director for UBS.  Pippa graduated from the University of California at Berkeley with a Bachelor of Science in Business Administration majoring in Finance and Accounting. Pippa also completed a Masters of Applied Finance from Macquarie University in 1998. Ms Downes is a member of The AICD and Women Corporate Directors and in 2016 was named as a Women of Influence in the AFR/Westpac awards.	

## DIRECTORS' REPORT

For the Year ended 30 June 2018



Name	Experience, responsibilities and other directorships
<p>Nancy Milne, <i>OAM, LLB, FAICD</i> Independent Non Executive Director</p>	<p>Appointed: 6 February 2015 Member of the ACRMC Member of the Nominations Committee Member of the Remuneration Committee</p> <p>Nancy has been a professional non-executive director for over a decade. She is a former lawyer with over 30 years' experience with primary areas of legal expertise in insurance, risk management and corporate governance. She was a partner with Clayton Utz until 2003 and a consultant until 2012. She is currently Chairman of the Securities Exchange Guarantee Corporation and deputy chairman of the State Insurance Regulatory Authority. She was previously a director of Australand Property Group, Crowe Horwarth Australasia, State Plus and Novion Property Group (now Vicinity Centres).</p> <p>Nancy has a Bachelor of Laws from the University of Sydney. She is a member of the NSW Council of the Australian Institute of Company Directors and the Institute's Law Committee.</p>
	
<p>Paul Say, <i>FRICS, FAPI</i> Independent Non Executive Director</p>	<p>Appointed: 24 September 2014 Member of the ACRMC Chair of the Nominations Committee Chair of the Remuneration Committee</p> <p>Paul has over 30 years' experience in commercial and residential property management, development and real estate transactions with major multinational institutions. Paul was Chief Investment Officer at Dexus Property Group from 2007 to 2012. Prior to that he was with Lend Lease Corporation for 11 years in various positions culminating with being the Head of Corporate Finance. Paul is a director of Frasers Logistic &amp; Industrial Trust (SGX listed) and was previously a director of GPT Metro Office Fund.</p> <p>Paul has a Graduate Diploma in Finance and Investment and a Graduate Diploma in Financial Planning. He is a Fellow of the Royal Institute of Chartered Surveyors, Fellow of the Australian Property Institute and a Licensed Real Estate Agent (NSW, VIC and QLD).</p>
	
<p>James McNally <i>B.Bus (Land Economy), Dip. Law</i> Non Executive Director</p>	<p>Appointed: 26 June 2003</p> <p>James is an executive and founding director of the company. James has over 20 years' experience in the funds management industry, having worked in both property trust administration and compliance roles for Perpetual Trustees Australia Limited and MIA Services Pty Limited, a company that specialises in compliance services to the funds management industry. James' qualifications include a Bachelor of Business in land economy and a Diploma of Law. James is also a registered valuer and licensed real estate agent.</p> <p>James is not considered an Independent Director as he has held an Executive Director position with ALE for the last three years to 15 April 2017.</p>
	
<p>Michael Triguboff <i>BA (Syd), LLB (UNSW)</i> Non Executive Director</p>	<p>Appointed: 15 February 2018</p> <p>Michael is a founding Director of Adexum Capital Limited, a private equity company investing in both public and private mid-market companies. Michael is also Vice Chairman of Pyrolyx AG, a dual listed German and Australian company involved in recycling.</p> <p>Mr Triguboff has a background in equity funds management with groups including MIR and Lazard Asset Management Pacific, Lazard Asia Funds and was a global partner of Lazard Freres &amp; Co. He was previously based in the USA and held positions with Quantum Funds and Equity Investments with a focus on principal investments in both public and private companies.</p> <p>Michael's academic qualifications include; Bachelor of Arts from the University of Sydney, Bachelor of Laws from University of New South Wales, Master of Business Administration from New York University, Master of Business Systems from Monash University, Master of Computer Science from University of Illinois at Urbana - Champaign / Columbia University, and Master of Criminology and Master of Laws from University of Sydney.</p>
	

## DIRECTORS' REPORT

For the Year ended 30 June 2018

Name	Experience, responsibilities and other directorships
<p>Andrew Wilkinson <i>B.Bus, CFTP, MAICD</i> <i>Managing Director</i></p> 	<p>Appointed: 16 November 2004 Chief Executive Officer and Managing Director of the Company Responsible Manager of the Company under the Company's Australian Financial Services Licence (AFSL)</p> <p>Andrew was appointed Managing Director of the Company in November 2004. He joined ALE as Chief Executive Officer at the time of its listing in November 2003. Andrew has around 35 years' experience in banking, corporate finance and funds management. He was previously a corporate finance partner with PricewaterhouseCoopers and spent 15 years in finance and investment banking with organisations including ANZ Capel Court and Schroders.</p>

## 2. OTHER OFFICERS

Name	Experience
<p>Michael Clarke <i>B.Com, M.Man, CA, ACIS</i> <i>Company Secretary and Finance Manager</i></p> 	<p>Appointed: 30 June 2016</p> <p>Michael joined ALE in October 2006 and was appointed Company Secretary on 30 June 2016. Michael has a Bachelor of Commerce from the University of New South Wales and a Masters of Management from the Macquarie Graduate School of Management. He is an associate member of both the Governance Institute of Australia and the Institute of Chartered Accountants in Australia and New Zealand.</p> <p>Michael has over 30 years' experience in accounting, taxation and financial management. Michael previously held senior financial positions with subsidiaries of listed public companies and spent 12 years working for Grant Thornton. He has also owned and managed his own accounting practice.</p>
<p>David Lawler <i>B.Bus, CPA</i> <i>Independent member of ACRMC</i></p> 	<p>Appointed: 9 December 2005 Resigned: 6 December 2017</p> <p>David was appointed to ALE's ACRMC on 9 December 2005 and has over 25 years' experience in internal auditing in the banking and finance industry. He was the Chief Audit Executive for Citibank in the Philippines, Italy, Switzerland, Mexico, Brazil, Australia and Hong Kong. David was Group Auditor for the Commonwealth Bank of Australia. David is the Chairman of the Australian Trade and Investment Commission Audit and Risk Committee, and the National Mental Health Commission Audit Committee, and is an audit committee member of the Australian Office of Financial Management, Cancer Australia, the Department of Foreign Affairs and Trade, the Australian Sports Anti-Doping Authority, and the Australian Maritime Safety Authority. David is Chairman of Australian Settlements Limited. David has a Bachelor of Business Studies from Manchester Metropolitan University in the UK. He is a Fellow of CPA Australia and a past President of the Institute of Internal Auditors – Australia.</p>

## 3. INFORMATION ON DIRECTORS AND KEY MANAGEMENT PERSONNEL

### Directorships of listed entities within the last three years

The following director held directorships of other listed entities within the last three years and from the date appointed up to the date of this report unless otherwise stated:

Director	Directorships of listed entities	Type	Appointed as Director	Resigned as Director
R W Mactier	WPP AUNZ Limited	Non-executive	December 2006	
R W Mactier	Melco Resorts and Entertainment Limited (Nasdaq listed)	Non-executive	December 2006	January 2017
P G Say	GPT Metro Office Fund	Non-executive	August 2014	September 2016
P G Say	Frasers Logistic & Industrial Trust (SGX listed)	Non-executive	June 2016	
P J Downes	Windlab Limited	Non-executive	July 2017	
M P Triguboff	Pyrolyx AG	Non-executive	February 2015	

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### Directors' and key management personnel interests in stapled securities and ESSS rights

The following directors, key management personnel and their associates held or currently hold the following stapled security interests in ALE:

Name	Role	Number held at the start of the year	Net movement	Number held at the end of the year
R W Mactier	Non-executive Director	50,000	-	50,000
P J Downes	Non-executive Director	189,110	-	189,110
P G Say	Non-executive Director	25,000	-	25,000
N J Milne	Non-executive Director	20,000	-	20,000
J T McNally	Non-executive Director	55,164	-	55,164
M P Triguboff	Non-executive Director	-	-	-
A F O Wilkinson	Executive Director	367,737	63,732	431,469
A J Slade	Capital Manager	60,000	-	60,000
M J Clarke	Company Secretary and Finance Manager	18,000	-	18,000
D J Shipway	Asset Manager	12,825	(6,325)	6,500

The following key management personnel currently hold rights over stapled securities in ALE:

Name	Role	Number held at the start of the year	Granted during the year	Lapsed / Delivered during the year	Number held at the end of the year
<b>ESSS Rights</b>					
A F O Wilkinson	Executive Director	124,117	34,082	(63,732)	94,467
A J Slade	Capital Manager	60,773	18,475	(31,375)	47,873
M J Clarke	Finance Manager	19,445	4,870	(7,844)	16,471
D J Shipway	Asset Manager	10,657	3,044	(3,922)	9,779

### Meetings of directors

The number of meetings of the Company's Board of Directors held and of each Board committee during the year ended 30 June 2018 and the number of meetings attended by each director at the time the director held office during the year were:

Director	Board		ACRMC		Nominations Committee and Remuneration Committee	
	Held <sup>1</sup>	Attended	Held <sup>1</sup>	Attended	Held <sup>1</sup>	Attended
R W Mactier	11	11	7	7	5	5
P J Downes	11	11	7	7	5	5
P G Say	11	10	7	7	5	5
N J Milne	11	11	7	7	5	5
J T McNally	11	10	n/a	n/a	n/a	n/a
M P Triguboff	5	4	n/a	n/a	n/a	n/a
A F O Wilkinson	11	11	n/a	n/a	n/a	n/a

### Member of Audit, Compliance and Risk Management Committee

D J Lawler	n/a	n/a	4	3	n/a	n/a
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<sup>1</sup> "Held" reflects the number of meetings which the director or member was eligible to attend.

## 4. PRINCIPAL ACTIVITIES

The principal activities of ALE consist of investment in property and property funds management. There has been no significant change in the nature of these activities during the year.

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## DIRECTORS' REPORT

For the Year ended 30 June 2018

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### 5. OPERATIONAL AND FINANCIAL REVIEW

#### Background

ALE Property Group is the owner of Australia's largest portfolio of freehold pub properties. Established in November 2003, ALE owns a portfolio of 86 pub properties across the five mainland states of Australia. All of the properties in the portfolio are leased to Australian Leisure and Hospitality Group Pty Limited (ALH) for an average remaining initial lease term of 10.3 years plus options for ALH to extend.

ALE's high quality freehold pubs have long term leases that include a number of unique features that add to the security of net income and opportunity for rental growth. Some of the significant features of the leases (for 83 of the 86 properties) are as follows:

- For most of the properties the leases commenced in November 2003 with an initial term of 25 years to 2028;
- The leases are triple net which require ALH to take responsibility for rates, insurance and essentially all structural repairs and maintenance, as well as land tax in all states except Queensland (three of the 86 properties are double net);
- Annual CPI rent increases are not subject to any cap and rents do not decline with negative CPI;
- There is a market rent review in November 2018 that is capped and collared within 10% of the 2017 rent; and
- There is a full open market rent review (no cap and collar) in November 2028.

#### Significant changes in the state of affairs

In the opinion of the directors, the following significant changes in the state of affairs of ALE occurred during the year:

- The 86 individual property values increased by an average of 5.0% to \$1,136.3 million; and
- Net Assets increased by 5.8% to \$620.1 million and net borrowings (total borrowings less cash) as a percentage of assets (total assets less cash, derivatives and deferred tax assets) decreased from 42.7% to 41.6%.

#### Current year performance

ALE produced a profit after tax of \$75.1 million for the year ended 30 June 2018 compared to a profit of \$130.0 million for the year ended 30 June 2017. The decrease is primarily due to:

- Fair value adjustments to investment properties decreased from \$89.6 million to \$54.3 million in the current year due to lower reductions in capitalisation rates;
- Fair value adjustments to derivatives liabilities decreased from a \$14.3 million increment in the prior year to a \$4.7 million decrement in the current year as long term interest rates decreased;
- Rental income increased by 1.9% due to the full year impact of the November 2016 rent review of 1.4% and the part year impact of the November 2017 rent review of 1.9%;
- Interest income was lower due to lower average funds on deposit;
- Finance costs were higher due to the higher net borrowings; and
- Management costs increased during the year due to costs associated with various rent review and property related projects. ALE's management expense ratio continues to be one of the lowest in the A-REIT sector.

ALE has a policy of paying distributions which are subject to the minimum requirement to distribute taxable income of the trust under the Trust Deed. Distributable Profit is a non-IFRS measure that shows how free cash flow is calculated by ALE. Distributable Profit excludes items such as unrealised fair value (increments)/decrements arising from the effect of revaluing derivatives and investment property, non-cash expenses and non-cash financing costs.

During the financial year ALE produced a distributable profit of \$29.0 million compared to \$29.1 million in the previous financial year. The table below separates the cash components of ALE's profit that are available for distribution from the non-cash components. The directors believe this will assist stapled securityholders in understanding the results of operations and distributions of ALE. Distributable Profit was primarily impacted by the same cash items that affected Operating Profit, namely changes in rent, finance costs and management expenses.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

	30 June 2018 \$'000	30 June 2017 \$'000
<b>Profit/(loss) after income tax for the year</b>	<b>75,090</b>	130,043
<b>Adjustment for non-cash items</b>		
Fair value increments to derivatives and investment properties	(49,535)	(103,899)
Employee share based payments	235	248
Finance costs - non-cash	3,214	2,712
Income tax expense	21	14
<b>Total adjustments for non-cash items</b>	<b>(46,065)</b>	(100,925)
<b>Total profit available for distribution</b>	<b>29,025</b>	29,118
Distribution paid or provided for	40,720	39,937
<b>Available and under/(over) distributed for the year</b>	<b>(11,695)</b>	(10,819)
<b><u>Distribution funded as follows</u></b>		
Current year distributable profits	29,025	29,118
Capital and surplus cash	11,695	10,819
	<b>40,720</b>	<b>39,937</b>

	Percentage Increase / (Decrease)	30 June 2018 Cents	30 June 2017 Cents
<b>Earnings and distribution per stapled security:</b>			
Basic earnings	(42.26%)	38.36	66.43
Earnings available for distribution	(0.27%)	14.83	14.87
Total distribution	1.96%	20.80	20.40
Current year distributable profits		14.83	14.87
Capital and surplus cash		5.97	5.53
		20.80	20.40

### Financial position

ALE's net assets increased by 5.8%, compared with the previous year which was largely attributable to an increase in property values during the year.

Investment property valuations increased the value by 5.0% from \$1,080.2 million to \$1,136.3 million during the year. The increase in property valuations was attributable to the November 2017 CPI rent increase and average capitalisation rates decreasing from 5.14% to 4.98% across the portfolio. When assessing statutory valuations the independent valuers applied both traditional capitalisation rate and discounted cashflow (DCF) based valuation methods. The valuation results reflect a combination of these methods but continue to place significant emphasis upon the traditional capitalisation rate approach.

ALE believes that the DCF method can provide a comprehensive view of the quality of the lease and tenant as well as the medium and longer term opportunities for reversion to market based levels of rent. In applying the DCF method the valuers made their own independent assessment of the tenant's current level of EBITDAR and also adopted industry standard market rental ratios. The valuers also used a range of assumptions they deemed appropriate for each of the individual properties. Based upon their assessments and assumptions the valuers' DCF valuations represented a weighted average capitalisation rate of around 4.29% for the 35 properties valued. This compares to the rate of 4.98% which was derived using a combination of the DCF and capitalisation rate methods.



## DIRECTORS' REPORT

For the Year ended 30 June 2018

Net assets per stapled security increased by 5.8% from \$2.99 to \$3.17 compared to June 2017, primarily as a result of the increase in property values.

ALE's market capitalisation this year increased by around 19.7% to around \$1,094.3 million at 30 June 2018.

ALE's capital position remains sound. This is evidenced by a steady reduction in gearing and the maintenance of an investment grade credit rating. ALE's next debt maturity of \$225 million is scheduled to occur in August 2020. During the year covenant gearing reduced from 42.7% to 41.6% for the bond issuing entity, ALE DPT. ALE continues to maintain appropriate headroom to all debt covenants with the nearest equivalent to an average 31% fall in property values.

ALE's debt capital structure continues to be characterised by the following positive features:

- investment grade credit rating of Baa2 (stable);
- debt maturity dates that are diversified over the next 5.4 years;
- 100% of forecast net debt hedged for the next 7.4 years;
- interest cover ratio well above covenant level at 2.6 times;
- all up cash interest rate of 4.26% p.a. fixed until the next refinancing in August 2020; and
- lower covenant gearing of 41.6% (2017: 42.7%).

ALE has consistently sought to mitigate interest rate volatility and continues to have long term hedging in place to achieve this objective.

### Historical performance

To provide context to ALE's historical performance, the following data and graphs outline a five year history of key financial metrics.

	FY14	FY15	FY16	FY17	FY18
Distributable profit (\$m)	31.2	29.1	29.6	29.1	29.0
Distribution per Security (cents)	16.45	16.85	20.00	20.40	20.80
Continuing property values (\$m) <sup>2</sup>	821.6	900.5	990.5	1,080.2	1,136.3
Covenant gearing <sup>1</sup>	51.7%	47.9%	44.9%	42.7%	41.6%

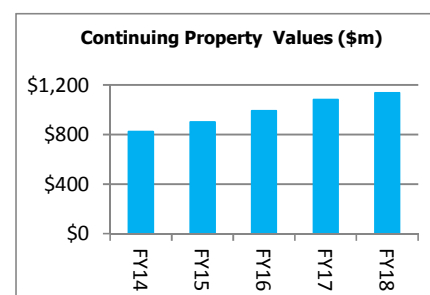
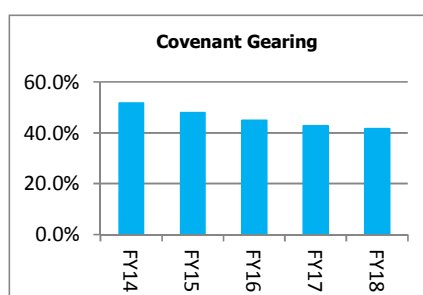
1. Total borrowings less cash as a percentage of total assets less cash, deferred tax assets and derivatives for bond issuing entity, ALE DPT

2. Includes only the value of properties held as at 30 June 2018

The accumulated value of \$1.00 initial public offering (IPO) investment in ALE and reinvested distributions, rights renunciation payments and current market value of securities as at 30 June 2018 totalled \$18.33.

For the period ending 30 June 2018, ALE continued to outperform other equity return benchmarks including the AREIT 300 index and the All Ordinaries index for periods including one, three, five, ten and fifteen years. For the one year period ALE's total return of 24.5% outperformed the AREIT 300 index total return of 13.2%.<sup>1</sup>

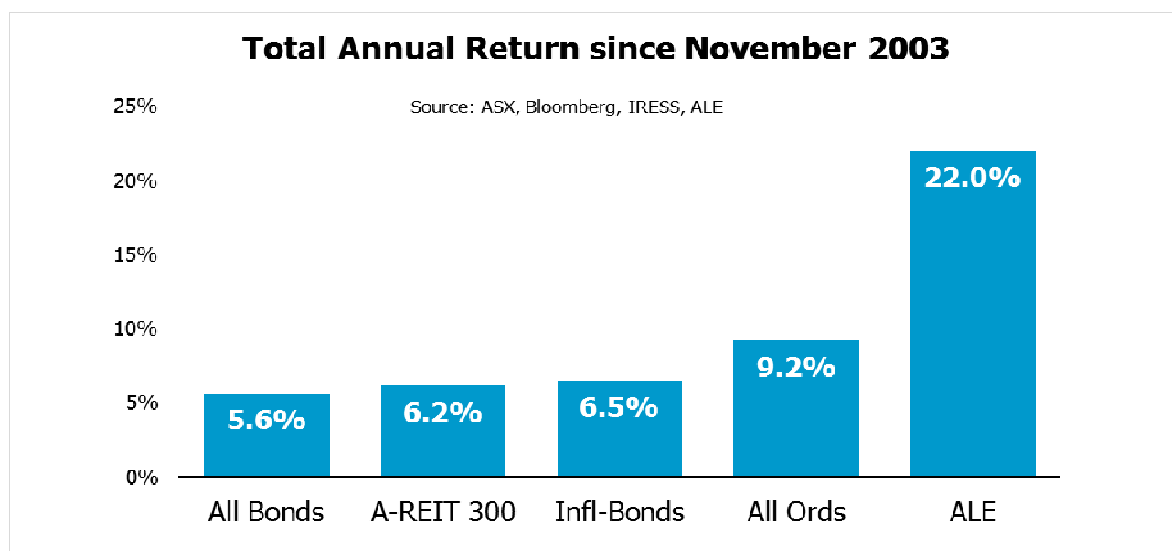
1. Source: UBS



## DIRECTORS' REPORT

For the Year ended 30 June 2018

The following chart shows the total annual return of an ALE security since listing in November 2003.



1. Includes ALE's equity market price of \$5.59 as at 30 June 2018 and reinvestment of distributions and 2009 renunciation payment

2. All Ordinaries Accumulation Index

3. BAIC0 Index - Australian credit inflation-linked securities

4. UBS S&P REIT 300 Index

5. BAMST0 Index- composite of the Composite Bond, Inflation and Credit FRN indices

### Business strategies and future prospects

ALE continues to hold a positive outlook for the market rent prospects for the portfolio. In November 2018 the first major review is due with the market rent capped and collared within 10% of the November 2017 rent for the majority of properties. There is also a full open market rent review (no caps or collars) in November 2028.

ALE will continue to seek acquisition opportunities that are of a high quality, meet all specified criteria and represent an accretive value opportunity for securityholders. ALE will also continue to work constructively with ALH with a focus on maintaining and exploring the potential to further enhance the properties' existing strong profitability through development or better site utilisation.

ALE has continued to preserve the quality of the existing property portfolio. The current debt structure and long term hedging position provides significant certainty around a stable distribution profile for the medium term.

ALE's objective is to continue to grow distributions at least in line with increases in the CPI.

### Material business risks

ALE is subject to a number of material business risks that may have an impact on the financial prospects of ALE. These risks and how ALE manages them include:

**Property valuation risk** - the properties that ALE owns have values that are exposed to movements in the Australian commercial property markets, changes in market rent and the general levels of long and short term interest rates. ALE is unable to control the market forces that impact ALE's property values however ALE constantly monitors the property market to assess general trends in property values. ALE undertakes on-going condition and compliance audits of our properties and has independent valuers perform valuations on one third of the property portfolio on an annual basis. Declines in ALE's property values will reduce NTA and could also reduce headroom to debt covenants. At 30 June 2018 the closest debt covenant would be triggered by a decline of around 31% in property values and a resultant average capitalisation rate of 7.26%. By way of comparison it should be noted that in the last 10 years the highest average capitalisation rate of ALE properties has been 6.60%. ALE therefore considers it has sufficient headroom in its debt covenants.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

**Interest rate risk** - ALE currently has \$526 million of outstanding gross borrowings and consequently faces the risk of reduced profitability and distributions should interest rates on borrowings increase materially. To mitigate this risk ALE uses fixed rate borrowings and hedges variable rate borrowings for the medium and long term. Existing arrangements effectively hedge ALE's forecasted debt to November 2025 at weighted average base rates of between 3.11% and 3.46%.

**Refinancing risk** - ALE currently has outstanding borrowings representing a covenant gearing level of 41.6%. ALE consequently faces refinancing risk as and when borrowings mature and require repayment. Failure, delays or increased credit margins in refinancing borrowings could subject ALE to a number of risks that could potentially impact future earnings. To mitigate these risks ALE proactively staggers debt maturities, continually monitors debt markets, actively seeks to maintain ALE's current credit rating of Baa2 and maintains relationships with diverse funding markets to ensure multiple funding options are available. ALE has a long track record of consistently approaching debt markets for refinancing well in advance of the scheduled debt maturity dates.

**Single tenant risk** - all 86 of ALE's pub properties are leased to a single tenant, ALH which is owned by Woolworths Limited (75%) and the Bruce Mathieson Group (25%). In the event of a default in rental payments by the tenant, ALE may be unable to pay interest on borrowings and distributions to securityholders. ALE manages this risk by monitoring the operating performance of each of the hotels and ALH on a regular basis. ALE also has the option of selling properties and/or issuing equity to meet its debt obligations.

**Regulatory risk** - changes to liquor licence regulation or gaming licence regulation could significantly impact the trading performance of the operating businesses of ALH and therefore impact the EBITDA of our tenant. EBITDA is a key determining factor for market rent reviews and therefore could impact on ALE's long term profitability. ALE is unable to control regulatory changes that may impact on our properties but monitors potential changes and liaises with ALH to understand the potential impact on hotel profitability.

### 6. DISTRIBUTIONS AND DIVIDENDS

Trust distributions paid out and payable to stapled securityholders, based on the number of stapled securities on issue at the respective record dates, for the year were as follows:

	30 June 2018 cents per security	30 June 2017 cents per security	30 June 2018 \$'000	30 June 2017 \$'000
Final Trust income distribution for the year ending 30 June 2018 to be paid on 5 September 2018	10.45	10.25	20,458	20,066
Interim Trust income distribution for the year ending 30 June 2018 paid on 5 March 2018	10.35	10.15	20,262	19,871
<b>Total distribution for the year ending 30 June 2018</b>	<b>20.80</b>	<b>20.40</b>	<b>40,720</b>	<b>39,937</b>

No provisions for or payments of Company dividends have been made during the year (2017: nil).

### 7. MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

In the opinion of the Directors of the Company, no transaction or event of a material and unusual nature has occurred between the end of the financial year and the date of this report that may significantly affect the operations of ALE, the results of those operations or the state of affairs of ALE in future financial years.

### 8. LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

ALE will continue to maintain a strategy of identifying opportunities to increase its profitability and value to its stapled securityholders.

In accordance with the leases of its investment properties, ALE has to date received annual increases in rental income in line with increases in the consumer price index. The first non CPI based market rent review will occur in November 2018.

Apart from the above matters, the directors are not aware of any other future development likely to significantly affect the operations and/or results of ALE.

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## DIRECTORS' REPORT

For the Year ended 30 June 2018

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### 9 REMUNERATION REPORT (Audited)

The Remuneration Report presented below is the remuneration report included in the Directors' Report of Australian Leisure and Entertainment Property Management Limited (the "Company"). This report provides details on ALE's remuneration structure, decisions and outcomes for the year ended 30 June 2018 for employees of ALE including the directors, the Managing Director and key management personnel. This information has been audited as required by section 308(3C) of the Act.

#### 9.1 Remuneration Objectives and Approach

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In determining a remuneration framework, the Board aims to ensure the following:

- attract, reward and retain high calibre executives;
- motivate executives to achieve performance that creates value for stapled securityholders; and
- link remuneration to performance and outcomes achieved.

The framework aligns executive reward with achievement of strategic objectives and creation of value for stapled securityholders. To do this the Board endeavours to ensure that executive reward satisfies the following objectives:

- alignment with ALE's financial, operational, compliance and risk management objectives so as to achieve alignment with positive outcomes for stapled securityholders;
- alignment with ALE's overall performance;
- transparent, reasonable and acceptable to employees and securityholders;
- rewards the responsibility, capability, experience and contribution made by executives;
- recognises individual executive's contributions towards value accretive outcomes when measured against Key Performance Indicators (KPI's); and
- market competitive and complementary to the reward strategy of the organisation.

The framework provides a mix of fixed and variable remuneration. Since the year ending 30 June 2012 the variable remuneration has been provided through the Executive Incentive Scheme (EIS). Any award under the EIS is paid 50% in cash following the year end and 50% in stapled securities with delivery deferred three years.

#### 9.2 Remuneration Committee

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The Remuneration Committee ("the Committee") is a committee comprising non-executive directors of the Company. The Committee strives to ensure that ALE's remuneration structure strikes an appropriate balance between the interests of ALE securityholders and rewarding, motivating and retaining employees.

The Committee's charter sets out its role and responsibilities. The charter is reviewed on an annual basis. In fulfilling its role the Committee endeavours to ensure the remuneration framework established will:

- reward executive performance against agreed strategic objectives;
- encourage alignment of the interests of executives and stapled securityholders; and
- ensure there is an appropriate mix between fixed and "at risk" remuneration.

The Committee operates independently of management in its recommendations to the Board and engages remuneration consultants independently of management. During the year ended 30 June 2018, the Committee consisted of the following:

P G Say	Non-executive Director	Chairman of Remuneration Committee
P J Downes	Non-executive Director	
N J Milne	Non-executive Director	
R W Mactier	Non-executive Director	

Page 2 of this report provides information on the skills, experience and expertise of the Committee members.

The number of meetings held by the Committee and the members' attendance at them is set out on page 5.

The Committee considers advice from a wide range of external advisors in performing its role. During the current financial year the Committee engaged Conari Partners to review remuneration.

Conari Partners was paid \$16,000 for its services.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 9.3 Executive Remuneration

Executive remuneration comprises both a fixed component and an 'at risk' component. It specifically comprises:

- Fixed Annual Remuneration (FAR)
- Executive Incentive Scheme (EIS)

#### 9.3.1 Fixed Annual Remuneration (FAR)

**What is FAR?** FAR is the guaranteed salary package of the executive and includes superannuation guarantee levy and salary sacrificed components such as motor vehicles, computers and superannuation.

**How is FAR set?** FAR is set by reference to external market data for comparable roles and responsibilities within similar listed and unlisted entities within Australia.

**When is FAR Reviewed?** FAR is reviewed in December each year with any changes being effective from 1 January of the following year.

#### 9.3.2 Executive Incentive Scheme (EIS)

**What is EIS?** EIS is an "at risk" component of executive remuneration.

EIS is used to reward executives for achieving and exceeding annual individual KPIs.

The target EIS opportunity for executives varies according to the role and responsibility of the executive.

EIS awards comprise 50% cash and 50% deferred delivery stapled securities issued under the Executive Stapled Securities Scheme (ESSS). For executives not invited to participate in the ESSS, the EIS is paid fully in cash.

Executive	Position	Standard EIS Target (as a % of FAR)	% of EIS paid as cash	% of EIS paid as ESSS
Andrew Wilkinson	Managing Director	60%	50%	50%
Andrew Slade	Capital Manager	50%	50%	50%
Michael Clarke	Company Secretary and Finance Manager	n/a <sup>1</sup>	50%	50%
Don Shipway	Asset Manager	n/a <sup>1</sup>	50%	50%

1. EIS awards are at the discretion of the Committee and the Board

**How are EIS targets and objectives chosen?** At the beginning of each financial year, in addition to the standard range of operational requirements, the Board sets a number of strategic objectives for ALE for that year. These objectives are dependent on the strategic opportunities and issues facing ALE for that year and may include objectives that relate to the short and longer term performance of ALE. Additionally, specific KPIs are established for all executives with reference to their individual responsibilities which link to the addition to and protection of securityholder value, improving business processes, ensuring compliance with legislative requirements, reducing risks within the business and ensuring compliance with risk management policies, as well as other key strategic non-financial measures linked to drivers of performance in future economic periods.

**How is EIS performance assessed?** The Committee is responsible for assessing whether the KPIs have been met. To facilitate this assessment, the Board receives detailed reports on performance from management.

The quantum of EIS payments and awards are directly linked to over or under achievement against the specific KPIs. The Board has due regard to the achievements outlined in section 9.4.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### ***How are EIS awards delivered?***

EIS cash payments are made in August each year following the signing of ALE's full year statutory financial statements.

The deferred component comprises an award of stapled securities under the ESSS. Any securities awarded under the ESSS are delivered three years after the award date provided certain conditions have been met.

### ***How is the ESSS award calculated?***

The number of ESSS Rights awarded annually under the ESSS will be determined by dividing the value of the grant by the volume weighted average price for the five trading days commencing the day following the signing of ALE's full year statutory financial statements, and grossing this number up for the future value of the estimated distributions over the three year deferred delivery period.

### ***What conditions are required to be met for the delivery of an ESSS award?***

During the three year deferred delivery period, the delivery of the Stapled Securities issued under the ESSS remains subject to the following clawback tests. ESSS rights will be forfeited in whole or in part at the discretion of the Remuneration Committee if before the end of the deferred delivery period:

- the Committee becomes aware of any executive performance matter which, had it been aware of the matter at the time of the original award, would have in their reasonable opinion resulted in a lower original award; or
- the executive engages in any conduct or commits any act which, in the Committee's reasonable opinion, adversely affects ALE Property Group including, and without limitation, any act which:
  - results in ALE having to make any material negative financial restatements;
  - causes ALE to incur a material financial loss; or
  - causes any significant financial or reputational harm to ALE and/or its businesses.

## 9.3.3 Summary of Key Contract Terms

### **Contract Details**

Executive	Andrew Wilkinson	Andrew Slade	Michael Clarke	Don Shipway
Position	Managing Director	Capital Manager	Finance Manager and Company Secretary	Asset Manager
Contract Length	Ongoing	Ongoing	Ongoing	Ongoing
Fixed Annual Remuneration	\$475,900	\$268,760	\$270,000	\$208,920
Notice by ALE	6 months	3 months	3 months	1 month
Notice by Executive	6 months	3 months	3 months	1 month

### **Managing Director**

Mr Wilkinson has signed a service agreement that commenced on 1 September 2014. The agreement stipulates the starting minimum base salary, inclusive of superannuation, as being \$425,000, to be reviewed annually each 31 December by the Board. An EIS, if earned, would be paid 50% as a cash bonus in August each year and 50% in stapled securities issued under the ESSS and delivered three years following each of the annual grant dates.

In the event of the termination of Andrew Wilkinson's service agreement and depending on the reason for the termination, amounts may be payable for unpaid accrued entitlements and a proportion of EIS entitlements as at the date of termination. If employment is terminated in circumstances of redundancy or without cause then he is entitled to an amount of fixed remuneration for six months. In addition he may receive a pro-rata EIS award for the period of employment in the year of redundancy.



## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 9.4 Executive Remuneration outcome for year ended 30 June 2018

The amount of remuneration paid to Directors and Key Management Personnel is detailed in the table on page 17.

#### Executive Incentive Scheme Outcomes

In terms of total equity returns and other key financial metrics, ALE continues to perform well when compared to other Australian real estate investment trusts (AREITs) and the wider ASX listed indexes.

The Committee reviewed the overall performance of ALE and the individual performance of all executives for the year ending 30 June 2018.

It was the view of the Committee that all of the standard key performance indicators (KPIs) and all of the major items in the Board approved corporate strategy had been met. In particular the Committee noted:

#### Property and Strategic Matters

- Continued to prepare for the November 2018 market rent review in conjunction with ALE's Board and a range of valuation and legal advisers;
- Worked constructively with ALH to explore and agree a range of developments that are potentially value enhancing for ALE for a number of properties;
- Explored a number of acquisition opportunities that accorded with ALE's strategic criteria;
- Developed a number of strategic initiatives during the year;
- Completed a comprehensive review of ALE's service providers with a view to ensuring cost savings were maximised and service levels enhanced; and
- Continued to deliver both short and long term total returns for securityholders that outperformed most if not all other AREITs.

#### Capital Matters

- ALE's investment grade credit rating of Baa2 (with stable outlook) was fully maintained;
- Management continued to explore a range of debt funding solutions in both the domestic and offshore capital markets with a view to enhancing ALE's readiness to implement future debt refinancings and additional debt funding of any acquisitions; and
- Management reviewed a range of other strategic capital initiatives with particular focus on value enhancement and risk mitigation.

The remuneration committee considered these achievements and compared them to key performance indicators for each executive that were set at the beginning of the financial year. Individual executives contributed to the valuable outcomes outlined above and this was recognised in the EIS payments made. All the EIS payments are included in the staff remuneration expenses in the current year.

The EIS awarded to each member of the management team was as follows:

Executive	Target EIS (as % of FAR)	EIS		EIS Awarded	Cash Component	ESSS Component
		Awarded (as % of FAR)	EIS Awarded as a % of Target			
Andrew Wilkinson	60%	60.0%	100.0%	\$285,540	\$142,770	\$142,770
Andrew Slade	50%	50.0%	100.0%	\$134,380	\$67,190	\$67,190
Michael Clarke	n/a	9.3%	-	\$25,000	\$12,500	\$12,500
Don Shipway	n/a	12.0%	-	\$25,000	\$12,500	\$12,500

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### Consequences of performance on securityholder wealth

In considering the Group's performance and benefits to securityholder wealth, the remuneration committee have regard to a number of performance indicators in relation to the current and previous financial years.

A review of ALE's current year performance and history is provided in the Operational and Financial Review on page 6 of the Directors Report.

## 9.5 Disclosures relating to equity instruments granted as compensation

### 9.5.1 Outstanding equity instruments granted as compensation

Details of rights over stapled securities that have been granted as compensation and remain outstanding at year end and details of rights that were granted during the year are as follows:

Executive	Number of Rights Outstanding	Grant Date	Performance Period Start Date	Fair value of Right at Grant Date (\$)	Approximate Delivery Date	% vested in year	% forfeited in year
<b>ESSS Rights</b>							
A F O Wilkinson	33,365	20 Aug 15	1 Jul 14	3.15	31 Jul 18	Nil	Nil
A F O Wilkinson	27,020	24 Oct 16	1 Jul 15	3.81	31 Jul 19	Nil	Nil
A F O Wilkinson	34,082	24 Oct 17	1 Jul 16	4.11	31 Jul 20	Nil	Nil
A J Slade	15,888	20 Aug 15	1 Jul 14	3.15	31 Jul 18	Nil	Nil
A J Slade	13,510	24 Oct 16	1 Jul 15	3.81	31 Jul 19	Nil	Nil
A J Slade	18,475	24 Oct 17	1 Jul 16	4.11	31 Jul 20	Nil	Nil
M J Clarke	6,355	20 Aug 15	1 Jul 14	3.15	31 Jul 18	Nil	Nil
M J Clarke	5,246	24 Oct 16	1 Jul 15	3.81	31 Jul 19	Nil	Nil
M J Clarke	4,870	24 Oct 17	1 Jul 16	4.11	31 Jul 20	Nil	Nil
D J Shipway	4,767	20 Aug 15	1 Jul 14	3.15	31 Jul 18	Nil	Nil
D J Shipway	1,968	24 Oct 16	1 Jul 15	3.81	31 Jul 19	Nil	Nil
D J Shipway	3,044	24 Oct 17	1 Jul 16	4.11	31 Jul 20	Nil	Nil

### 9.5.2 Modification of terms of equity settled share based payment transactions

No terms of equity settled share based payment transactions (including options and rights granted as compensation to key management personnel) have been altered or modified by the issuing entity during the reporting period or the prior period.

### 9.5.3 Analysis of movements in ESSS rights

The movement during the reporting period, by value and number of ESSS rights over stapled securities in ALE is detailed below.

Executive	Opening Balance	Granted in Year	Stapled Securities Delivered in the Year	Lapsed in the Year	Closing Balance	Securities Delivered in the year - value paid \$
<b>By Value (\$)</b>						
A F O Wilkinson	370,500	139,965	(162,500)	-	347,965	304,882
A J Slade	181,500	75,872	(80,000)	-	177,372	150,092
M J Clarke	60,000	20,000	(20,000)	-	60,000	37,524
D J Shipway	32,500	12,500	(10,000)	-	35,000	18,762
<b>By Number</b>						
A F O Wilkinson	124,117	34,082	(63,732)	-	94,467	
A J Slade	60,773	18,475	(31,375)	-	47,873	
M J Clarke	19,445	4,870	(7,844)	-	16,471	
D J Shipway	10,657	3,044	(3,922)	-	9,779	

### 9.5.4 Directors' and key management personnel interests in stapled securities and ESSS rights

A summary of directors, key management personnel and their associates holdings in stapled securities and ESSS interests in ALE is shown on page 5 of the Directors' Report.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 9.6 Equity based compensation

The value of ESSS disclosed in section 9.5.3 and 9.8 is based on the value of the grant at the award date. The number of Stapled Securities issued annually under the ESSS award will be determined by dividing the value of the grant by the volume weighted average price for the five trading days commencing the day following the signing of ALE Property Group's full year statutory financial statements, and grossing this number up for estimated distributions over the deferred delivery period. The number of securities granted in the current year will be determined during the five trading days finishing on 16 August 2018.

### 9.7 Non-executive Directors' Remuneration

#### 9.7.1 Remuneration Policy and Strategy

Non-executive directors' individual fees are determined by the Company Board within the aggregate amount approved by shareholders. The current aggregate amount which has been approved by shareholders at the AGM on 31 October 2017 was \$750,000.

The Board reviews its fees to ensure that ALE non-executive directors are remunerated fairly for their services, recognising the level of skill, expertise and experience required to conduct the role. The Board reviews its fees from time to time to ensure it is remunerating directors at a level that enables ALE to attract and retain the right non-executive directors. Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of the Directors. Non-executive directors' fees and payments were reviewed in the current financial year. The results of this review are shown in the fees listed below. The Chairman's fees are determined independently from the fees of the other non-executive directors, based on comparative roles in the external market. The Chairman is not present at any discussion relating to the determination of his own remuneration. Non-executive directors do not receive any equity based payments, retirement benefits or other incentive payments.

#### 9.7.2 Remuneration Structure

ALE's non-executive directors receive a cash fee for service and they have no entitlement to any performance based remuneration, nor can they participate in any security based incentive scheme.

The current remuneration was reviewed in January 2017. This resulted in changes to the fee levels indicated below. The Directors' fees are inclusive of superannuation, where applicable.

	Board		ACRMC		Remuneration Committee	
	Chairman*	Member	Chairman	Member	Chairman	Member
Board and Committee Fees	\$195,000	\$95,000	\$15,000	\$10,000	\$15,000	\$5,000

\* The Chairman of the Board's fees are inclusive of all committee fees.

James McNally's remuneration is determined in accordance with the above fees. He received an additional \$10,000 for being a director of ALE Finance Company Pty Limited.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 9.8 Details of remuneration

#### Amount of remuneration

Details of the remuneration of the key management personnel for the current year and for the comparative year are set out below in tables 1 and 2. The cash bonuses were dependent on the satisfaction of performance conditions as set out in the section 9.4 headed "Executive Incentive Scheme Outcomes". Equity based payments for 2018 are non-market based performance related as set out in section 9.4. All other elements of remuneration were not directly related to performance.

**Table 1 Remuneration details 1 July 2017 to 30 June 2018**

Details of the remuneration of the Key Management Personnel for the year ended 30 June 2018 are set out in the following table:

Key management personnel		Short term				Post employment benefits		Equity based payment		S300A(1)(e)(i) proportion of remuneration performance based	S300A(1)(e)(vi) Value of equity based payment as proportion of remuneration	
Name	Role	Salary & Fees \$	STI Cash Bonus \$	Non monetary benefits \$	Total \$	Superannuation benefits \$	Other long term benefits \$	Termination benefits \$	ESSS \$	Total \$	\$	\$
R W Mactier	Non-executive Director	178,082	-	-	178,082	16,918	-	-	-	195,000	-	-
P J Downes	Non-executive Director	105,023	-	-	105,023	9,977	-	-	-	115,000	-	-
P G Say	Non-executive Director	120,000	-	-	120,000	-	-	-	-	120,000	-	-
N J Milne	Non-executive Director	100,457	-	-	100,457	9,543	-	-	-	110,000	-	-
J T McNally <sup>1</sup>	Non-executive Director	105,000	-	-	105,000	-	-	-	-	105,000	-	-
M P Triguboff <sup>2</sup>	Non-executive Director	35,310	-	-	35,310	-	-	-	-	35,310	-	-
A F O Wilkinson	Executive Director	451,177	142,770	-	593,947	20,048	17,277	-	142,770	774,042	36.9%	18.4%
A J Slade	Capital Manager	245,712	67,190	-	312,902	20,048	(675)	-	67,190	399,465	33.6%	16.8%
M J Clarke	Company Secretary and Finance Manager	227,871	12,500	-	240,371	19,341	16,372	-	12,500	288,584	8.7%	4.3%
D J Shipway	Asset Manager	188,908	12,500	-	201,408	17,962	6,115	-	12,500	237,985	10.5%	5.3%
		1,757,540	234,960	-	1,992,500	113,837	39,089	-	234,960	2,380,386		

1. James McNally resigned on 8 August 2018

2. Michael Triguboff was appointed a director on 15 February 2018

**Table 2 Remuneration details 1 July 2016 to 30 June 2017**

Details of the remuneration of the Key Management Personnel for the year ended 30 June 2017 are set out in the following table:

Key management personnel		Short term				Post employment benefits			Equity based payment		S300A(1)(e)(i) proportion of remuneration performance based	S300A(1)(e)(vi) Value of equity based payment as proportion of remuneration
Name	Role	Salary & Fees	STI Cash Bonus	Non monetary benefits	Total	Superannuation benefits	Other long term benefits	Termination benefits	ESSS	Total		
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
R W Mactier <sup>3</sup>	Non-executive Director	67,013	-	-	67,013	6,366	-	-	-	73,379	-	-
P H Warne <sup>4</sup>	Non-executive Director	150,280	-	-	150,280	14,277	-	-	-	164,557	-	-
P J Downes	Non-executive Director	100,457	-	-	100,457	9,543	-	-	-	110,000	-	-
P G Say	Non-executive Director	115,000	-	-	115,000	-	-	-	-	115,000	-	-
N J Milne	Non-executive Director	95,890	-	-	95,890	9,110	-	-	-	105,000	-	-
J T McNally	Non-executive Director	103,750	-	-	103,750	-	-	-	-	103,750	-	-
A F O Wilkinson	Executive Director	442,359	139,965	-	582,324	19,615	2,283	-	139,965	744,187	37.6%	18.8%
A J Slade	Capital Manager	241,652	75,872	-	317,524	19,615	8,686	-	75,872	421,697	36.0%	18.0%
M J Clarke	Company Secretary and Finance Manager	204,781	20,000	-	224,781	18,509	8,062	-	20,000	271,352	14.7%	7.4%
D J Shipway	Asset Manager	185,200	12,500	-	197,700	17,610	5,582	-	12,500	233,392	10.7%	5.4%
		1,706,382	248,337	-	1,954,719	114,645	24,613	-	248,337	2,342,314		

3. Robert Mactier was appointed a director on 23 November 2016

4. Peter Warne resigned as a director on 23 May 2017

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 10 STAPLED SECURITIES UNDER OPTION

No options over unissued stapled securities of ALE were granted during or since the end of the year.

### 11 STAPLED SECURITIES ISSUED ON THE EXERCISE OF OPTIONS

No stapled securities were issued on the exercise of options during the financial year.

### 12 INSURANCE OF OFFICERS

During the financial year, the Company paid a premium of \$121,846 (2017: \$53,560) to insure the directors and officers of the Company. The auditors of the Company are in no way indemnified out of the assets of the Company.

Under the constitution of the Company, current and former directors and secretaries are indemnified to the full extent permitted by law for liabilities incurred by these persons in the discharge of their duties. The constitution provides that the Company will meet the legal costs of these persons. This indemnity is subject to certain limitations.

### 13 NON-AUDIT SERVICES

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

The Board of Directors has considered the position and in accordance with the advice received from the ACRMC is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. During the current financial year no non-audit services were performed by the auditors.

Details of amounts paid or payable to the auditor (KPMG) for audit services provided during the year are set out below:

	30 June 2018 \$	30 June 2017 \$
<b>Audit services</b>		
KPMG Australian firm:		
Audit and review of the financial reports of the Group and other audit work required under the <i>Corporations Act 2001</i>		
- in relation to current year	159,000	180,000
- in relation to prior year	-	15,000
<b>Total remuneration for audit services</b>	<b>159,000</b>	<b>195,000</b>
<b>Other services</b>		
KPMG Australian firm:		
Risk assurance and property development advisory services	-	152,352
<b>Total other services</b>	<b>-</b>	<b>152,352</b>
<b>Total remuneration</b>	<b>159,000</b>	<b>347,352</b>

### 14 ENVIRONMENTAL REGULATION

While ALE is not subject to significant environmental regulation in respect of its property activities, the directors are satisfied that adequate systems are in place for the management of its environmental responsibilities and compliance with various licence requirements and regulations. Further, the directors are not aware of any material breaches of these requirements. At three properties, ongoing testing and monitoring is being undertaken and minor remediation work is required, however, in most cases ALE is indemnified by third parties against any remediation amounts likely to be required. ALE does not expect to incur any material environmental liabilities.

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## DIRECTORS' REPORT

For the Year ended 30 June 2018

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### 15 AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 20.

### 16 ROUNDING OF AMOUNTS

ALE is an entity of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report and Financial Report have been rounded off in accordance with the Instrument to the nearest thousand dollars, unless otherwise indicated.

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



Robert Mactier  
Chairman



Andrew Wilkinson  
Managing Director

Dated this 8<sup>th</sup> day of August 2018





## Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Australian Leisure and Entertainment Property Management Limited, the Responsible Entity for Australian Leisure and Entertainment Property Trust

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2018 there have been:

- i. No contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. No contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

Eileen Hoggett

Partner

Sydney

8 August 2018

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## FINANCIAL STATEMENTS

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### Notes to the Financial Statements

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## STATEMENT OF COMPREHENSIVE INCOME

For the Year ended 30 June 2018

	Note	2018 \$'000	2017 \$'000
<b>Revenue</b>			
Rent from investment properties	4.1	58,095	57,007
Interest from cash deposits	4.1	1,049	1,324
<b>Total revenue</b>		<b>59,144</b>	<b>58,331</b>
<b>Other income</b>			
Fair value increments to investment properties	2	54,273	89,605
Fair value increments to derivatives - net	4.1	-	14,294
<b>Total other income</b>		<b>54,273</b>	<b>103,899</b>
<b>Total revenue and other income</b>		<b>113,417</b>	<b>162,230</b>
<b>Expenses</b>			
Fair value decrements to derivatives - net		4,738	-
Finance costs (cash and non-cash)	4.3	25,279	24,551
Queensland land tax expense		2,356	2,228
Salaries and related costs	4.2	2,759	2,758
Other expenses	4.2	3,174	2,636
<b>Total expenses</b>		<b>38,306</b>	<b>32,173</b>
<b>Profit before income tax</b>		<b>75,111</b>	<b>130,057</b>
Income tax expense/(benefit)	4.4	21	14
<b>Profit after income tax</b>		<b>75,090</b>	<b>130,043</b>
<b>Profit/(Loss) attributable to stapled securityholders of ALE</b>		<b>75,090</b>	<b>130,043</b>
		<b>Cents</b>	<b>Cents</b>
Basic earnings per stapled security	4.7	38.36	66.43

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

## STATEMENT OF FINANCIAL POSITION

For the Year ended 30 June 2018

	Note	2018 \$'000	2017 \$'000
<b>Current assets</b>			
Cash and cash equivalents	3.5	46,014	59,585
Receivables		282	258
Other		308	253
<b>Total current assets</b>		<b>46,604</b>	60,096
<b>Non-current assets</b>			
Investment properties	2	1,136,260	1,080,160
Derivatives	3.2	834	1,471
Plant and equipment		63	28
Deferred tax asset		285	282
<b>Total non-current assets</b>		<b>1,137,442</b>	1,081,941
<b>Total assets</b>		<b>1,184,046</b>	1,142,037
<b>Current liabilities</b>			
Payables		8,347	8,151
Employee benefits	5.1	255	190
Distribution payable		20,458	20,066
<b>Total current liabilities</b>		<b>29,060</b>	28,407
<b>Non-current liabilities</b>			
Borrowings	3.1	524,509	521,348
Derivatives	3.2	10,403	6,302
<b>Total non-current liabilities</b>		<b>534,912</b>	527,650
<b>Total liabilities</b>		<b>563,972</b>	556,057
<b>Net assets</b>		<b>620,074</b>	585,980
<b>Equity</b>			
Contributed equity	3.3	258,118	258,118
Reserve		855	893
Retained profits		361,101	326,969
<b>Total equity</b>		<b>620,074</b>	585,980
<b>Net assets per stapled security</b>		<b>\$ \$3.17</b>	<b>\$ \$2.99</b>

The above statement of financial position should be read in conjunction with the accompanying Notes.

## STATEMENT OF CHANGES IN EQUITY

For the Year Ended 30 June 2018

	Share Capital \$'000	Share Based Payments Reserve \$'000	Retained Earnings \$'000	Total \$'000
<b>2018</b>				
<b>Total equity at the beginning of the year</b>	<b>258,118</b>	<b>893</b>	<b>326,969</b>	<b>585,980</b>
Total comprehensive income for the period				
Profit/(Loss) for the year	-	-	75,090	75,090
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	75,090	75,090
<i>Transactions with Members of ALE recognised directly in Equity:</i>				
Employee share based payments	-	235	-	235
Securities purchased - Employee share based payments	-	(273)	(238)	(511)
Distribution paid or payable	-	-	(40,720)	(40,720)
<b>Total equity at the end of the year</b>	<b>258,118</b>	<b>855</b>	<b>361,101</b>	<b>620,074</b>
<b>2017</b>				
<b>Total equity at the beginning of the year</b>	<b>258,118</b>	<b>807</b>	<b>237,018</b>	<b>495,943</b>
Total comprehensive income for the period				
Profit/(Loss) for the year	-	-	130,043	130,043
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	130,043	130,043
<i>Transactions with Members of ALE recognised directly in Equity:</i>				
Employee share based payments	-	248	-	248
Securities purchased - Employee share based payments	-	(162)	(155)	(317)
Distribution paid or payable	-	-	(39,937)	(39,937)
Total equity at the end of the year	258,118	893	326,969	585,980

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

## STATEMENT OF CASH FLOWS

For the Year Ended 30 June 2018

	2018 \$'000	2017 \$'000
<b>Cash flows from operating activities</b>		
Receipts from tenant and others	63,958	62,862
Payments to suppliers and employees	(14,240)	(13,281)
Interest received - bank deposits	1,004	1,312
Net interest received - interest rate hedges	523	501
Borrowing costs paid	(22,558)	(21,882)
<b>Net cash inflow from operating activities</b>	<b>28,687</b>	<b>29,512</b>
<b>Cash flows from investing activities</b>		
Payments for investment property	(1,827)	(75)
Payments for plant and equipment	(50)	(11)
<b>Net cash outflow from investing activities</b>	<b>(1,877)</b>	<b>(86)</b>
<b>Cash flows from financing activities</b>		
Capitalised borrowing costs paid	(53)	(892)
Borrowings repaid - AMTN	-	(110,000)
Borrowings issued - AMTN	-	150,000
Interest rate hedge termination payment	-	(7,224)
Distributions paid (net of DRP securities issued)	(40,328)	(39,644)
<b>Net cash inflow/(outflow) from financing activities</b>	<b>(40,381)</b>	<b>(7,760)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(13,571)</b>	<b>21,666</b>
Cash and cash equivalents at the beginning of the year	59,585	37,919
<b>Cash and cash equivalents at the end of the year</b>	<b>46,014</b>	<b>59,585</b>

### Reconciliation of profit after income tax to net cash inflows from operating activities

	2018 \$'000	2017 \$'000
Profit for the year	75,090	130,043
<i>Plus/(less):</i>		
Fair value (increments) to investment property	(54,273)	(89,605)
Fair value (increments)/decrements to derivatives	4,738	(14,294)
Finance costs amortisation	395	433
CIB accumulated indexation	2,819	2,279
Share based payments expense	235	248
Share based payments securities purchased	(511)	(317)
Depreciation	15	19
Decrease/(increase) in -		
Receivables	(24)	20
Deferred tax assets	(3)	6
Other assets	(55)	(35)
Increase/(decrease) in -		
Payables	196	694
Provisions	65	21
<b>Net cash inflow from operating activities</b>	<b>28,687</b>	<b>29,512</b>

The above statement of cash flows should be read in conjunction with the accompanying Notes.



## NOTES TO THE FINANCIAL STATEMENTS

For the Year ended 30 June 2018

### 1.

#### About this report

##### Reporting Entity

ALE is domiciled in Australia. ALE, the stapled entity, was formed by stapling together the units in the Trust and the shares in the Company. For the purposes of financial reporting, the stapled entity reflects the consolidated entity. The parent entity and deemed acquirer in this arrangement is the Trust. The results reflect the performance of the Trust and its subsidiaries including the Company from 1 July 2017 to 30 June 2018.

The stapled securities of ALE are quoted on the Australian Securities Exchange under the code LEP and comprise one unit in the Trust and one share in the Company. The unit and the share are stapled together under the terms of their respective constitutions and cannot be traded separately. Each entity forming part of ALE is a separate legal entity in its own right under the Corporations Act 2001 and Australian Accounting Standards. The ALE Property Group is a for-profit entity.

The Company is the Responsible Entity of the Trust.

##### Statement of compliance

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The financial statements also comply with the International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board.

The consolidated financial statements were authorised for issue by the Board of Directors on 8<sup>th</sup> August 2018.

##### Basis of preparation

The Financial Report has been prepared on an historical cost basis, except for the revaluation of investment properties and certain financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are represented in Australian dollars, unless otherwise noted.

##### Rounding of amounts

ALE is an entity of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that Instrument, all financial information presented in Australian dollars has been rounded to the nearest thousand unless otherwise stated.

##### Accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the 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.

Accounting estimates and judgements	Note
Investment property	2
Financial instruments	3
Income taxes	4
Measurement of share based payments	5

##### Significant accounting policies

Accounting policies are selected and applied in a manner that ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported. Other significant accounting policies are contained in the notes to the financial statements to which they relate to.

##### (a) Principles of consolidation

The financial statements incorporate the assets and liabilities of all subsidiaries as at balance date and the results for the period then ended. The Trust and its controlled entities together are referred to collectively in this financial report as ALE. Entities are fully consolidated from the date on which control is transferred to the Trust; where applicable, entities are deconsolidated from the date that control ceases.

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

All balances and effects of transactions between the subsidiaries of ALE have been eliminated in full.

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## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 1. About this report

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#### Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. Senior management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as bank valuations or independent valuations, is used to measure fair values then management assess the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified.

Significant valuation issues are reported to the Audit, Compliance and Risk Management Committee.

When measuring the fair value of an asset or a liability, ALE uses market observable data as far as possible. Fair values are:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e as prices) or indirectly (i.e derived from prices);

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 2.

#### Investment property

This section provides information relating to the investment properties of the Group.

	2018 \$'000	2017 \$'000
Investment properties	1,136,260	1,080,160
<b>Reconciliation of fair value gains/losses for year ending 30 June 2018</b>		
Fair value as at beginning of the year	1,080,160	990,480
Disposals during the year	-	-
Additions during year	1,827	75
<b>Carrying amount before revaluations</b>	<b>1,081,987</b>	990,555
Fair value as at end of the year	1,136,260	1,080,160
<b>Fair value gain/(loss) for year</b>	<b>54,273</b>	89,605

#### Recognition and measurement

Properties (including land and buildings) held for long term rental yields and capital appreciation and that are not occupied by ALE are classified as investment properties.

Investment property is initially brought to account at cost which includes the cost of acquisition, stamp duty and other costs directly related to the acquisition of the properties. The properties are subsequently revalued and carried at fair value. Fair value is based on active market prices, adjusted for any difference in the nature, location or condition of the specific asset or where this is not available, an appropriate valuation method which may include discounted cash flow projections and the capitalisation method. The fair value reflects, among other things, rental income from the current leases and assumptions about future rental income in light of current market conditions. It also reflects any cash outflows that could be expected in respect of the property.

Subsequent expenditure is capitalised to the properties' carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to ALE and the cost of the item can be reliably measured. Maintenance and capital works expenditure is the responsibility of the tenant under the triple net leases in place over 83 of the 86 properties. For the remaining three hotels capital works expenditure and structural maintenance is the responsibility of ALE. ALE undertakes periodic condition and compliance reviews by a qualified independent consultant to ensure properties are properly maintained.

Land and buildings classified as investment property are not depreciated.

The carrying value of the investment property is reviewed at each reporting date and each property is independently revalued at least every three years. Changes in the fair values of investment properties are recorded in the Statement of Comprehensive Income.

Gains and losses on disposal of a property are determined by comparing the net proceeds on disposal with the carrying amount of the property at the date of disposal. Net proceeds on disposal are determined by subtracting disposal costs from the gross sale proceeds.

#### Measurement of fair value

The basis of valuation of investment properties is fair value, being the amounts for which the properties could be exchanged between willing parties in an arm's length transaction, based on current prices in an active market for similar properties in the same location and condition and subject to similar leases. As at 30 June 2018, the weighted average investment property capitalisation rate used to determine the value of all investment properties was 4.98% (2017: 5.14%).

Investment property is property which is held either to earn rental income or for capital appreciation or for both. Investment property is measured at fair value with any change therein recognised in the Statement of Comprehensive Income. ALE has a valuation process for determining the fair value at each reporting date. An independent valuer, having an appropriate professional qualification and recent experience in the location and category of property being valued, values individual properties every three years on a rotation basis or on a

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 2. Investment property

#### Measurement of fair value (continued)

more regular basis if considered appropriate and as determined by management in accordance with the Board's approved valuation policy. These external independent valuations are taken into consideration when determining the fair value of the investment properties. The weighted average lease term of the properties is around 10.3 years.

In accordance with ALE's policy of independently valuing at least one-third of its property portfolio annually, 35 properties were independently valued as at 30 June 2018. The independent valuations are identified as "A" in the investment property table under the column labelled "Valuation type and date". These valuations were completed by Savills, Opteon, CBRE and Herron Todd White.

The remaining 51 properties were subject to Directors' valuations as at 30 June 2018, identified as "B". The Directors' valuations of the 51 properties were determined by taking each property's net rent as at 30 June 2018 and capitalising it at a rate equal to the prior year capitalisation rate for that property, adjusted by the average change in capitalisation rate evident in the 35 independent valuations completed at 30 June 2018 on a like for like basis. The Directors have received advice from Savills, CBRE and Herron Todd White, that it is reasonable to apply the same percentage movement in the weighted average capitalisation rates, on a like for like basis.

Valuations reflect, where appropriate, the tenant in occupation, the credit worthiness of the tenant, the triple-net nature and remaining term of the leases (83 of 86 properties), land tax liabilities (Queensland only), insurance responsibilities between lessor and lessee and the remaining economic life of the property. It has been assumed that whenever rent reviews or lease renewals are pending with anticipated reversionary increases, all notices and, where appropriate, counter notices, have been served validly and within the appropriate time.

The valuations of each independent property are prepared by considering the aggregate of the net annual passing rental receivable from the individual properties and, where relevant, associated costs. A capitalisation rate, which reflects the specific risks inherent in the net cash flows, is then applied to the net annual passing rentals to arrive at the property valuation. The independent valuer also had regard to discounted cash flows modelling in deriving a final capitalisation rate although the capitalisation of income method remains the predominate method used in valuing the properties. A table showing the range of capitalisation rates applied to individual properties for each state in which the property is held is included below.

	<b>2018 Yields</b>	2017 Yields	<b>2018 Average</b>	2017 Average
New South Wales	<b>4.51% - 5.79%</b>	4.65% - 5.76%	<b>4.96%</b>	5.08%
Victoria	<b>2.50% - 6.10%</b>	3.54% - 6.17%	<b>5.04%</b>	5.16%
Queensland	<b>2.86% - 5.80%</b>	3.01% - 6.06%	<b>4.81%</b>	5.02%
South Australia	<b>3.65% - 5.80%</b>	4.76% - 5.98%	<b>5.13%</b>	5.52%
Western Australia	<b>5.41% - 6.51%</b>	5.41% - 6.51%	<b>5.93%</b>	5.96%

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 2. Investment property

The fair value measurement for investment property of \$1,136.26 million has been categorised as a level 3 fair value based on inputs to the valuation technique used.

#### Valuation techniques and unobservable inputs

Fair Value Hierarchy	Class of Property	Fair Value 30 June 2018 \$'000's	Valuation Technique	Inputs Used To Measure Fair Value	Range of Individual Property Unobservable Inputs
Level 3	Pubs	1,136,260	Capitalisation method	Gross rent p.a. (\$'000's) Land tax p.a. (\$'000's) Adopted capitalisation rate	\$157 - \$1,730 \$15 - \$171 2.50% - 6.51%
			Discounted cash flow method	Gross rent p.a. (\$'000's) Land tax p.a. (\$'000's) Discount rates p.a. Terminal capitalisation rates Consumer price index p.a.	\$157 - \$1,730 \$15 - \$171 5.75% - 9.86% 4.75% - 8.00% 2.14% - 2.60%

As noted above the independent valuer had regard to discounted cash flow modelling in deriving a final capitalisation rate although the capitalisation of income method remains the predominant method used in valuing the individual properties.

#### Ownership arrangements

All investment properties are freehold and 100% owned by ALE and comprise land, buildings and fixed improvements. The plant and equipment, liquor and gaming licences, leasehold improvements and certain development rights are held by the tenant.

#### Leasing arrangements

83 of the 86 properties in the portfolio are leased to ALH on a triple net basis for 25 years, mostly starting in November 2003, with four 10 year options for ALH to renew. The remaining three properties are leased on long term leases to ALH on a double net basis.

	2018 \$'000	2017 \$'000
<i>(i) Future minimum lease payments</i>		
The future minimum lease payments in relation to non-cancellable leases are receivable as follows:		
Within one year	61,408	58,144
Later than one year but not later than five years	262,582	255,796
Later than five years	454,044	520,330
	778,034	834,270

#### *(ii) Amount recognised in the profit and loss*

Rental income	58,095	57,007
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The majority of ALE's leases expire in November 2028 and have 4 x 10 year options to extend. As the exercise of the options are unknown at this point the future minimum lease payments exclude the options. The comparative numbers have been calculated on the same basis.

#### Put and call options

For most of the investment properties, at the end of the initial lease term of 25 years (2028 for most of the portfolio), and at the end of each of four subsequent ten year terms if the lease is not renewed, there is a call option for ALE (or its nominee) and a put option for the tenant to require the landlord (or its nominee) to buy plant, equipment, goodwill, inventory, all then current consents, licences, permits, certificates, authorities or other approvals, together with any liquor licence, held by the tenant in relation to the premises. The gaming licence is to be included or excluded at the tenant's option. These assets are to be purchased at market value, at that time, as determined by the valuation methodology set out in the leases. ALE must pay the purchase price on expiry of the lease. Any leasehold improvements funded and completed by the tenant will be purchased by ALE from the tenant at each property for an amount of \$1.

#### Valuation type and date

The following tables detail the cost and fair value of each of the Group's investment properties. The valuation type and date is as follows:

A	Independent valuations conducted during June 2018 with a valuation date of 30 June 2018.
B	Directors' valuations conducted during June 2018 with a valuation date of 30 June 2018.

Properties were purchased in November 2003, unless otherwise indicated.

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 2. Investment property

Property	Cost including additions \$'000	Valuation type and date	Fair value at 30 June 2018 \$'000	Fair value at 30 June 2017 \$'000	Fair value gains/ (losses) 2018 \$'000
<b>New South Wales</b>					
Blacktown Inn, Blacktown	5,472	B	13,550	12,900	650
Brown Jug Hotel, Fairfield Heights	5,660	B	13,550	12,900	650
Colyton Hotel, Colyton	8,208	A	20,150	18,520	1,630
Crows Nest Hotel, Crows Nest	8,772	B	19,980	19,030	950
Melton Hotel, Auburn	3,114	A	7,650	7,050	600
Narrabeen Sands Hotel, Narrabeen (Mar 09)	8,945	A	15,400	15,500	(100)
New Brighton Hotel, Manly	8,867	B	11,540	11,000	540
Pioneer Tavern, Penrith	5,849	B	14,600	13,900	700
Pritchard's Hotel, Mount Pritchard (Oct 07)	21,130	A	29,900	29,140	760
Smithfield Tavern, Smithfield	4,151	B	10,040	9,560	480
<b>Total New South Wales properties</b>	<b>80,168</b>		<b>156,360</b>	149,500	<b>6,860</b>
<b>Queensland</b>					
Albany Creek Tavern, Albany Creek	8,396	B	18,470	17,240	1,230
Alderley Arms Hotel, Alderley	3,303	B	7,730	7,350	380
Anglers Arms Hotel, Southport	4,434	A	11,000	10,500	500
Balaclava Hotel, Cairns	3,304	A	13,300	12,710	590
Breakfast Creek Hotel, Breakfast Creek	11,024	B	19,360	18,410	950
Burleigh Heads Hotel, Burleigh Heads (Nov 08)	6,685	B	15,550	14,880	670
Camp Hill Hotel, Camp Hill	2,265	B	7,160	6,800	360
Chardons Corner Hotel, Annerly	1,416	A	3,400	3,290	110
Dalrymple Hotel, Townsville	3,208	B	13,500	12,600	900
Edge Hill Tavern, Manoora	2,359	A	6,400	6,410	(10)
Edinburgh Castle Hotel, Kedron	3,114	B	7,450	7,080	370
Four Mile Creek, Strathpine (Jun 04)	3,672	B	9,180	8,725	455
Hamilton Hotel, Hamilton	6,604	A	15,700	14,500	1,200
Holland Park Hotel, Holland Park	3,774	B	14,740	13,800	940
Kedron Park Hotel, Kedron Park	2,265	B	4,650	4,420	230
Kirwan Tavern, Townsville	4,434	A	12,700	11,600	1,100
Lawnton Tavern, Lawnton	4,434	A	9,500	8,680	820
Miami Tavern, Miami	5,548	A	14,900	13,190	219
Mount Gravatt Hotel, Mount Gravatt	3,208	B	7,310	6,975	335
Mount Pleasant Tavern, Mackay	1,794	A	11,100	9,800	1,300
Noosa Reef Hotel, Noosa Heads (Jun 04)	6,874	A	11,800	11,240	560
Nudgee Beach Hotel, Nudgee	3,020	B	7,090	6,750	340
Palm Beach Hotel, Palm Beach	6,886	A	14,900	14,580	320
Pelican Waters, Caloundra (Jun 04)	4,237	B	8,980	8,530	450
Prince of Wales Hotel, Nundah	3,397	B	9,940	9,700	240
Racehorse Hotel, Booval	1,794	B	7,100	6,500	600
Redland Bay Hotel, Redland Bay	5,189	B	10,530	10,000	530
Royal Exchange Hotel, Toowong	5,755	B	10,300	9,850	450
Springwood Hotel, Springwood	9,150	A	19,900	18,710	1,190
Stones Corner Hotel, Stones Corner	5,377	B	10,800	10,590	210
Vale Hotel, Townsville	5,661	B	15,010	14,020	990
Wilsonton Hotel, Toowoomba	4,529	B	11,940	11,190	750
<b>Total Queensland properties</b>	<b>147,110</b>		<b>361,390</b>	340,620	<b>19,279</b>

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 2. Investment property

Property	Cost including additions \$'000	Valuation type and date	Fair value at 30 June 2018 \$'000	Fair value at 30 June 2017 \$'000	Fair value gains/ (losses) 2018 \$'000
<b>South Australia</b>					
Aberfoyle Hub Tavern, Aberfoyle Park	3,303	B	7,250	6,900	350
Eureka Tavern, Salisbury	3,303	B	6,300	6,000	300
Exeter Hotel, Exeter	1,888	B	4,590	4,370	220
Finsbury Hotel, Woodville North	1,605	B	4,040	3,850	190
Gepps Cross Hotel, Blair Athol	2,507	A	8,200	6,180	1,684
Hendon Hotel, Royal Park	1,605	A	4,200	4,030	170
Stockade Tavern, Salisbury	4,435	A	6,250	5,920	330
<b>Total South Australian properties</b>	<b>18,646</b>		<b>40,830</b>	37,250	<b>3,244</b>
<b>Victoria</b>					
Ashley Hotel, Braybrook	3,963	B	9,860	9,530	330
Bayswater Hotel, Bayswater	9,905	A	22,000	21,500	500
Berwick Inn, Berwick (Feb 06)	15,888	B	21,280	20,580	700
Blackburn Hotel, Blackburn	9,433	A	19,500	19,000	500
Blue Bell Hotel, Wendouree	1,982	B	5,410	5,230	180
Boundary Hotel, East Bentleigh (Jun 08)	17,943	B	26,640	25,750	890
Burvale Hotel, Nunawading	9,717	B	23,630	22,840	790
Club Hotel, Ferntree Gully	5,095	A	12,200	11,910	290
Cramers Hotel, Preston	8,301	B	19,030	18,400	630
Deer Park Hotel, Deer Park	6,981	A	16,200	15,500	700
Doncaster Inn, Doncaster	12,169	B	25,590	24,750	840
Ferntree Gully Hotel/Motel, Ferntree Gully	4,718	A	9,000	8,840	160
Gateway Hotel, Corio	3,114	B	8,380	8,100	280
Keysborough Hotel, Keysborough	9,622	A	23,500	23,000	500
Mac's Melton Hotel, Melton	6,886	B	15,010	14,500	510
Meadow Inn Hotel/Motel, Fawkner	7,689	B	18,090	17,500	590
Mitcham Hotel, Mitcham	8,584	B	18,690	18,070	620
Morwell Hotel, Morwell	1,511	B	2,580	2,500	80
Olinda Creek Hotel, Lilydale	3,963	A	8,900	8,730	170
Pier Hotel, Frankston	8,019	B	16,990	16,430	560
Plough Hotel, Mill Park	8,490	B	17,440	16,860	580
Prince Mark Hotel, Doveton	9,810	A	22,000	21,410	590
Royal Exchange, Traralgon	2,171	B	5,270	5,100	170
Sandbelt Club Hotel, Moorabbin	10,849	B	24,780	23,960	820
Sandown Park Hotel/Motel, Noble Park	6,321	B	13,970	13,500	470
Sandringham Hotel, Sandringham	4,529	B	12,940	12,520	420
Somerville Hotel, Somerville	2,717	A	7,380	7,080	300
Stamford Inn, Rowville	12,733	A	30,000	28,290	1,710
Sylvania Hotel, Campbellfield	5,377	A	13,500	12,690	810
The Vale Hotel, Mulgrave	5,566	A	13,650	13,330	320
Tudor Inn, Cheltenham	5,472	A	12,800	12,460	340
Village Green Hotel, Mulgrave	12,546	B	26,370	25,500	870
Young & Jackson, Melbourne	6,132	A	23,400	16,160	7,240
<b>Total Victorian properties</b>	<b>248,196</b>		<b>545,980</b>	521,520	<b>24,460</b>
<b>Western Australia</b>					
Queens Tavern, Highgate	4,812	B	10,090	10,000	90
Sail & Anchor Hotel, Fremantle	3,114	A	4,700	4,520	180
The Brass Monkey Hotel, Northbridge (Nov 07)	7,815	A	9,550	9,450	100
Balmoral Hotel, East Victoria Park (Jul 07)	6,377	B	7,360	7,300	60
<b>Total Western Australian properties</b>	<b>22,118</b>		<b>31,700</b>	31,270	<b>430</b>
<b>Total investment properties</b>	<b>516,238</b>		<b>1,136,260</b>	1,080,160	<b>54,273</b>



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3.

#### Capital structure and financing

This section provides information on the Group's capital structure and its exposure to financial risk, how they effect the Group's financial position and how the risks are managed.

#### 3.1 Borrowings

#### 3.2 Financial risk management

#### 3.3 Equity

#### 3.4 Capital management

#### 3.5 Cash and cash equivalents

#### 3.1 Borrowings

	2018 \$'000	2017 \$'000
<b>Non-current borrowings</b>		
Capital Indexed Bond (CIB)	150,652	147,753
Australian Medium Term Notes (AMTN)	373,857	373,595
	<b>524,509</b>	<b>521,348</b>
<b>CIB</b>	<b>2018 \$'000</b>	<b>2017 \$'000</b>
Gross value of debt	111,900	111,900
Accumulated indexation	39,343	36,524
Unamortised borrowing costs	(591)	(671)
<b>Net balance</b>	<b>150,652</b>	<b>147,753</b>

\$125 million of CIB were issued in May 2006 of which \$111.9 million face value remains outstanding. A fixed rate of interest of 3.40% p.a. (including credit margin) applies to the CIB and is payable quarterly, with the outstanding balance of the CIB accumulating quarterly in line with the national consumer price index. The total amount of the accumulating indexation is not payable until maturity of the CIB in November 2023.

	2018 \$'000	2017 \$'000
<b>AMTN</b>		
Gross value of debt	375,000	375,000
Unamortised borrowing costs	(1,143)	(1,405)
<b>Net balance</b>	<b>373,857</b>	<b>373,595</b>

On 10 June 2014 ALE issued \$335 million AMTN in two tranches, \$110 million with a maturity date of 20 August 2017 and \$225 million with a maturity date of 20 August 2020. The AMTN are fixed rate securities with interest payable semi annually. The \$110m tranche was repaid early in May 2017.

On 8 March 2017 ALE issued a further \$150m AMTN, with a maturity date of 20 August 2022.

#### Recognition and measurement

Interest bearing liabilities are initially recognised at cost, being the fair value of the consideration received, net of issue and other transaction costs associated with the borrowings.

After initial recognition, interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method. Under this method, fees, costs, discounts and premiums directly related to the financial liability are spread over the expected life of the borrowings on an effective interest rate basis.

#### Assets pledged as security

The carrying amounts of assets pledged as security as at the balance date for CIB borrowings and certain interest rate derivatives are:

	2018 \$'000	2017 \$'000
<b>Current assets</b>		
Cash - CIB borrowings reserves	8,390	8,390
<b>Non-current assets</b>		
Total investment properties	1,136,260	1,080,160
Less: Properties not subject to mortgages		
Pritchard's Hotel, NSW	(29,900)	(29,140)
Miami Hotel, QLD <sup>1</sup>	(1,400)	-
Properties subject to mortgages	1,104,960	1,051,020
<b>Total assets pledged as security</b>	<b>1,113,350</b>	<b>1,059,410</b>

1. Adjoining property purchased in April 2018

In the unlikely event of a default by the properties' tenant, Australian Leisure and Hospitality Group Pty Limited (ALH), and if the assets pledged as security are insufficient to fully repay CIB borrowings, the CIB holders are also entitled in certain circumstances to recover certain unpaid amounts from the business assets of ALH.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3. Capital structure and financing

#### Terms and Repayment Schedule

	Nominal Interest Rate	Maturity Date <sup>1</sup>	30 June 2018		30 June 2017	
			Face Value \$'000	Carrying Amount \$'000	Face Value \$'000	Carrying Amount \$'000
AMTN	5.00%	Aug-2020	225,000	225,000	225,000	225,000
AMTN	4.00%	Aug-2022	150,000	150,000	150,000	150,000
CIB	3.40% <sup>2</sup>	Nov-2023	111,900	151,243	111,900	148,424
			486,900	526,243	486,900	523,424
Unamortised borrowing costs				(1,734)		(2,076)
<b>Total borrowings</b>				<b>524,509</b>		<b>521,348</b>

1. Maturity date refers to the first scheduled maturity date for each tranche of borrowing.

2. Interest is payable on the indexed balance of the CIB at a fixed rate.

#### Reconciliation of movements in liabilities to cash flows arising from financing activities

	CIB Borrowings	AMTN Borrowings	Total Borrowings
Balance as at 1 July 2017	147,753	373,595	521,348
<b>Changes from financing cash flows</b>			
Capitalised borrowing costs	-	(53)	(53)
Total changes from financing cash flows	-	(53)	(53)
<b>Other changes</b>			
Amortisation of capitalised borrowing costs	80	315	395
Accumulated indexation	2,819	-	2,819
Total other changes	2,899	315	3,214
Balance as at 30 June 2018	150,652	373,857	524,509

#### Fair value

The basis for determining fair values is disclosed in Note 1.

The fair value of derivative financial instruments (level 2) is disclosed in the Statement of Financial Position.

The carrying amount of all financial assets and liabilities approximates their fair value with the exception of borrowings which are shown below:

	Carrying Amount \$'000	Fair Value \$'000
<b>30 June 2018</b>		
CIB	150,652	165,572
AMTN	373,857	382,082
	<b>524,509</b>	<b>547,654</b>
<b>30 June 2017</b>		
CIB	147,753	153,386
AMTN	373,595	385,474
	<b>521,348</b>	<b>538,860</b>

Both borrowings are classified as Level 3.

#### Valuation techniques used to derive level 2 fair values

The fair value of derivatives is determined by using counterparty mark-to-market valuation notices, cross checked internally by using a generally accepted pricing model based on discounted cash flow analysis using quoted market inputs (interest rates) adjusted for specific features of the instruments and applying a debit or credit value adjustment based on ALE's or the derivative counterparty's credit worthiness.

Credit value adjustments are applied to mark-to-market assets based on the counterparty's credit risk using the credit default swap curves as a benchmark for credit risk.

Debit value adjustments are applied to mark-to-market liabilities based on ALE's credit risk using the credit rating of ALE issued by a rating agency for the AMTN issue.

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## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3. Capital structure and financing

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#### 3.2 Financial Risk Management

The Trust and Group have exposure to the following risks from their use of financial instruments:

- credit risk
- market risk
- liquidity risk

This note presents information about ALE's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk and the management of capital. Further quantitative disclosures are included throughout this financial report.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board has established an Audit, Compliance and Risk Management Committee, which is responsible for developing and monitoring risk management policies. The committee reports regularly to the Board of Directors on its activities.

Risk management policies are established to identify and analyse the risks faced by ALE, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and ALE's activities. ALE, through its training and management standards and procedures, has developed a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit, Compliance and Risk Management Committee oversees how management monitors compliance with ALE's risk management policies and procedures and reviews the adequacy of the risk management framework.

#### Credit risk

Credit risk is the risk of financial loss to ALE if its tenant or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from ALE's receivables from the tenant, investment securities and derivatives contracts.

#### Cash

Credit risk on cash is managed through ensuring all cash deposits are held with authorised deposit taking institutions.

#### Trade and other receivables

ALE's exposure to credit risk is influenced mainly by the individual characteristics of its tenant. ALE has one tenant (Australian Leisure and Hospitality Group Pty Limited) and therefore there is significant concentration of credit risk with that company. Credit risk of the tenant is constantly monitored to ensure the tenant has appropriate financial standing. There are also cross default provisions in the leases and the properties are essential to the tenant's business operations and those of the tenant's shareholders.

The Group has considered the collectability and recoverability of trade receivables. Where warranted, an allowance for doubtful debts has been made for the estimated irrecoverable trade receivable amounts arising from the past rendering of services, determined by reference to past default experience.

#### Market risk

Market risk is the risk that changes in market prices, such as the consumer price index and interest rates, will affect ALE's income or the value of its holdings of leases and financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

ALE enters into derivatives and financial liabilities in order to manage market risks. All such transactions are carried out within the guidelines set by the Audit, Compliance and Risk Management Committee.

#### Interest rate risk

ALE adopts a policy of ensuring that short and medium term exposure to changes in interest rates on borrowings are hedged. This is achieved by entering into interest rate hedges to fix the interest rates or by issuing fixed rate borrowings.

Potential variability in future distributions arise predominantly from financial assets and liabilities bearing variable interest rates. For example, if financial liabilities exceed financial assets and interest rates rise, to the extent that interest rate derivatives (hedges) are not available to fully hedge the exposure, distribution levels would be expected to decline from the levels that they would otherwise have been.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3. Capital structure and financing

ALE also has long term leased property assets and fixed interest rate liabilities that are currently intended to be held until maturity. The market value of these assets and liabilities are also expected to change as long term interest rates fluctuate. For example, as long term interest rates rise, the market value of both property assets and fixed or hedged interest rate liabilities may fall (all other market variables remaining unchanged). These movements in property assets and fixed interest rate liabilities impact upon the net equity value of ALE.

#### Profile

At the reporting date, ALE's interest rate sensitive financial instruments were as follows:

	2018 \$'000	2017 \$'000
Derivative financial assets	834	1,471
Derivative financial liabilities	(10,403)	(6,302)
Borrowings		
CIB	(150,652)	(147,753)
AMTN	(373,857)	(373,595)
	<b>(534,078)</b>	<b>(526,179)</b>

#### Sensitivity analysis

A change of 100 basis points in the prevailing nominal market interest rates at the reporting date would have increased/(decreased) Statement of Comprehensive Income and Equity by the amounts shown below. This analysis assumes that all other variables, in particular the CPI, remain constant. The analysis was performed on the same basis for 2017.

	100 bps increase \$'000	100 bps decrease \$'000
<b>30 June 2018</b>		
Interest rate hedges	14,073	(15,862)
CIB	-	-
AMTN	-	-
	<b>14,073</b>	<b>(15,862)</b>
<b>30 June 2017</b>		
Interest rate hedges	12,814	(14,891)
CIB	-	-
AMTN	-	-
	<b>12,814</b>	<b>(14,891)</b>

#### Consumer price index risk

Potential variability in future distributions arise predominantly from financial assets and liabilities through movements in the consumer price index (CPI). For example, ALE's investment properties are subject to annual rental increases based on movements in the CPI. This will in turn flow through to investment property valuations.

#### Profile

At the reporting date, ALE's CPI sensitive financial instruments were as follows:

	2018 \$'000	2017 \$'000
<b>Financial instruments</b>		
Investment properties	1,136,260	1,080,160
CIB	(150,652)	(147,753)
	<b>985,608</b>	<b>932,407</b>

#### Sensitivity analysis for variable rate instruments

A change of 100 bps in CPI at the reporting date would increase rent and hence property value would have increased Statement of Comprehensive Income and Equity by the amounts shown below. This analysis assumes that all other variables, in particular the interest rates and capitalisation rates applicable to investment properties, remain constant. The analysis was performed on the same basis for 2017.

	100 bps increase \$'000	100 bps decrease \$'000
<b>30 June 2018</b>		
Investment properties	12,687	-
CIB	-	-
	<b>12,687</b>	<b>-</b>
<b>30 June 2017</b>		
Investment properties	11,612	-
CIB	-	-
	<b>11,612</b>	<b>-</b>

Investment properties have been included in the sensitivity analysis as, although they are not financial instruments, the long term CPI linked leases attaching to the investment properties are similar in nature to financial instruments. Under the terms of the leases on the ALE properties there is no change to rental income should CPI decrease.

There is no impact on the Statement of Comprehensive Income or Equity arising from a 100 bps movement in CPI at the reporting date on the CIB, as the terms of this instrument use CPI rates for the quarters ending the preceding March and December to determine their values at 30 June.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3. Capital structure and financing

#### Property valuation risk

ALE owns a number of investment properties. Those property valuations may increase or decrease from time to time. ALE's financing facilities contain gearing covenants. ALE reviews the risk of gearing covenant breaches by constantly monitoring gearing levels and has contingency capital management plans to ensure that sufficient headroom may be restored if required.

#### Liquidity risk

Liquidity risk is the risk that ALE will not be able to meet its financial obligations as they fall due. ALE'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 ALE's reputation. ALE manages its liquidity risk by using detailed forward cash flow planning and by maintaining strong relationships with banks and investors in the capital markets.

ALE has liquidity risk management policies which assist it in monitoring cash flow requirements and optimising its cash return on investments. Typically ALE ensures that it has sufficient cash on demand to meet expected operational expenses and commitments for the purchase/sale of assets for a period of 90 days (or longer if deemed necessary), including the servicing of financial obligations.

The following are the contracted maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements.

	Contractual cash flows \$'000	6 months or less \$'000	6-12 months \$'000	1-2 years \$'000	2-5 years \$'000	More than five years \$'000
<b>30 June 2018</b>						
<b>Non-derivative financial liabilities</b>						
Trade and other payables	(8,347)	(8,347)	-	-	-	-
CIB	(198,144)	(2,557)	(2,585)	(5,238)	(16,266)	(171,498)
AMTN	(430,125)	(8,625)	(8,625)	(17,250)	(395,625)	-
<b>Derivative financial instruments</b>						
Interest rate hedges	(11,421)	202	233	425	(6,721)	(5,560)
	<b>(648,037)</b>	<b>(19,327)</b>	<b>(10,977)</b>	<b>(22,063)</b>	<b>(418,612)</b>	<b>(177,058)</b>
<b>30 June 2017</b>						
<b>Non-derivative financial liabilities</b>						
Trade and other payables	(8,151)	(8,151)	-	-	-	-
CIB	(200,484)	(2,536)	(2,559)	(5,187)	(16,112)	(174,090)
AMTN	(447,375)	(8,625)	(8,625)	(17,250)	(259,875)	(153,000)
<b>Derivative financial instruments</b>						
Interest rate hedges	(6,096)	257	235	450	(2,767)	(4,271)
	<b>(662,106)</b>	<b>(19,055)</b>	<b>(10,949)</b>	<b>(21,987)</b>	<b>(278,754)</b>	<b>(331,361)</b>

#### *Interest rates used to determine contractual cash flows*

The interest rates used to determine the contractual cash flows, where applicable, are based on interest rates, including the relevant credit margin, applicable to the financial liabilities at balance date. The contractual cash flows have not been discounted. The inflation rates used to determine the contractual cash flows, where applicable, are based on inflation rates applicable at balance date.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3. Capital structure and financing

#### Interest rate hedges

ALE uses derivative financial instruments, being interest rate hedges, to manage its exposure to interest rate risk on borrowings. As at balance date, ALE has hedged all fixed rate debt past the maturity date to November 2025 through interest rate hedges.

	2018 \$'000	2017 \$'000
Current assets	-	-
Non current assets	834	1,471
<b>Total assets</b>	<b>834</b>	<b>1,471</b>
Current liabilities	-	-
Non current liabilities	(10,403)	(6,302)
<b>Total liabilities</b>	<b>(10,403)</b>	<b>(6,302)</b>
<b>Net assets/(liabilities)</b>	<b>(9,569)</b>	<b>(4,831)</b>

#### Current year fair value adjustments to derivatives

	2018 \$'000	2017 \$'000
Fair value increments/ (decrements) to interest rate hedge derivatives	(4,738)	14,294

#### Recognition and measurement

Interest rate hedges are initially recognised at fair value and are subsequently remeasured to their fair value at each reporting date. Any gains or losses arising from the change in fair value of the interest rate hedges are recognised in the Statement of Comprehensive Income.

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

To date, ALE has not designated any of its derivatives as cash flow hedges and accordingly ALE has valued them all at fair value with movements recorded in the Statement of Comprehensive Income.

The gain or loss from marking to market the interest rate hedges (derivatives) at fair value is taken directly to the Statement of Comprehensive Income.

At 30 June 2018, the notional principal amounts and periods of expiry of the interest rate hedge contracts are as follows:

	Borrowing Interest Rate Hedges		Deposit Interest Rate Hedges		Net Hedge Position	
	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
Less than 1 year	-	-	-	-	-	-
1 - 2 years	-	-	(30,000)	-	(30,000)	-
2 - 3 years	-	-	-	(30,000)	-	(30,000)
3 - 4 years	-	-	-	-	-	-
4 - 5 years	-	-	-	-	-	-
Greater than 5 years	506,000	506,000	-	-	506,000	506,000

ALE has a series of forward start borrowing hedges in place and a deposit hedge that is currently active.

The current forward start borrowing hedge commences on the date of the maturity of the fixed rate August 2020 AMTN borrowing and increases on maturity of the fixed rate August 2022 AMTN borrowings, extending out to November 2025.

The hedge contracts require settlement of net interest receivable or payable on a quarterly basis. The settlement dates coincide with the dates on which interest is payable on the underlying borrowings. The contracts are settled on a net basis.

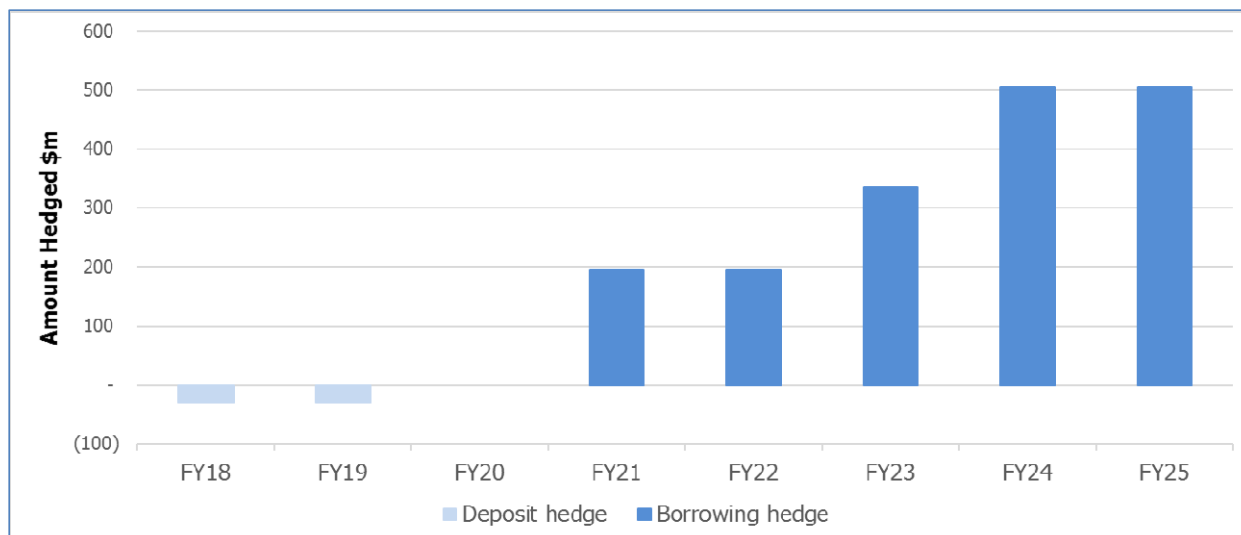
The average term of the interest rate hedges and fixed rate securities in relation to the total borrowings of ALE is 7.4 years at 30 June 2018.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3. Capital structure and financing

The following chart shows the hedge balances to November 2025.



#### Financial covenants

ALE is required to comply with certain financial covenants in respect of its borrowing and hedging facilities. The major financial covenants are summarised as follows:

##### **Interest Cover Ratio covenants (ICR)**

Borrowing	ICR covenant	Consequence
CIB	ALH EBITDAR to be greater than 7.5 times CIB interest expense	Stapled security distributions lockup
AMTN	ALE DPT EBITDA to be greater than or equal to 1.5 times ALE DPT interest expense	Note holders may call for notes to be redeemed
Hedging	As per AMTN above	As per AMTN above

##### **Definitions**

Interest amounts include all derivative rate swap payments and receipts

EBITDAR - Earnings before Interest, Tax, Depreciation, Amortisation and Rent

##### **Rating covenant**

Borrowing	Covenant	Consequence
AMTN	AMTN issue rating to be maintained at investment grade (i.e. at least Baa3/BBB-)	Published rating of Ba1/BB+ or lower results in a step up margin of 1.25% to be added to the interest rate payable



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3. Capital structure and financing

#### Loan to Value Ratio covenants (LVR)

Borrowing	LVR Covenant	Consequence
CIB	The issuance of new CIB is not permitted if the indexed value of the resultant total CIB exceeds 25% of the value of properties held as security	Note holders may call for notes to be redeemed
CIB	Outstanding value of CIB not to exceed 66.6% of the value of properties held as security	Note holders may call for notes to be redeemed
AMTN	The new issuance of Net Priority Debt is not permitted to exceed 20% of Net Total Assets	Note holders may call for notes to be redeemed
AMTN	Net Finance Debt not to exceed 60% of Net Total Assets	Stapled Security distribution lockup
AMTN	Net Finance Debt not to exceed 65% of Net Total Assets	Note holders may call for notes to be redeemed
Hedging	As per AMTN above	As per AMTN above

#### *Definitions*

Net Total Assets	Total Assets less Cash less Derivative Assets less Deferred Tax Assets. (ALE DPT)
Net Priority Debt	ALE Finance Company Pty Limited (ALEFC) borrowings less Cash held against the ALEFC borrowings, divided by Total Assets less Cash less Derivative Assets less Deferred Tax Assets
Net Finance Debt	Total Borrowings less Cash, divided by Total Assets less Cash less Derivative Assets less Deferred Tax Assets. (ALE DPT)

All covenants exclude the mark to market value of derivatives. CIB covenants relate to ALE FC. AMTN and hedging covenants relate to ALE DPT.

ALE currently considers that significant headroom exists with respect of all the above covenants. At all times during the years ended 30 June 2018 and 30 June 2017, ALE and its subsidiaries were in compliance with all the above covenants.

#### 3.3 Equity

	2018 \$'000	2017 \$'000
Balance at the beginning of the period	258,118	258,118
No movement	-	-
	<b>258,118</b>	<b>258,118</b>
<b>Movements in the number of fully paid stapled securities during the year</b>	<b>2018 Number</b>	<b>2017 Number</b>
Opening balance	195,769,080	195,769,080
No movement	-	-
<b>Closing balance</b>	<b>195,769,080</b>	<b>195,769,080</b>

#### Measurement and recognition

Ordinary units and ordinary shares are classified as contributed equity.

Incremental costs directly attributable to the issue of new units, shares or options are shown in Contributed Equity as a deduction, net of tax, from the proceeds.

#### Stapled securities

Each stapled security comprises one share in the Company and one unit in the Trust. They cannot be traded or dealt with separately. Stapled securities entitle the holder to participate in dividends/distributions and the proceeds on any winding-up of ALE in proportion to the number of, and amounts paid on, the securities held. On a show of hands every holder of stapled securities present at a meeting in person or by proxy, is entitled to one vote. On a poll, each ordinary shareholder is entitled to one vote for each fully paid share and each unit holder is entitled to one vote for each fully paid unit.

#### No income voting units (NIVUS)

The Trust issued 9,080,010 of no income voting units (NIVUS) to the Company, fully paid at \$1.00 each in November 2003. The NIVUS are not stapled to shares in the Company, have an issue and withdrawal price of \$1.00, carry no rights to income from the Trust and entitle the holder to no more than \$1.00 per NIVUS upon the winding-up of the Trust. The Company has a voting power of 4.43% in the Trust as a result of the issue of NIVUS. The NIVUS are disclosed in the Company and the Trust financial reports but are not disclosed in the ALE Property Group financial report as they are eliminated on consolidation.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 3. Capital structure and financing

The NIVUS were issued to ensure the Responsible Entity maintained sufficient Net Tangible Assets to satisfy the requirements of the company's AFSL Licence.

#### 3.4 Capital management

##### Capital management

ALE monitors securityholder equity and manages it to address risks and add value where appropriate.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The Board of Directors monitors the return on capital, which ALE defines as distributable income divided by total contributed equity, excluding minority interests. The Board of Directors also monitors the level of gearing.

The Board seeks to maintain a balance between the higher returns that may be achieved with higher levels of borrowings and the advantages and security afforded by a sound capital position. While ALE does not have a specific return on capital target, it seeks to ensure that capital is being most efficiently used at all times. In seeking to manage its capital efficiently, ALE from time to time may undertake on-market buybacks of ALE stapled securities. ALE has also from time to time made distributions from surplus cash or capital to stapled securityholders on a fully transparent basis. Additionally, the available total returns on all new acquisitions are tested against the anticipated weighted cost of capital at the time of the acquisition.

ALE assesses the adequacy of its capital requirements, cost of capital and gearing as part of its broader strategic plan.

Gearing ratios are monitored in the context of any increase or decrease from time to time based on existing property value movements, acquisitions completed, the levels of debt financing used and a range of prudent financial metrics, both at the time and on a projected basis going forward.

The outcomes of the ALE strategic planning process plays an important role in determining acquisition and financing priorities over time.

The total gearing ratios (total liabilities as a percentage of total assets) at 30 June 2018 and 30 June 2017 were 47.7% and 48.7% respectively.

The covenant gearing ratios (gross borrowings less cash as a percentage of total assets less cash, derivatives and deferred tax assets of ALE DPT) at 30 June 2018 and 30 June 2017 were 41.6% and 42.7% respectively.

#### 3.5 Cash and cash equivalents

	2018 \$'000	2017 \$'000
Cash at bank and in hand	2,551	4,122
Deposits at call	35,073	47,073
Cash reserve	8,390	8,390
	<b>46,014</b>	<b>59,585</b>

##### Recognition and measurement

For the purposes of the cash flow statement, cash and cash equivalents includes cash at bank, deposits at call and short term money market securities which are readily convertible to cash.

##### Cash obligations

An amount of \$8.39 million is required to be held as a cash reserve as part of the terms of the CIB issue in order to provide liquidity for CIB obligations to scheduled maturity of 20 November 2023.

An amount of \$2.00 million is required to be held in a term deposit by the Company to meet minimum net tangible asset requirements of the AFSL licence.

During the year ended 30 June 2018 all cash assets were placed on deposit with various banks. As at 30 June 2018, the weighted average interest rate on all cash assets was 2.46% (2017:2.30%).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 4.

#### Business performance

This section provides the information that is most relevant to understanding the financial performance of the Group during the financial year and, where relevant, the accounting policies applied and the critical judgements and estimates made.

#### 4.1 Revenue and income

#### 4.2 Other expenses

#### 4.3 Finance costs

#### 4.4 Taxation

#### 4.5 Remuneration of auditors

#### 4.6 Distributable income

#### 4.7 Earnings per security

#### 4.1 Revenue and income

	2018 \$'000	2017 \$'000
<b>Revenue</b>		
Rent from investment properties	58,095	57,007
Interest from cash deposits	1,049	1,324
<b>Total revenue</b>	<b>59,144</b>	<b>58,331</b>
<b>Other income</b>		
Fair value increments to investment properties	54,273	89,605
Fair value increments to derivatives	-	14,294
Other income	-	-
<b>Total other income</b>	<b>54,273</b>	<b>103,899</b>
<b>Total revenue and other income</b>	<b>113,417</b>	<b>162,230</b>

#### Recognition and measurement

##### Revenue

Rental income from operating leases is recognised on a straight line basis over the lease term. Rentals that are based on a future amount that changes with other than the passage of time, including CPI linked rental increases, are only recognised when contractually due. An asset will be recognised to represent the portion of an operating lease revenue in a reporting period relating to fixed increases in operating lease revenue in future periods. These assets will be recognised as a component of investment properties.

Interest and investment income is brought to account on a time proportion basis using the effective interest rate method and if not received at balance date is reflected in the Statement of Financial Position as a receivable.

##### Rental income

During the current and previous financial years, ALE's investment property lease rentals were reviewed to state based CPI annually and are not subject to fixed increases, apart from the lease for the Pritchard's Hotel, NSW which has fixed increases of 3%.

##### Interest income

As at 30 June 2018 the weighted average interest rate earned on cash was 2.46% (2017: 2.30%)

#### 4.2 Other expenses

	2018 \$'000	2017 \$'000
Audit, accounting, tax and professional fees	196	234
Annual reports	98	75
Depreciation expense	16	19
Insurance	176	160
Legal fees	174	308
Occupancy costs	121	113
Corporate and property expenses	1,624	985
Property revaluations, and condition and compliance	394	393
Direct property expenses	2	-
Registry fees	111	110
Staff training	24	23
Travel and accommodation	61	55
Trustee and custodian fees	177	161
<b>Total other expenses</b>	<b>3,174</b>	<b>2,636</b>
Total other expenses	3,174	2,636
Salaries and related costs	2,759	2,758
Less: Share based payments expense	(235)	(248)
<b>Total cash other expenses</b>	<b>5,698</b>	<b>5,146</b>

#### Recognition and measurement

Expenses including operating expenses, Queensland land tax expense and other outgoings (if any) are brought to account on an accruals basis.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 4. Business performance

#### 4.3 Finance costs

	2018 \$'000	2017 \$'000
<b>Finance costs - cash</b>		
Capital Indexed Bonds (CIB)	5,116	4,997
Australian Medium Term Notes (AMTN)	17,250	17,149
Interest rate derivative payments/(receipts)	(518)	(507)
Other finance expenses	217	200
	<b>22,065</b>	<b>21,839</b>
<b>Finance costs - non-cash</b>		
Accumulating indexation - CIB	2,819	2,279
Amortisation - CIB	80	72
Amortisation - AMTN	242	313
Amortisation - AMTN discount	73	48
	<b>3,214</b>	<b>2,712</b>
<b>Finance costs (cash and non-cash)</b>	<b>25,279</b>	<b>24,551</b>

#### Recognition and measurement

Interest expense is recognised on an accruals basis.

Borrowing costs are recognised using the effective interest rate method.

Amounts represent net cash finance costs after derivative payments and receipts.

#### Finance costs details

Other borrowing costs such as rating agency fees and liquidity fees.

Establishment costs of the various borrowings are amortised over the period of the borrowing on an effective rate basis.

#### 4.4 Taxation

##### Reconciliation of income tax expense

The prima facie income tax expense on profit before income tax reconciles to the income tax expense in the financial statements as follows:

	2018 \$'000	2017 \$'000
Profit before income tax	75,111	130,057
Profit attributable to entities not subject to tax	74,790	129,923
Profit/(Loss) before income tax expense subject to tax	321	134
Tax at the Australian tax rate	96	40
Share based payments	(80)	(27)
Other	-	1
Under/(over) provision in prior years	5	-
<b>Income tax expense/(benefit)</b>	<b>21</b>	<b>14</b>
Current tax expense/(benefit)	24	6
Deferred tax expense/(benefit)	(3)	8
<b>Income tax expense/(benefit)</b>	<b>21</b>	<b>14</b>

#### Recognition and measurement

##### Trusts

Under current legislation, Trusts are not liable for income tax, provided that their taxable income and taxable realised gains are fully distributed to securityholders each financial year.

##### Current tax

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

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 4. Business performance

#### 4.4 Taxation (continued)

##### Deferred tax

Deferred tax balances are calculated using the balance sheet method. Under this method, temporary differences arise between the carrying amount of assets and liabilities in the financial statements and the tax bases for the corresponding assets and liabilities. However, an exception is made for certain temporary differences arising from the initial recognition of an asset or liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss. Similarly, no deferred tax asset or liability is recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities settled.

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

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

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

##### Offsetting deferred tax balances

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company/Group intends to settle its current tax assets and liabilities on a net basis.

#### 4.5 Remuneration of auditors

	2018 \$	2017 \$
<b>Audit services</b>		
<i>KPMG Australian firm:</i>		
Audit and review of the financial reports		
- in relation to current year	159,000	180,000
- in relation to prior year	-	15,000
<b>Total remuneration for audit services</b>	159,000	195,000
<i>KPMG Australian firm:</i>		
Other services	-	152,352
<b>Total remuneration for all services</b>	159,000	347,352

#### 4.6 Distributable income

Reconciliation of profit after tax to amounts available for distribution:

	2018 \$'000	2017 \$'000
<b>Profit after income tax</b>	<b>75,090</b>	130,043
Plus /(less)		
Fair value adjustments to investment properties	(54,273)	(89,605)
Fair value adjustments to derivatives - net	4,738	(14,294)
Employee share based payments	235	248
Finance costs - non cash	3,214	2,712
Income tax expense	21	14
Adjustments for non-cash items	(46,065)	(100,925)
Total available for distribution	29,025	29,118
Distribution paid or provided for	40,720	39,937
<b>Available and under/(over) distributed</b>	<b>(11,695)</b>	(10,819)
<u>Distribution funded as follows</u>		
Current year distributable profits	29,025	29,118
Capital and surplus cash	11,695	10,819
	<b>40,720</b>	<b>39,937</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 4. Business performance

#### 4.7 Earnings per security

##### Basic earnings per stapled security

The calculation of basic earnings per stapled security is based on the profit attributable to ordinary securityholders and the weighted average number of ordinary stapled securities outstanding.

	2018	2017
Profit attributable to members of the Group (\$'000's)	75,090	130,043
Weighted average number of stapled securities	195,769,080	195,769,080
Basic earnings per security (cents)	38.36	66.43

The calculation of distributable profit per stapled security is based on the distributable profit attributable to ordinary securityholders and the weighted average number of ordinary stapled securities outstanding.

	2018	2017
Distributable profit attributable to members of the Group (\$'000's)	29,025	29,118
Number of stapled securities at the end of the year	195,769,080	195,769,080
Distributable profit per security (cents)	14.83	14.87

##### Diluted earnings per stapled security

The calculation of diluted earnings per stapled security is based on the profit attributable to ordinary securityholders and the weighted average number of ordinary stapled securities outstanding after adjustments for the effects of all dilutive potential ordinary stapled securities.

	2018	2017
Profit attributable to members of the Group (\$'000's)	75,090	130,043
Weighted average number of stapled securities	195,946,060	195,988,389
Diluted earnings per security (cents)	38.32	66.35

##### Distributed profit per security

	2018	2017
Distributable income per stapled security	14.83	14.87
Distribution paid per stapled security	20.80	20.40
Under/(over) distributed for the year	(5.97)	(5.53)

##### Distribution funded as follows

Current year distributable profits	14.83	14.87
Capital and surplus cash	5.97	5.53
	<b>20.80</b>	<b>20.40</b>

##### Distributable profit per security

ALE has a policy of paying distributions which are subject to the minimum requirement to distribute taxable income of the trust under the Trust Deed. Distributable Profit is a non-IFRS measure that shows how free cash flow is calculated by ALE. Distributable Profit excludes items such as unrealised fair value (increments)/decrements arising from the effect of revaluing derivatives and investment property, non-cash expenses and non-cash financing costs.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the Year ended 30 June 2018

### 5.

#### Employee benefits

This section provides a breakdown of the various programs ALE uses to reward and recognise employees and key executives, including Key Management Personnel (KMP). ALE believes that these programs reinforce the value of ownership and incentives and drive performance both individually and collectively to deliver better returns to securityholders.

##### 5.1 Employee benefits

##### 5.3 Employee share plans

##### 5.2 Key management personnel compensation

##### 5.1 Employee benefits

	2018 \$'000	2017 \$'000
Employee benefits provision:		
Current	255	190

##### Recognition and measurement

The employee benefits liability represents accrued wages and salaries, leave entitlements and other incentives recognised in respect of employees' services up to the end of the reporting period. These liabilities are measured at the amounts expected to be paid when they are settled and include related on-costs, such as workers compensation insurance, superannuation and payroll tax.

##### 5.2 Key management personnel compensation

	2018 \$	2017 \$
Short term employee benefits	1,992,500	1,954,719
Post employment benefits	113,837	114,645
Other long term benefits	39,089	24,613
Share based payments	234,960	248,337
Termination benefits	-	-
	<b>2,380,386</b>	<b>2,342,314</b>

##### Recognition and measurement

##### Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave due to be settled within 12 months of the reporting date, are recognised as a current liability in respect of employees' services up to the reporting date, and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for accumulated sick leave are recognised as an expense when the leave is taken and measured at the rates paid or payable.

##### Bonus and incentive plans

Liabilities and expenses for bonuses and incentives are recognised where contractually obliged or where there is a past practice that may create a constructive obligation.

##### Long service leave

ALE recognises liabilities for long service leave when employees reach a qualifying period of continuous service (five years). The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. 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 the terms to maturity and currency that match, as closely as possible, the estimated future cash flow.

##### Retirement benefit obligations

ALE pays fixed contributions to employee nominated superannuation funds and ALE's legal or constructive obligations are limited to these contributions. The contributions are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

##### 5.3 Employee share plans

##### Executive Stapled Security Scheme (ESSS)

The ESSS was established in 2012. The grant date fair value of ESSS Rights granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the ESSS rights. The amount recognised as an expense is adjusted to reflect the actual number of ESSS Rights that vest.

The fair value at grant date is determined as the value of the ESSS Rights in the year in which they are awarded. The number of ESSS Rights issued annually under the ESSS will be determined by dividing the value of the grant by the volume weighted average price for the five trading days commencing the day following the signing of ALE Property Group's full year statutory financial statements and grossing this number up for the future value of the estimated distributions over the three year deferred delivery period. Upon the exercise of ESSS rights, the balance of the share based payments reserve relating to those rights is transferred to Contributed Equity.

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 6. Other

This section provides details on other required disclosures relating to the Group to comply with the accounting standards and other pronouncements.

#### 6.1 New accounting standards

#### 6.2 Segment reporting

#### 6.3 Events occurring after balance date

#### 6.4 Contingent liabilities and contingent assets

#### 6.5 Investments in controlled entities

#### 6.6 Related party transactions

#### 6.7 Parent Entity Disclosures

#### 6.1 New accounting standards

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2018 and have not been applied in preparing these financial statements. Those which may be relevant to the Group are set out below. The Group does not plan to adopt these standards early.

##### *AASB 9 Financial Instruments (2010), AASB 9 Financial Instruments (2009)*

AASB 9, published in July 2014, replaces the existing guidance in IAS 39 Financial Instruments: Recognition and Measurement. AASB 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. AASB 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Group has assessed the potential impact on its consolidated financial statement resulting from the application of AASB 9 based on its positions as at 30 June 2018 and hedging arrangements during 2018 under IAS 39. Based on its assessment the new classification and measurement approach for financial assets, financial liabilities or the impairment requirements for financial assets will not have a material impact on the financial statements.

##### *AASB16 Leasing*

AASB 16 establishes a comprehensive framework the accounting policies and disclosures applicable to leases, both for lessees and lessors. AASB 16 is effective for annual reporting periods beginning on or after 1 January 2019, with early adoption permitted.

The Company has assessed the potential impact on its financial statements resulting from the application of AASB 16 to be immaterial.

##### *AASB 15 Revenue from Contracts with Customers*

AASB 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and IFRIC 13 Customer Loyalty Programmes.

AASB 15 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Group has completed an assessment of the potential impact of the adoption of AASB 15 on its financial statements and there will be no significant changes.

##### *Other standards*

The following amended standards and interpretations are not expected to have a significant impact on the Company's financial statements:

##### *Other standards*

The following amended standards and interpretations are not expected to have a significant impact on the Company's financial statements:

*Classification and Measurement of Share-based Payment Transactions* (Amendments to IFRS 2).

*IFRIC 22 Foreign Currency Transactions and Advance Consideration*

*IFRIC 23 Uncertainty over Income Tax Treatments*

*Annual Improvements to IFRSs 2014-2016 Cycle – Amendments to IFRS 1 and IAS 28*



## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 6. Other

#### 6.2 Segment reporting

##### Business segment

The results and financial position of ALE's single operating segment, ALE Strategic Business Unit, are prepared for the Managing Director on a quarterly basis. The strategic business unit covers the operations of the responsible entity for the ALE Property Group.

Comparative information has been presented in conformity with the requirements of AASB 8 *Operating Segments*.

All of ALE Property Group's pub properties are leased to members of the ALH Group, and accordingly 100% of the rental income is received from ALH (2017: 100%). Non pub rental income comprises less than 1% of total revenue.

#### 6.3 Events occurring after balance date

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

#### 6.4 Contingent liabilities and contingent assets

##### Bank guarantee

ALE has entered into a bank guarantee of \$73,273 in respect of the office tenancy at Level 10, 6 O'Connell Street, Sydney.

#### 6.5 Investments in controlled entities

The Trust owns 100% of the issued units of the Sub Trust. The Sub Trust owns 100% of the issued shares of the Finance Company. The Trust owns none of the issued shares of the Company, but is deemed to be its "acquirer" under AASB.

In addition, the Trust owns 100% of the issued units of ALE Direct Property Trust No.3, which in turn owns 100% of the issued shares of ALE Finance Company No.3 Pty Limited. Both of these Trust subsidiaries are non operating.

#### 6.6 Related party transactions

##### Parent entity and subsidiaries

Details are set out in Note 6.5 and 6.7.

##### Key management personnel

Key management personnel and their compensation are set out in the Remuneration Report on Page 17.

##### Transactions with related parties

For the year ended 30 June 2018, the Company received \$4,359,742 of expense reimbursement from the Trust (2017: \$4,460,628), and the Finance Company charged the Sub Trust \$8,033,147 interest (2017: \$7,366,400).

Robert Mactier is a consultant to UBS AG. UBS AG has provided debt lead management services to ALE in the past and may continue to do so in the future. Mr Mactier does not take part in any decisions to appoint UBS AG in relation to debt lead management services provided by UBS AG to ALE.

##### Terms and conditions

All related party transactions are conducted on normal commercial terms and conditions.

Outstanding balances are unsecured and are repayable in cash and callable on demand.

#### 6.7 Parent Entity Disclosures

As at, and throughout, the financial year ending 30 June 2018 the parent entity of ALE was Australian Leisure and Entertainment Property Trust.

	2018 \$'000	2017 \$'000
Profit for the year	29,026	29,155
<i>Financial position of the parent entity</i>		
Current assets		
Cash	21	196
Non current assets		
Investments in controlled entities	275,656	275,656
<b>Total assets</b>	<b>275,677</b>	<b>275,852</b>
Current liabilities		
Payables	26,690	15,563
Provisions	20,458	20,066
<b>Total liabilities</b>	<b>47,148</b>	<b>35,629</b>
<b>Net assets</b>	<b>228,529</b>	<b>240,223</b>
Issued units	252,431	252,431
Retained earnings	(23,902)	(12,208)
<b>Total equity</b>	<b>228,529</b>	<b>240,223</b>



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## DIRECTORS' DECLARATION

For the Year ended 30 June 2018

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In the opinion of the directors of the Company:

- (a) the financial statements and notes that are set out on pages 22 to 48 and the Remuneration report contained in Section 9 of the Directors' report, are in accordance with the *Corporations Act 2001*, including
  - (i) giving a true and fair view of ALE's financial position as at 30 June 2018 and of its performance for the financial year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001;
- (b) there are reasonable grounds to believe that ALE will be able to pay its debts as and when they become due and payable.
- (c) The directors have been given the declarations required by *Section 295A of the Corporations Act 2001* from the Managing Director, Finance Manager, and Company Secretary as required for the financial year ended 30 June 2018.
- (d) The directors draw attention to Note 1 to the financial statements, which includes a statement of compliance with International Financial Reporting Standards.

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



Robert Mactier  
Chairman



Andrew Wilkinson  
Managing Director

Dated this 8<sup>th</sup> day of August 2018



# Independent Auditor's Report

To the stapled security holders of ALE Property Group

## Report on the audit of the Financial Report

### Opinion

We have audited the **Financial Report** of ALE Property Group (the *Stapled Group*).

In our opinion, the accompanying Financial Report of the *Stapled Group* is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the **Stapled Group's** financial position as at 30 June 2018 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** of the Stapled Group comprises:

- *Consolidated statement of financial position* as at 30 June 2018;
- *Consolidated statement of comprehensive income, Consolidated statement of changes in equity, and Consolidated statement of cash flows* for the year then ended;
- Notes including a summary of significant accounting policies; and
- *Directors' Declaration*.

The **Stapled Group** consists of the Australian Leisure and Entertainment Property Trust and the entities it controlled at the year-end or from time to time during the financial year and Australian Leisure and Entertainment Property Management Limited.

### Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Stapled Group in accordance with *the Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current year.



This matter was addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Valuation of Investment Properties (\$1,136.26m)	
Refer to Note 2 of the Financial Report	
The key audit matter	How the matter was addressed in our audit
<p>The valuation of investment properties is a key audit matter due to the significance of the balance and judgement required by us in assessing the key valuation assumptions, methodologies and the final adopted values.</p> <p>The Group's investment properties comprise direct ownership of 86 freehold hotels. All 86 properties have long-term lease agreements in place with Australian Leisure and Hospitality Group (ALH).</p> <p>Investment properties are subject to external independent valuation once every three years on a rotational basis. In the years they are not independently valued, they are valued internally by the directors, using key comparators from like-properties subject to independent valuation.</p> <p>We focused on important features of the Group's investment property valuation process, as they critically impact property values selected. In order of application, these included:</p> <ul style="list-style-type: none"> <li>• Categorisation of investment properties: used firstly to distinguish their rotational schedule for independent valuation, such that at least one property in each category is covered, and secondly, to identify unique attributes of the property. These attributes include location, asset condition, trading performance, land areas and iconic profile of the building. We assessed the use of these unique attributes for the implications on property values for bias and consistency of application;</li> <li>• Key assumptions and methodology adopted in the independent valuation methodologies: being capitalisation rates, discount rates and future rental income inputs to the capitalisation rate (cap rate) and discounted cash flow (DCF) methodology. A key feature of the long-term leases that impact DCF values are the rental reassessments in 2018 (limited to +/- 10%) and</li> </ul>	<p>Our procedures included:</p> <ul style="list-style-type: none"> <li>• Checking the investment properties valuation process is carried out rotationally in accordance with Group policies; and</li> <li>• Assessing the consistency of the valuation methodology applied to the accounting standards and Group policies.</li> </ul> <p>For a sample of externally valued properties:</p> <ul style="list-style-type: none"> <li>• Meeting the valuers to discuss and challenge the valuation methodology and the assumptions;</li> <li>• Assessing the competence and objectivity of the Group's external valuation experts;</li> <li>• Challenging key assumptions including capitalisation rates, discounts rates, terminal capitalisation rates and future rental income by comparing to publically available sales evidence from industry commentators, historical data and the property specific attributes including location, asset condition and land area; and</li> <li>• Challenging the final property value by comparing the cap rate and DCF valuations, and reconciling differences to property specific attributes. These include location, asset condition, trading performance, land area and the proximity to the next market rent reassessments.</li> </ul> <p>For a sample of internally valued properties:</p> <ul style="list-style-type: none"> <li>• Assessing the basis for the extrapolation methodology including stratification by state and asset type by evaluating the extrapolation advice from the independent valuers; and</li> <li>• Evaluating the adjustments made to the average percentage change in capitalisation</li> </ul>

<p>2028, reverting to market based levels of rent;</p> <ul style="list-style-type: none"> <li>Judgements in assessing the results: the Group adopts a final property value based on their evaluation of the results of the independent valuers work, taking into consideration property specific attributes. We spent significant effort in assessing the basis of these judgements, their consistent application and available market comparators; and</li> <li>Extrapolation approach: for the remaining properties not independently valued, director's valuations capitalise current rent using last year's capitalisation rate for that property, adjusted by the average percentage change in capitalisation rate from the external independent valuations (percentage change) for properties with similar attributes.</li> </ul>	<p>rate by evaluating the reason for the exclusion. Using our knowledge of the business and the industry we reconciled this to our understanding of the impact of the property specific attributes.</p>
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## Other Information

Other Information is financial and non-financial information in ALE Property Group's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. This include the Directors' Report. The Directors of the Responsible Entity are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

## Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*;
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- assessing the *Stapled Group's* ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the *Stapled Group* or to cease operations, or have no realistic alternative but to do so.



## Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: [http://www.auasb.gov.au/auditors\\_responsibilities/ar2.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar2.pdf).

This description forms part of our Auditor's Report.

## Report on the Remuneration Report of Australian Leisure and Entertainment Property Management Limited

The information below is a reproduction of our opinion on the Remuneration Report of Australian Leisure and Entertainment Property Management Limited, (the Company) as the Responsible Entity of Australian and Leisure Entertainment Property Trust.

### Opinion

In our opinion, the Remuneration Report of Australian Leisure and Entertainment Property Management Limited for the year ended 30 June 2018, complies with *Section 300A of the Corporations Act 2001*.

### Directors' responsibilities

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 responsibilities

We have audited the Remuneration Report included in section 9 of the Directors' report of the Company, also included in ALE Property Group annual report, for the year ended 30 June 2018.

Our responsibility is to express an opinion on the Remuneration Report of the Company, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Eileen Hoggett

Partner

Sydney

8 August 2018

## INVESTOR INFORMATION

For the Year ended 30 June 2018

### Securityholders

The securityholder information as set out below was applicable as at 6 July 2018.

#### A. DISTRIBUTION OF EQUITY SECURITIES

Range	Number of Holders	Number of Securities	% of Issued Capital
1 - 1,000	742	243,619	0.12
1,001 - 5,000	1,375	4,216,688	2.15
5,001 - 10,000	963	7,336,384	3.75
10,001 - 100,000	1,618	41,956,166	21.43
100,001 - 200,000,000	110	142,016,223	72.54
Total	4,808	195,769,080	100.00

The stapled securities are listed on the ASX and each stapled security comprises one share in Australian Leisure and Entertainment Property Management Limited (Company) and one unit in Australian Leisure and Entertainment Property Trust (Trust). The number of securityholders holding less than a marketable parcel of stapled securities is 315.

#### B. TOP 20 EQUITY SECURITYHOLDERS

The names of the 20 largest security holders of stapled securities are listed below

Rank	Name	Number of Securities	% of Issued Capital
1	Citicorp Nominees Pty Limited	27,950,008	14.28
2	HSBC Custody Nominees (Australia) Limited	17,789,505	9.09
3	UBS Nominees Pty Ltd	17,652,094	9.02
4	Woolworths Group Limited	17,076,936	8.72
5	HSBC Custody Nominees (Australia) Limited-GSCO ECA	6,708,540	3.43
6	Manderrah Pty Ltd [GJJ Family Account]	6,600,000	3.37
7	National Nominees Limited	6,545,984	3.34
8	CS Third Nominees Pty Limited [HSBC Customer Nominees AU Ltd 13 Account]	5,312,954	2.71
9	HSBC Custody Nominees (Australia) Limited - Account 2	4,990,508	2.55
10	J P Morgan Nominees Australia Limited	3,296,126	1.68
11	Mr Edward Furnival Griffin + Mr Alastair Charles Griffin [Est Jean Falconer Griffin Ac]	2,795,751	1.43
12	National Nominees Limited [Db Account]	1,547,534	0.79
13	Netwealth Investments Limited [Wrap Services Account]	1,293,679	0.66
14	UBS Nominees Pty Ltd [Prime Broking Account]	1,200,000	0.61
15	Mr David Calogero Loggia	993,226	0.51
16	BT Portfolio Services Limited [Caergwrl Invest P/L Account]	745,787	0.38
17	Bond Street Custodians Limited [Caergwrl Investments Pty Limited Account]	700,000	0.36
18	Merlor Holdings Pty Ltd [Basserabie Family Settlement Account]	686,243	0.35
19	Mr Nicholas Anthony Dyer	675,000	0.34
20	C J H Holdings Pty Ltd [Superannuation Fund Account]	660,953	0.34
Totals: Top 20 Holders of Stapled Securities		125,220,828	63.96
Totals: Remaining Holders Balance		70,548,252	36.04

#### C. SUBSTANTIAL HOLDERS

Substantial holders of ALE (as per notices received as at 6 July 2018) are set out below:

Stapled Securityholder	Number of Securities	% of Issued Capital
Caledonia (Private) Investments Pty Ltd	65,960,122	33.69
Woolworths Limited	17,076,936	8.72
Allan Gray Australia	10,935,829	5.59



## INVESTOR INFORMATION

For the Year ended 30 June 2018

### D. VOTING RIGHTS

The voting rights attaching to each class of equity securities are set out below:

#### (a) Stapled securities

On a show of hands every stapled securityholder present at a meeting in person or by proxy shall be entitled to have one vote and upon a poll each stapled security will have one vote.

#### (b) NIVUS

Each NIVUS entitles the Company to one vote at a meeting of the Trust. 9,080,010 NIVUS have been issued by the Trust to the Company and 195,769,080 units have been issued by the Trust to stapled securityholders. The NIVUS therefore represent 4.43% of the voting rights of the Trust.

### E. ASX ANNOUNCEMENTS

The information is provided as a short summary of investor information.  
Please view our website at [www.alegroup.com.au](http://www.alegroup.com.au) for all investor information.

2018	2017
08 Aug James McNally retires as a Director	31 Oct Annual General Meeting
08 Aug Full Year Results, Annual Review / Report and Property Compendium released	05 Sep 2nd half distribution payment
05 Jul James McNally announces retirement as a Director	08 Aug Full Year Results, Annual Review / Report and Property Compendium released
05 Jul Caledonia increases substantial holding to 33.69%	09 Jun Property valuations increased by 9.1%
07 Jun Property valuations increased by 5.1%	09 Jun Half Year distribution of 10.25 cents declared
06 Jun Half Year distribution of 10.45 cents declared	09 Jun Full Year distribution of 20.40 cents announced
06 Jun Full Year distribution of 20.80 cents announced	23 May Succession of Chairman
05 Mar 1st half distribution payment	23 May ALE Redeems maturing AMTN
16 Feb Michael Triguboff appointed a Director	14 Mar Caledonia increases substantial holding to 30.70%
16 Feb Taxation Components of Distribution	08 Mar ALE completes AMTN refinancing
14 Feb Half Year results released	06 Mar 1st half distribution payment
12 Feb Caledonia increases substantial holding to 32.41%	02 Mar Taxation Components of Distribution
12 Feb Allen Gray reduces substantial holding to 5.59%	23 Feb Half Year results released
The following events will occur after the date of this Annual Report:	
13 Nov Annual General Meeting	
05 Sep 2nd half distribution payment	

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## INVESTOR INFORMATION

For the Year ended 30 June 2018

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### Stock Exchange Listing

The ALE Property Group (ALE) is listed on the Australian Securities Exchange (ASX). Its stapled securities are listed under ASX code: LEP.

### Distribution Reinvestment Plan

ALE has established a distribution reinvestment plan. Details of the plan are available on the ALE website.

### Distributions

Stapled security distributions are paid twice yearly, normally in March and September.

### Electronic Payment of Distributions

Securityholders may nominate a bank, building society or credit union account for payment of distributions by direct credit. Payments are electronically credited on the payment dates and confirmed by mailed advice.

Securityholders wishing to take advantage of payment by direct credit should contact the registry for more details and to obtain an application form.

### Annual Tax Statement

Accompanying the final stapled security distribution payment, normally in September each year, will be an annual tax statement which details the tax components of the year's distribution.

### Publications

The Annual Review and Annual Report are the main sources of information for stapled securityholders. In August each year the Annual Review, Annual Report and Full Year Financial Report, and in February each year, the Half-Year Financial Report are released to the ASX and posted on the ALE website. The Annual Review is mailed to stapled securityholders unless we are requested not to do so. The Full Year and Half Year Financial Reports are only mailed on request. Periodically ALE may also send releases to the ASX covering matters of relevance to investors. These releases are also posted on the ALE website and may be distributed by email to stapled securityholders by registering on ALE's website. The election by stapled securityholders to receive communications electronically is encouraged by ALE.

### Website

The ALE website, [www.alegroup.com.au](http://www.alegroup.com.au), is a useful source of information for stapled securityholders. It includes details of ALE's property portfolio, current activities and future prospects. ASX announcements are also included on the site on a regular basis. The ALE Property website, [www.aleproperties.com.au](http://www.aleproperties.com.au), provides further detailed information on ALE's property portfolio.

### Securityholder Enquiries

Please contact the registry if you have any questions about your holding or payments.

### Registered Office

Level 10, 6 O'Connell Street  
Sydney NSW 2000  
Telephone (02) 8231 8588

### Company Secretary

Mr Michael Clarke  
Level 10, 6 O'Connell Street  
Sydney NSW 2000  
Telephone (02) 8231 8588

### Auditors

KPMG  
Level 38, Tower Three  
International Towers Sydney  
300 Barangaroo Avenue  
Sydney NSW 2000

### Lawyers

Allens Linklaters  
Level 28, Deutsche Bank Place  
Sydney NSW 2000

### Custodian (of Australian Leisure and Entertainment Property Trust)

The Trust Company Limited  
Level 13, 123 Pitt Street  
Sydney NSW 2000

### Trustee (of ALE Direct Property Trust)

The Trust Company (Australia) Limited  
Level 13, 123 Pitt Street  
Sydney NSW 2000

### Registry

Computershare Investor Services Pty Ltd  
Reply Paid GPO Box 7115, Sydney NSW 2000  
Level 3, 60 Carrington Street, Sydney NSW 2000  
Telephone 1300 302 429  
Facsimile (02) 8235 8150  
[www.computershare.com.au](http://www.computershare.com.au)





MIAMI TAVERN, GOLD COAST QLD



# Australian Leisure and Entertainment Property Management Limited

ABN 45 105 275 278

## ANNUAL REPORT

2018

### Australian Leisure and Entertainment Property Management Limited

Australian Leisure and Entertainment Property  
Management Limited is the responsible entity and the  
management company of ALE Property Group

[WWW.ALEGROUP.COM.AU](http://WWW.ALEGROUP.COM.AU)

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## DIRECTORS' REPORT

For the Year ended 30 June 2018



The Directors of Australian Leisure and Entertainment Property Management Limited (the "Company") present their report for the year ended 30 June 2018.

The registered office and principal place of business of the Company is:

Level 10  
6 O'Connell Street  
Sydney NSW 2000





### 1. DIRECTORS

The following persons were directors of the Company during the year and up to the date of this report unless otherwise stated:

Name	Experience, responsibilities and other directorships	
Robert Mactier, B.Ec, MAICD <i>Independent Non Executive Director Chairman of the Board</i>	Appointed: 28 November 2016 Member of the Audit, Compliance and Risk Management Committee (ACRMC) Member of the Nominations Committee Member of the Remuneration Committee	Appointed Chair: 23 May 2017
	Robert's other current roles include Chairman of ASX-listed WPP AUNZ Limited (since 2006) and Consultant to UBS AG in Australia (since June 2007). Between 2006 and January 2017 he served as a non-executive Director of NASDAQ listed Melco Resorts and Entertainment Limited.  Robert began his career at KPMG and from January 1986 to April 1990 worked across their audit, management consulting and corporate finance practices. He has extensive investment banking experience in Australia, having previously worked for Ord Minnett Securities, E.L. & C. Baillieu and Citigroup between 1990 and 2006.  Robert holds a Bachelor's degree in economics from the University of Sydney and has been a Member of the Australian Institute of Company Directors since 2007.	
Phillipa Downes, BSc (Bus Ad), MAppFin, GAICD <i>Independent Non Executive Director</i>	Appointed: 26 November 2013 Chair of the ACRMC Member of the Nominations Committee Member of the Remuneration Committee	Appointed Chair of ACRMC: 26 October 2015
	Phillipa (Pippa) is a Director of the Australian Technology Innovators (Infotrack, LEAP Legal software), Windlab Limited, the ASX Clearing and Settlement companies and the Sydney Olympic Park Authority. Pippa is also on the panel of the ASX Appeals Tribunal and is a director of the Pinnacle Foundation. Ms Downes was a Managing Director and Equity Partner of Goldman Sachs in Australia until October 2011, working in the Proprietary Investment division. Pippa has had a successful international banking and finance career spanning over 20 years where she has led the local investment, derivative and trading arms of several of the world's leading Investment Banks. She has extensive experience in Capital Markets and Derivatives and strong analytical skills investing across the capital structures of companies and across multiple asset classes.  Prior to joining Goldman Sachs in 2004, Ms Downes was a director and the Head of Equity Derivatives Trading at Deutsche Bank in Sydney. When Morgan Stanley was starting its equity franchise in Australia in 1998 she was hired to set up the Derivative and Proprietary Trading business based in Hong Kong and Australia. Ms Downes started her career working for Swiss Bank O'Connor on the Floor of the Pacific Coast Stock Exchange in San Francisco, followed by the Philadelphia Stock Exchange before returning to work in Sydney as a director for UBS.  Pippa graduated from the University of California at Berkeley with a Bachelor of Science in Business Administration majoring in Finance and Accounting. Pippa also completed a Masters of Applied Finance from Macquarie University in 1998. Ms Downes is a member of The AICD and Women Corporate Directors and in 2016 was named as a Women of Influence in the AFR/Westpac awards.	

## DIRECTORS' REPORT

For the Year ended 30 June 2018



Name	Experience, responsibilities and other directorships
<p>Nancy Milne, <i>OAM, LLB, FAICD</i> Independent Non Executive Director</p> 	<p>Appointed: 6 February 2015 Member of the ACRMC Member of the Nominations Committee Member of the Remuneration Committee</p> <p>Nancy has been a professional non-executive director for over a decade. She is a former lawyer with over 30 years' experience with primary areas of legal expertise in insurance, risk management, and corporate governance. She was a partner with Clayton Utz until 2003 and a consultant until 2012. She is currently Chairman of the Securities Exchange Guarantee Corporation and deputy chairman of the State Insurance Regulatory Authority. She was previously a director of Australand Property Group, Crowe Horwarth Australasia, State Plus and Novion Property Group (now Vicinity Centres).</p> <p>Nancy has a Bachelor of Laws from the University of Sydney. She is a member of the NSW Council of the Australian Institute of Company Directors and the Institute's Law Committee.</p>
<p>Paul Say, <i>FRICS, FAPI</i> Independent Non Executive Director</p> 	<p>Appointed: 24 September 2014 Member of the ACRMC Chair of the Nominations Committee Chair of the Remuneration Committee</p> <p>Paul has over 30 years' experience in commercial and residential property management, development and real estate transactions with major multinational institutions. Paul was Chief Investment Officer at Dexus Property Group from 2007 to 2012. Prior to that he was with Lend Lease Corporation for 11 years in various positions culminating with being the Head of Corporate Finance. Paul is a director of Frasers Logistic &amp; Industrial Trust (SGX listed) and was previously a director of GPT Metro Office Fund.</p> <p>Paul has a Graduate Diploma in Finance and Investment and a Graduate Diploma in Financial Planning. He is a Fellow of the Royal Institute of Chartered Surveyors, Fellow of the Australian Property Institute and a Licensed Real Estate Agent (NSW, VIC and QLD).</p>
<p>James McNally <i>B.Bus (Land Economy), Dip. Law</i> Non Executive Director</p> 	<p>Appointed: 26 June 2003</p> <p>James is an executive and founding director of the company. James has over 20 years' experience in the funds management industry, having worked in both property trust administration and compliance roles for Perpetual Trustees Australia Limited and MIA Services Pty Limited, a company that specialises in compliance services to the funds management industry. James' qualifications include a Bachelor of Business in land economy and a Diploma of Law. James is also a registered valuer and licensed real estate agent.</p> <p>James is not considered an Independent Director as he has held an Executive Director position with ALE for the last three years to 15 April 2017.</p>
<p>Michael Triguboff Independent Non Executive Director</p> 	<p>Appointed: 15 February 2018</p> <p>Michael is a founding Director of Adexum Capital Limited, a private equity company investing in both public and private mid-market companies. Michael is also Vice Chairman of Pyrolyx AG, a dual listed German and Australian company involved in recycling.</p> <p>Mr Triguboff has a background in equity funds management with groups including MIR and Lazard Asset Management Pacific, Lazard Asia Funds and was a global partner of Lazard Freres &amp; Co. He was previously based in the USA and held positions with Quantum Funds and Equity Investments with a focus on principal investments in both public and private companies.</p> <p>Michael's academic qualifications include; Bachelor of Arts from the University of Sydney, Bachelor of Laws from University of New South Wales, Master of Business Administration from New York University, Master of Business Systems from Monash University, Master of Computer Science from University of Illinois at Urbana - Champaign / Columbia University, and Master of Criminology and Master of Laws from University of Sydney.</p>

## DIRECTORS' REPORT

For the Year ended 30 June 2018

Name	Experience, responsibilities and other directorships
<p>Andrew Wilkinson <i>B.Bus, CFTP, MAICD</i> <i>Managing Director</i></p> 	<p>Appointed: 16 November 2004 Chief Executive Officer and Managing Director of the Company Responsible Manager of the Company under the Company's Australian Financial Services Licence (AFSL)</p> <p>Andrew was appointed Managing Director of the Company in November 2004. He joined ALE as Chief Executive Officer at the time of its listing in November 2003. Andrew has around 35 years' experience in banking, corporate finance and funds management. He was previously a corporate finance partner with PricewaterhouseCoopers and spent 15 years in finance and investment banking with organisations including ANZ Capel Court and Schroders.</p>

## 2. OTHER OFFICERS

Name	Experience
<p>Michael Clarke <i>B.Com, M.Man, CA, ACIS</i> <i>Company Secretary and Finance Manager</i></p> 	<p>Appointed: 30 June 2016</p> <p>Michael joined ALE in October 2006 and was appointed Company Secretary on 30 June 2016. Michael has a Bachelor of Commerce from the University of New South Wales and a Masters of Management from the Macquarie Graduate School of Management. He is an associate member of both the Governance Institute of Australia and the Institute of Chartered Accountants in Australia and New Zealand.</p> <p>Michael has over 30 years' experience in accounting, taxation and financial management. Michael previously held senior financial positions with subsidiaries of listed public companies and spent 12 years working for Grant Thornton. He has also owned and managed his own accounting practice.</p>
<p>David Lawler <i>B.Bus, CPA</i> <i>Independent member of ACRMC</i></p> 	<p>Appointed: 9 December 2005      Resigned: 6 December 2017</p> <p>David was appointed to ALE's ACRMC on 9 December 2005 and has over 25 years' experience in internal auditing in the banking and finance industry. He was the Chief Audit Executive for Citibank in the Philippines, Italy, Switzerland, Mexico, Brazil, Australia and Hong Kong. David was Group Auditor for the Commonwealth Bank of Australia. David is the Chairman of the Australian Trade and Investment Commission Audit and Risk Committee, and the National Mental Health Commission Audit Committee, and is an audit committee member of the Australian Office of Financial Management, Cancer Australia, the Department of Foreign Affairs and Trade, the Australian Sports Anti-Doping Authority, and the Australian Maritime Safety Authority. David is Chairman of Australian Settlements Limited. David has a Bachelor of Business Studies from Manchester Metropolitan University in the UK. He is a Fellow of CPA Australia and a past President of the Institute of Internal Auditors – Australia.</p>

## 3. INFORMATION ON DIRECTORS AND KEY MANAGEMENT PERSONNEL

### Directorships of listed entities within the last three years

The following director held directorships of other listed entities within the last three years and from the date appointed up to the date of this report unless otherwise stated:

Director	Directorships of listed entities	Type	Appointed as Director	Resigned as Director
R W Mactier	WPP AUNZ Limited	Non-executive	December 2006	
R W Mactier	Melco Resorts and Entertainment Limited (Nasdaq listed)	Non-executive	December 2006	January 2017
P G Say	GPT Metro Office Fund	Non-executive	August 2014	September 2016
P G Say	Frasers Logistic & Industrial Trust (SGX listed)	Non-executive	June 2016	
P J Downes	Windlab Limited	Non-executive	July 2017	
M P Triguboff	Pyrolyx AG	Non-executive	February 2015	

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### Directors' and key management personnel interests in stapled securities and ESSS rights

The following directors, key management personnel and their associates held or currently hold the following stapled security interests in ALE:

Name	Role	Number held at the start of the year	Net movement	Number held at the end of the year
R W Mactier	Non-executive Director	50,000	-	50,000
P J Downes	Non-executive Director	189,110	-	189,110
P G Say	Non-executive Director	25,000	-	25,000
N J Milne	Non-executive Director	20,000	-	20,000
J T McNally	Non-executive Director	55,164	-	55,164
M P Triguboff	Non-executive Director	-	-	-
A F O Wilkinson	Executive Director	367,737	63,732	431,469
A J Slade	Capital Manager	60,000	-	60,000
M J Clarke	Company Secretary and Finance Manager	18,000	-	18,000
D J Shipway	Asset Manager	12,825	(6,325)	6,500

The following key management personnel currently hold rights over stapled securities in ALE:

Name	Role	Number held at the start of the year	Granted during the year	Lapsed / Delivered during the year	Number held at the end of the year
<u>ESSS Rights</u>					
A F O Wilkinson	Executive Director	124,117	34,082	(63,732)	94,467
A J Slade	Capital Manager	60,773	18,475	(31,375)	47,873
M J Clarke	Finance Manager	19,445	4,870	(7,844)	16,471
D J Shipway	Asset Manager	10,657	3,044	(3,922)	9,779

### Meetings of directors

The number of meetings of the Company's Board of Directors held and of each Board committee during the year ended 30 June 2018 and the number of meetings attended by each director at the time the director held office during the year were:

Director	Board		ACRMC		Nominations Committee and Remuneration Committee	
	Held <sup>1</sup>	Attended	Held <sup>1</sup>	Attended	Held <sup>1</sup>	Attended
R W Mactier	11	11	7	7	5	5
P J Downes	11	11	7	7	5	5
P G Say	11	10	7	7	5	5
N J Milne	11	11	7	7	5	5
J T McNally	11	10	n/a	n/a	n/a	n/a
M P Triguboff	5	4	n/a	n/a	n/a	n/a
A F O Wilkinson	11	11	n/a	n/a	n/a	n/a

### Member of Audit, Compliance and Risk Management Committee

D J Lawler	n/a	n/a	4	3	n/a	n/a
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<sup>1</sup> "Held" reflects the number of meetings which the director or member was eligible to attend.

## 4. PRINCIPAL ACTIVITIES

During the year the principal activities of the Company consisted of property funds management and acting as responsible entity for the Australian Leisure and Entertainment Property Trust (the "Trust"). There has been no significant change in the nature of these activities during the year.

## DIRECTORS REPORT

For the Year ended 30 June 2018

### 5. OPERATIONAL AND FINANCIAL REVIEW

ALE Property Group is the owner of Australia's largest portfolio of freehold pub properties. Established in November 2003, ALE owns a portfolio of 86 pub properties across the five mainland states of Australia. All the properties in the portfolio are leased to Australian Leisure and Hospitality Group (ALH) for an average remaining initial lease term of 10.3 years plus options for ALH to extend.

The Company is responsible for the management activities of the ALE Group and also acts as the responsible entity for the Australian Leisure and Entertainment Property Trust (the "Trust").

	30 June 2018 \$	30 June 2017 \$
<b>Revenue</b>		
Expense reimbursement	4,359,742	4,460,628
Interest income	9,048	7,077
<b>Total revenue</b>	<b>4,368,790</b>	<b>4,467,705</b>
<b>Expenses</b>		
Salaries, fees and related costs	2,728,780	2,727,951
Other expenses	1,354,737	1,663,604
<b>Total expenses</b>	<b>4,083,517</b>	<b>4,391,555</b>
<b>Profit/(loss) before income tax</b>	<b>285,273</b>	<b>76,150</b>
Income tax expense / (benefit)	10,288	(526)
<b>Profit/(loss) attributable to the shareholders of the Company</b>	<b>274,985</b>	<b>76,676</b>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	0.14	0.04
Dividend per share for the year	-	-
Net assets per share	7.28	7.28

#### Significant Changes In The State Of Affairs

In the opinion of the Directors, there were no significant changes in the state of affairs of the Company that occurred during the year.

### 6. LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Company will continue to maintain its defined strategy of identifying opportunities to increase the profitability of the Company and its value to its shareholders.

Apart from the above matters, the directors are not aware of any other future development likely to significantly affect the operations and/or results of ALE.

### 7. DIVIDENDS

No provisions for or payments of Company dividends have been made during the year (2017: nil).

### 8. MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

In the opinion of the Directors of the Company, no transaction or event of a material and unusual nature has occurred between the end of the financial year and the date of this report that may significantly affect the operations of the Company, the results of those operations or the state of the affairs of the Company in future financial years.

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## DIRECTORS' REPORT

For the Year ended 30 June 2018

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### 9 REMUNERATION REPORT (Audited)

This report provides details on ALE's remuneration structure, decisions and outcomes for the year ended 30 June 2018 for employees of ALE including the directors, the Managing Director and key management personnel. This information has been audited as required by section 308(3C) of the Act.

#### 9.1 Remuneration Objectives and Approach

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In determining a remuneration framework, the Board aims to ensure the following:

- attract, reward and retain high calibre executives;
- motivate executives to achieve performance that creates value for stapled securityholders; and
- link remuneration to performance and outcomes achieved.

The framework aligns executive reward with achievement of strategic objectives and creation of value for stapled securityholders. To do this the Board endeavours to ensure that executive reward satisfies the following objectives:

- alignment with ALE's financial, operational, compliance and risk management objectives so as to achieve alignment with positive outcomes for stapled securityholders;
- alignment with ALE's overall performance;
- transparent, reasonable and acceptable to employees and securityholders;
- rewards the responsibility, capability, experience and contribution made by executives;
- recognises individual executive's contributions towards value accretive outcomes when measured against Key Performance Indicators (KPI's); and
- market competitive and complementary to the reward strategy of the organisation.

The framework provides a mix of fixed and variable remuneration. Since the year ending 30 June 2012 the variable remuneration has been provided through the Executive Incentive Scheme (EIS). Any award under the EIS is paid 50% in cash following the year end and 50% in stapled securities with delivery deferred three years.

#### 9.2 Remuneration Committee

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The Remuneration Committee ("the Committee") is a committee comprising non-executive directors of the Company. The Committee strives to ensure that ALE's remuneration structure strikes an appropriate balance between the interests of ALE securityholders and rewarding, motivating and retaining employees.

The Committee's charter sets out its role and responsibilities. The charter is reviewed on an annual basis. In fulfilling its role the Committee endeavours to ensure the remuneration framework established will:

- reward executive performance against agreed strategic objectives;
- encourage alignment of the interests of executives and stapled securityholders; and
- ensure there is an appropriate mix between fixed and "at risk" remuneration.

The Committee operates independently of management in its recommendations to the Board and engages remuneration consultants independently of management. During the year ended 30 June 2018, the Committee consisted of the following:

P G Say	Non-executive Director	Chairman of Remuneration Committee
P J Downes	Non-executive Director	
N J Milne	Non-executive Director	
R W Mactier	Non-executive Director	

Page 2 of this report provides information on the skills, experience and expertise of the Committee members.

The number of meetings held by the Committee and the members' attendance at them is set out on page 5.

The Committee considers advice from a wide range of external advisors in performing its role. During the current financial year the Committee engaged Conari Partners to review remuneration.

Conari Partners was paid \$16,000 for its services.



## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 9.3 Executive Remuneration

Executive remuneration comprises both a fixed component and an 'at risk' component. It specifically comprises:

- Fixed Annual Remuneration (FAR)
- Executive Incentive Scheme (EIS)

#### 9.3.1 Fixed Annual Remuneration (FAR)

**What is FAR?** FAR is the guaranteed salary package of the executive and includes superannuation guarantee levy and salary sacrificed components such as motor vehicles, computers and superannuation.

**How is FAR set?** FAR is set by reference to external market data for comparable roles and responsibilities within similar listed and unlisted entities within Australia.

**When is FAR Reviewed?** FAR is reviewed in December each year with any changes being effective from 1 January of the following year.

#### 9.3.2 Executive Incentive Scheme (EIS)

**What is EIS?** EIS is an "at risk" component of executive remuneration.

EIS is used to reward executives for achieving and exceeding annual individual KPIs.

The target EIS opportunity for executives varies according to the role and responsibility of the executive.

EIS awards comprise 50% cash and 50% deferred delivery stapled securities issued under the Executive Stapled Securities Scheme (ESSS). For executives not invited to participate in the ESSS, the EIS is paid fully in cash.

Executive	Position	Standard EIS Target (as a % of FAR)	% of EIS paid as cash	% of EIS paid as ESSS
Andrew Wilkinson	Managing Director	60%	50%	50%
Andrew Slade	Capital Manager	50%	50%	50%
Michael Clarke	Company Secretary and Finance Manager	n/a <sup>1</sup>	50%	50%
Don Shipway	Asset Manager	n/a <sup>1</sup>	50%	50%

1. EIS awards are at the discretion of the Committee and the Board

**How are EIS targets and objectives chosen?** At the beginning of each year, in addition to the standard range of operational requirements, the Board sets a number of strategic objectives for ALE for that year. These objectives are dependent on the strategic opportunities and issues facing ALE for that year and may include objectives that relate to the short and longer term performance of ALE. Additionally, specific KPIs are established for all executives with reference to their individual responsibilities which link to the addition to and protection of securityholder value, improving business processes, ensuring compliance with legislative requirements, reducing risks within the business and ensuring compliance with risk management policies, as well as other key strategic non-financial measures linked to drivers of performance in future economic periods.

**How is EIS performance assessed?** The Committee is responsible for assessing whether the KPIs have been met. To facilitate this assessment, the Board receives detailed reports on performance from management.

The quantum of EIS payments and awards are directly linked to over or under achievement against the specific KPIs. The Board has due regard to the achievements outlined in section 9.4.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### ***How are EIS awards delivered?***

EIS cash payments are made in August each year following the signing of ALE's full year statutory financial statements.

The deferred component comprises an award of stapled securities under the ESSS. Any securities awarded under the ESSS are delivered three years after the award date provided certain conditions have been met.

### ***How is the ESSS award calculated?***

The number of ESSS Rights awarded annually under the ESSS will be determined by dividing the value of the grant by the volume weighted average price for the five trading days commencing the day following the signing of ALE's full year statutory financial statements, and grossing this number up for the future value of the estimated distributions over the three year deferred delivery period.

### ***What conditions are required to be met for the delivery of an ESSS award?***

During the three year deferred delivery period, the delivery of the Stapled Securities issued under the ESSS remains subject to the following clawback tests. ESSS rights will be forfeited in whole or in part at the discretion of the Remuneration Committee if before the end of the deferred delivery period:

- the Committee becomes aware of any executive performance matter which, had it been aware of the matter at the time of the original award, would have in their reasonable opinion resulted in a lower original award; or
- the executive engages in any conduct or commits any act which, in the Committee's reasonable opinion, adversely affects ALE Property Group including, and without limitation, any act which:
  - results in ALE having to make any material negative financial restatements;
  - causes ALE to incur a material financial loss; or
  - causes any significant financial or reputational harm to ALE and/or its businesses.

## 9.3.3 Summary of Key Contract Terms

### **Contract Details**

Executive	Andrew Wilkinson	Andrew Slade	Michael Clarke	Don Shipway
Position	Managing Director	Capital Manager	Finance Manager and Company Secretary	Asset Manager
Contract Length	Ongoing	Ongoing	Ongoing	Ongoing
Fixed Annual Remuneration	\$475,900	\$268,760	\$270,000	\$208,920
Notice by ALE	6 months	3 months	3 months	1 month
Notice by Executive	6 months	3 months	3 months	1 month

### **Managing Director**

Mr Wilkinson has signed a service agreement that commenced on 1 September 2014. The agreement stipulates the starting minimum base salary, inclusive of superannuation, as being \$425,000, to be reviewed annually each 31 December by the Board. An EIS, if earned, would be paid 50% as a cash bonus in August each year and 50% in stapled securities issued under the ESSS and delivered three years following each of the annual grant dates.

In the event of the termination of Andrew Wilkinson's service agreement and depending on the reason for the termination, amounts may be payable for unpaid accrued entitlements and a proportion of EIS entitlements as at the date of termination. If employment is terminated in circumstances of redundancy or without cause then he is entitled to an amount of fixed remuneration for six months. In addition he may receive a pro-rata EIS award for the period of employment in the year of redundancy.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 9.4 Executive Remuneration outcome for year ended 30 June 2018

The amount of remuneration paid to Directors and Key Management Personnel is detailed in the table on page 13.

#### **Executive Incentive Scheme Outcomes**

In terms of total equity returns and other key financial metrics, ALE continues to perform well when compared to other Australian real estate investment trusts (AREITs) and the wider ASX listed indexes.

The Committee reviewed the overall performance of ALE and the individual performance of all executives for the year ending 30 June 2018.

It was the view of the Committee that all of the standard key performance indicators (KPIs) and all of the major items in the Board approved corporate strategy had been met. In particular the Committee noted:

#### Property and Strategic Matters

- Continued to prepare for the November 2018 market rent review in conjunction with ALE's Board and a range of valuation and legal advisers;
- Worked constructively with ALH to explore and agree a range of developments that are value enhancing for ALE for a number of properties;
- Explored a number of acquisition opportunities that accorded with ALE's strategic criteria;
- Worked on a number of strategic initiatives during the year;
- Completed a comprehensive review of ALE's service providers with a view to ensuring cost savings were maximised and service levels enhanced; and
- Continued to deliver both short and long term total returns for securityholders that outperformed most if not all other AREITs in the sector.

#### Capital Matters

- ALE's investment grade credit rating of Baa2 (with stable outlook) was fully maintained;
- Management continued to explore a range of debt funding solutions in both the domestic and offshore capital markets with a view to enhancing ALE's readiness to implement future debt refinancings and additional debt funding of any acquisitions; and
- Management reviewed a range of other strategic initiatives with particular focus on value enhancement and risk mitigation.

The remuneration committee considered these achievements and compared them to key performance indicators for each executive that were set at the beginning of the financial year. Individual executives contributed to the valuable outcomes outlined above and this was recognised in the EIS payments made. All the EIS payments are included in the staff remuneration expenses in the current year.

The EIS awarded to each member of the management team was as follows:

Executive	Target EIS (as % of FAR)	EIS		EIS Awarded	Cash Component	ESSS Component
		Awarded (as % of FAR)	EIS Awarded as a % of Target			
Andrew Wilkinson	60%	60.0%	100.0%	\$285,540	\$142,770	\$142,770
Andrew Slade	50%	50.0%	100.0%	\$134,380	\$67,190	\$67,190
Michael Clarke	n/a	9.3%	-	\$25,000	\$12,500	\$12,500
Don Shipway	n/a	12.0%	-	\$25,000	\$12,500	\$12,500

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### Consequences of performance on shareholder wealth

In considering the Group's performance and benefits to shareholder wealth, the remuneration committee have regard to a number of performance indicators in relation to the current and previous financial years.

A review of ALE's current year performance and history is provided in the Operational and Financial Review on page 6 of the Directors Report located in the ALE Property Group's Annual Report.

### 9.5 Disclosures relating to equity instruments granted as compensation

#### 9.5.1 Outstanding equity instruments granted as compensation

Details of rights over stapled securities that have been granted as compensation and remain outstanding at year end and details of rights that were granted during the year are as follows:

Executive	Number of Rights Outstanding	Grant Date	Performance Period Start Date	Fair value of Right at Grant Date (\$)	Approximate Delivery Date	% vested in year	% forfeited in year
<b>ESSS Rights</b>							
A F O Wilkinson	33,365	20 Aug 15	1 Jul 14	3.15	31 Jul 18	Nil	Nil
A F O Wilkinson	27,020	24 Oct 16	1 Jul 15	3.81	31 Jul 19	Nil	Nil
A F O Wilkinson	34,082	24 Oct 17	1 Jul 16	4.11	31 Jul 20	Nil	Nil
A J Slade	15,888	20 Aug 15	1 Jul 14	3.15	31 Jul 18	Nil	Nil
A J Slade	13,510	24 Oct 16	1 Jul 15	3.81	31 Jul 19	Nil	Nil
A J Slade	18,475	24 Oct 17	1 Jul 16	4.11	31 Jul 20	Nil	Nil
M J Clarke	6,355	20 Aug 15	1 Jul 14	3.15	31 Jul 18	Nil	Nil
M J Clarke	5,246	24 Oct 16	1 Jul 15	3.81	31 Jul 19	Nil	Nil
M J Clarke	4,870	24 Oct 17	1 Jul 16	4.11	31 Jul 20	Nil	Nil
D J Shipway	4,767	20 Aug 15	1 Jul 14	3.15	31 Jul 18	Nil	Nil
D J Shipway	1,968	24 Oct 16	1 Jul 15	3.81	31 Jul 19	Nil	Nil
D J Shipway	3,044	24 Oct 17	1 Jul 16	4.11	31 Jul 20	Nil	Nil

#### 9.5.2 Modification of terms of equity settled share based payment transactions

No terms of equity settled share based payment transactions (including options and rights granted as compensation to key management personnel) have been altered or modified by the issuing entity during the reporting period or the prior period.

#### 9.5.3 Analysis of movements in ESSS rights

The movement during the reporting period, by value and number of ESSS rights over stapled securities in ALE is detailed below.

Executive	Opening Balance	Granted in Year	Stapled Securities Delivered in the Year	Lapsed in the Year	Closing Balance	Securities Delivered in the year - value paid \$
<b>By Value (\$)</b>						
A F O Wilkinson	370,500	139,965	(162,500)	-	347,965	304,882
A J Slade	181,500	75,872	(80,000)	-	177,372	150,092
M J Clarke	60,000	20,000	(20,000)	-	60,000	37,524
D J Shipway	32,500	12,500	(10,000)	-	35,000	18,762
<b>By Number</b>						
A F O Wilkinson	124,117	34,082	(63,732)	-	94,467	
A J Slade	60,773	18,475	(31,375)	-	47,873	
M J Clarke	19,445	4,870	(7,844)	-	16,471	
D J Shipway	10,657	3,044	(3,922)	-	9,779	

#### 9.5.4 Directors' and key management personnel interests in stapled securities and ESSS rights

A summary of directors, key management personnel and their associates holdings in stapled securities and ESSS interests in ALE is shown on pages 5 of the Directors Report.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 9.6 Equity based compensation

The value of ESSS disclosed in section 9.5.3 and 9.8 is based on the value of the grant at the award date. The number of Stapled Securities issued annually under the ESSS award will be determined by dividing the value of the grant by the volume weighted average price for the five trading days commencing the day following the signing of ALE Property Group's full year statutory financial statements, and grossing this number up for estimated distributions over the deferred delivery period. The number of securities granted in the current year will be determined on 16 August 2018.

### 9.7 Non-executive Directors' Remuneration

#### 9.7.1 Remuneration Policy and Strategy

Non-executive directors' individual fees are determined by the Company Board within the aggregate amount approved by shareholders. The current aggregate amount which has been approved by shareholders at the AGM on 31 October 2017 was \$750,000.

The Board reviews its fees to ensure that ALE non-executive directors are remunerated fairly for their services, recognising the level of skill, expertise and experience required to conduct the role. The Board reviews its fees from time to time to ensure it is remunerating directors at a level that enables ALE to attract and retain the right non-executive directors. Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of the Directors. Non-executive directors' fees and payments were reviewed in the current financial year. The results of this review are shown in the fees listed below. The Chairman's fees are determined independently from the fees of the other non-executive directors, based on comparative roles in the external market. The Chairman is not present at any discussion relating to the determination of his own remuneration. Non-executive directors do not receive any equity based payments, retirement benefits or other incentive payments.

#### 9.7.2 Remuneration Structure

ALE's non-executive directors receive a cash fee for service and they have no entitlement to any performance based remuneration, nor can they participate in any security based incentive scheme.

The current remuneration was reviewed in January 2017. This resulted in changes to the fee levels indicated below. The Directors' fees are inclusive of superannuation, where applicable.

	Board		ACRMC		Remuneration Committee	
	Chairman*	Member	Chairman	Member	Chairman	Member
Board and Committee Fees	\$195,000	\$95,000	\$15,000	\$10,000	\$15,000	\$5,000

\* The Chairman of the Board's fees are inclusive of all committee fees.

James McNally's remuneration is determined in accordance with the above fees. He received an additional \$10,000 for being a director of ALE Finance Company Pty Limited.

## DIRECTORS' REPORT

For the Year ended 30 June 2018

### 9.8 Details of remuneration

#### Amount of remuneration

Details of the remuneration of the key management personnel for the current year and for the comparative year are set out below in tables 1 and 2. The cash bonuses were dependent on the satisfaction of performance conditions as set out in the section 9.4 headed "Executive Incentive Scheme Outcomes". Equity based payments for 2018 are non-market based performance related as set out in section 9.4. All other elements of remuneration were not directly related to performance.

**Table 1 Remuneration details 1 July 2017 to 30 June 2018**

Details of the remuneration of the Key Management Personnel for the year ended 30 June 2017 are set out in the following table:

Key management personnel		Short term				Post employment benefits				Equity based payment		S300A(1)(e)(i) proportion of remuneration performance based	S300A(1)(e)(vi) Value of equity based payment as proportion of remuneration
Name	Role	Salary & Fees	STI Cash Bonus	Non monetary benefits	Total	Superannuation benefits	Other long term benefits	Termination benefits	ESSS	Total			
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
R W Mactier	Non-executive Director	178,082	-	-	178,082	16,918	-	-	-	195,000	-	-	
P J Downes	Non-executive Director	105,023	-	-	105,023	9,977	-	-	-	115,000	-	-	
P G Say	Non-executive Director	120,000	-	-	120,000	-	-	-	-	120,000	-	-	
N J Milne	Non-executive Director	100,457	-	-	100,457	9,543	-	-	-	110,000	-	-	
J T McNally <sup>1</sup>	Non-executive Director	105,000	-	-	105,000	-	-	-	-	105,000	-	-	
M P Triguboff <sup>2</sup>	Non-executive Director	35,310	-	-	35,310	-	-	-	-	35,310	-	-	
A F O Wilkinson	Executive Director	451,177	142,770	-	593,947	20,048	17,277	-	142,770	774,042	36.9%	18.4%	
A J Slade	Capital Manager	245,712	67,190	-	312,902	20,048	(675)	-	67,190	399,465	33.6%	16.8%	
M J Clarke	Company Secretary and Finance Manager	227,871	12,500	-	240,371	19,341	16,372	-	12,500	288,584	8.7%	4.3%	
D J Shipway	Asset Manager	188,908	12,500	-	201,408	17,962	6,115	-	12,500	237,985	10.5%	5.3%	
		1,757,540	234,960	-	1,992,500	113,837	39,089	-	234,960	2,380,386			

1. James McNally resigned as a director on 8 August 2018

2. Michael Triguboff was appointed a director on 15 February 2018

**Table 2 Remuneration details 1 July 2016 to 30 June 2017**

Details of the remuneration of the Key Management Personnel for the year ended 30 June 2017 are set out in the following table:

Key management personnel		Short term				Post employment benefits				Equity based payment		S300A(1)(e)(i) proportion of remuneration performance based	S300A(1)(e)(vi) Value of equity based payment as proportion of remuneration
Name	Role	Salary & Fees \$	STI Cash Bonus \$	Non monetary benefits \$	Total \$	Superannuation benefits \$	Other long term benefits \$	Termination benefits \$	ESSS \$	Total \$	\$		
R W Mactier <sup>3</sup>	Non-executive Director	67,013	-	-	67,013	6,366	-	-	-	73,379	-	-	
P H Warne <sup>4</sup>	Non-executive Director	150,280	-	-	150,280	14,277	-	-	-	164,557	-	-	
P J Downes	Non-executive Director	100,457	-	-	100,457	9,543	-	-	-	110,000	-	-	
P G Say	Non-executive Director	115,000	-	-	115,000	-	-	-	-	115,000	-	-	
N J Milne	Non-executive Director	95,890	-	-	95,890	9,110	-	-	-	105,000	-	-	
A F O Wilkinson	Executive Director	442,359	139,965	-	582,324	19,615	2,283	-	139,965	744,187	37.6%	18.8%	
J T McNally	Executive Director	103,750	-	-	103,750	-	-	-	-	103,750	-	-	
A J Slade	Capital Manager	241,652	75,872	-	317,524	19,615	8,686	-	75,872	421,697	36.0%	18.0%	
M J Clarke	Company Secretary and Finance Manager	204,781	20,000	-	224,781	18,509	8,062	-	20,000	271,352	14.7%	7.4%	
D J Shipway	Asset Manager	185,200	12,500	-	197,700	17,610	5,582	-	12,500	233,392	10.7%	5.4%	
		1,706,382	248,337	-	1,954,719	114,645	24,613	-	248,337	2,342,314			

3. Robert Mactier was appointed a director on 23 November 2016

4. Peter Warne resigned as a director on 23 May 2017

## DIRECTORS REPORT

For the Year ended 30 June 2018

### 10 Stapled securities under option

No Performance Rights over unissued stapled securities of ALE were granted during or since the end of the year.

### 11 Stapled securities issued on the exercise of options

No stapled securities were issued on the exercise of performance rights during the financial year.

### 12 Insurance of officers

During the financial year, the Company paid a premium of \$121,846 (2017: \$53,560) to insure the directors and officers of the Company. The auditors of the Company are in no way indemnified out of the assets of the Company.

Under the constitution of the Company, current or former directors and secretaries are indemnified to the full extent permitted by law for liabilities incurred by these persons in the discharge of their duties. The constitution provides that the Company will meet the legal costs of these persons. This indemnity is subject to certain limitations.

### 13 Non-audit services

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

The Board of Directors has considered the position and in accordance with the advice received from the ACRMC is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. During the current financial years no non-audit services were performed by the auditors.

Details of amounts paid or payable to the auditor (KPMG) for audit services provided during the year are set out below:

	30 June 2018 \$	30 June 2017 \$
<b>Audit services</b>		
KPMG Australian firm:		
Audit and review of the financial reports of the Group and other audit work required under the <i>Corporations Act 2001</i>		
- in relation to current year	159,000	180,000
- in relation to prior year	-	15,000
<b>Total remuneration for audit services</b>	<b>159,000</b>	<b>195,000</b>
<b>Other services</b>		
KPMG Australian firm:		
Risk assurance and property development advisory services	-	152,352
<b>Total other services</b>	<b>-</b>	<b>152,352</b>
<b>Total remuneration</b>	<b>159,000</b>	<b>347,352</b>

### 14 Environmental regulation

While ALE is not subject to significant environmental regulation in respect of its property activities, the directors are satisfied that adequate systems are in place for the management of its environmental responsibilities and compliance with various licence requirements and regulations. Further, the directors are not aware of any material breaches of these requirements. At three properties, ongoing testing and monitoring is being undertaken and minor remediation work is required, however, in most cases ALE is indemnified by third parties against any remediation amounts likely to be required. ALE does not expect to incur any material environmental liabilities.

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## DIRECTORS REPORT

For the Year ended 30 June 2018

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### 15 Auditor's independence declaration

A copy of the Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 16.

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



Robert Mactier  
Chairman



Andrew Wilkinson  
Managing Director

Dated this 8<sup>th</sup> day of August 2018





## Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Australian Leisure and Entertainment Property Management Limited

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2018 there have been:

- i. No contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. No contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG



Eileen Hoggett

Partner

Sydney

8 August 2018

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## FINANCIAL STATEMENTS

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## STATEMENT OF COMPREHENSIVE INCOME

For the Year ended 30 June 2018

	Note	2018 \$	2017 \$
<b>Revenue</b>			
Expense reimbursement	2.1	4,359,742	4,460,628
Net Interest income	2.1	9,048	7,077
<b>Total revenue</b>		<b>4,368,790</b>	4,467,705
<b>Expenses</b>			
Salaries and related costs	2.2	2,728,780	2,727,951
Other expenses	2.2	1,354,737	1,663,604
<b>Total expenses</b>		<b>4,083,517</b>	4,391,555
<b>Profit/(Loss) before income tax</b>		<b>285,273</b>	76,150
Income tax expense/(benefit)	2.3	10,288	(526)
<b>Profit/(Loss) after income tax</b>		<b>274,985</b>	76,676
<b>Profit/(Loss) attributable to shareholders ALE</b>		<b>274,985</b>	76,676
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	2.4	0.14	0.04

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

## STATEMENT OF FINANCIAL POSITION

For the Year ended 30 June 2018

	Note	2018 \$	2017 \$
<b>Current assets</b>			
Cash and cash equivalents	3.1	2,397,306	2,439,819
Receivables	3.2	2,932,412	3,020,857
Other		307,559	253,109
<b>Total current assets</b>		<b>5,637,277</b>	5,713,785
<b>Non-current assets</b>			
Plant and equipment		62,895	27,573
Investment in related party	3.3	9,080,010	9,080,010
Deferred tax asset	2.3(b)	70,924	57,127
<b>Total non-current assets</b>		<b>9,213,829</b>	9,164,710
<b>Total assets</b>		<b>14,851,106</b>	14,878,495
<b>Current liabilities</b>			
Payables	3.4	348,540	440,355
Employee benefits	4.1	255,209	189,544
<b>Total current liabilities</b>		<b>603,749</b>	629,899
<b>Total liabilities</b>		<b>603,749</b>	629,899
<b>Net assets</b>		<b>14,247,357</b>	14,248,596
<b>Equity</b>			
Contributed equity	3.5	14,767,075	14,767,075
Reserve		855,297	892,837
Accumulated losses		(1,375,015)	(1,411,316)
<b>Total equity</b>		<b>14,247,357</b>	14,248,596
		<b>\$</b>	<b>\$</b>
Net assets per share		0.07	0.07

The above statement of financial position should be read in conjunction with the accompanying Notes.

## STATEMENT OF CHANGES IN EQUITY

For the Year Ended 30 June 2018

	Share Capital \$	Share based payments reserve \$	Retained Earnings \$	Total \$
<b>2018</b>				
<b>Total equity at the beginning of the year</b>	<b>14,767,075</b>	<b>892,837</b>	<b>(1,411,316)</b>	<b>14,248,596</b>
Total comprehensive income for the period				
Profit/(Loss) for the year	-	-	274,985	274,985
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	274,985	274,985
<i>Transactions with Members of ALE recognised directly in Equity:</i>				
Purchase of securities to satisfy units required for Executive Performance Rights Plan	-	(272,500)	(238,684)	(511,184)
Employee share based payments expense	-	234,960	-	234,960
<b>Total equity at the end of the year</b>	<b>14,767,075</b>	<b>855,297</b>	<b>(1,375,015)</b>	<b>14,247,357</b>
<b>2017</b>				
<b>Total equity at the beginning of the year</b>	<b>14,767,075</b>	<b>806,804</b>	<b>(1,332,885)</b>	<b>14,240,994</b>
Total comprehensive income for the period				
Profit/(Loss) for the year	-	-	76,676	76,676
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	76,676	76,676
<i>Transactions with Members of ALE recognised directly in Equity:</i>				
Purchase of securities to satisfy units required for Executive Performance Rights Plan	-	(162,304)	(155,107)	(317,411)
Employee share based payments expense	-	248,337	-	248,337
Total equity at the end of the year	14,767,075	892,837	(1,411,316)	14,248,596

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

## STATEMENT OF CASH FLOWS

For the Year Ended 30 June 2018

	2018 \$	2017 \$
<b>Cash flows from operating activities</b>		
Management fee received and expense reimbursements	6,594,882	6,047,573
Payments to suppliers and employees	(6,607,866)	(5,935,895)
Interest received - bank deposits and investment arrangements	21,332	60,582
<b>Net cash inflow from operating activities</b>	<b>8,348</b>	<b>172,260</b>
<b>Cash flows from investing activities</b>		
Payments for plant and equipment	(50,861)	(11,429)
<b>Net cash outflow from investing activities</b>	<b>(50,861)</b>	<b>(11,429)</b>
<b>Cash flows from financing activities</b>		
Shares issued	-	-
<b>Net cash inflow/(outflow) from financing activities</b>	<b>-</b>	<b>-</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(42,513)</b>	<b>160,831</b>
Cash and cash equivalents at the beginning of the year	2,439,819	2,278,988
<b>Cash and cash equivalents at the end of the year</b>	<b>2,397,306</b>	<b>2,439,819</b>

### Reconciliation of profit after income tax to net cash inflows from operating activities

	2018 \$	2017 \$
Profit for the year	274,985	76,676
<i>Plus/(less):</i>		
Depreciation	15,539	19,850
Non-cash employee benefits expense - share based payments	234,960	248,337
Share based payment securities purchased	(511,184)	(317,411)
(Increase)/decrease in receivables	(11,402)	38,343
(Increase)/decrease in other assets	(54,450)	(38,480)
(Increase)/decrease in deferred tax asset	(13,797)	(8,226)
(Increase)/decrease in loan from related party	99,847	(101,404)
Increase/(decrease) in provisions	65,665	20,341
Increase/(decrease) in payables	(91,815)	234,234
<b>Net cash inflow from operating activities</b>	<b>8,348</b>	<b>172,260</b>

*The above statement of cash flows should be read in conjunction with the accompanying Notes.*

## NOTES TO THE FINANCIAL STATEMENTS

For the Year ended 30 June 2018

### 1.

#### About this report

##### Reporting Entity

Australian Leisure and Entertainment Property Management Limited (the Company) is domiciled in Australia.

The stapled securities of ALE are quoted on the Australian Securities Exchange under the code LEP and comprise one unit in Australian Leisure and Entertainment Property Trust and one share in the Company. The unit and the share are stapled together under the terms of their respective constitutions and can not be traded separately. Each entity forming part of ALE is a separate legal entity in its own right under the Corporations Act 2001 and Australian Accounting Standards. The ALE Property Group is a for-profit entity.

The Company is the Responsible Entity of the Trust.

##### Statement of compliance

The financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The financial statements also comply with the International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board.

The financial statements were authorised for issue by the Board of Directors on 8th August 2018.

##### Basis of preparation

The Financial Report has been prepared on a historical costs basis, except for the revaluation of investment properties and certain financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are represented in Australian dollars, unless otherwise noted.

##### Accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the 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.

<u>Accounting estimates and judgements</u>	<u>Note</u>
Income taxes	2.3
Employee benefits	4

##### Significant accounting policies

Accounting policies are selected and applied in a manner that ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported. Other significant accounting policies are contained in the notes to the financial statements to which they relate to.

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the Year ended 30 June 2018

### 2.

#### Business performance

This section provides the information that is most relevant to understanding the financial performance of the Company during the financial year and, where relevant, the accounting policies applied and the critical judgements and estimates made.

#### 2.1 Revenue and income

#### 2.2 Other expenses

#### 2.3 Taxation

#### 2.4 Earnings per share

#### 2.5 Remuneration of auditors

2.1 Revenue and income			2.2 Other expenses		
	2018	2017		2018	2017
	\$	\$		\$	\$
<b>Revenue</b>			Annual Report and Review	98,404	75,458
Expense reimbursement	4,359,742	4,460,628	Audit, accounting, tax and professional fees	196,258	233,800
Interest from cash deposits	9,048	7,077	Depreciation expense	15,539	19,850
<b>Total revenue</b>	<b>4,368,790</b>	<b>4,467,705</b>	Insurance	170,999	160,093
			Legal fees	85,654	69,701
			Occupancy costs	121,012	112,533
			Corporate and property expenses	470,816	803,171
			Registry fees	110,628	110,364
			Staff training	24,193	23,227
			Travel and accommodation	61,234	55,407
			<b>Total other expenses</b>	<b>1,354,737</b>	<b>1,663,604</b>
			Salaries and related costs	2,728,780	2,727,951
			<b>Total expenses</b>	<b>4,083,517</b>	<b>4,391,555</b>

#### Recognition and measurement

##### Revenue

Expense reimbursement income is brought to account on an accruals basis, and if not received at balance date is reflected in the balance sheet as a receivable.

Expense reimbursement receipts of \$6,594,882 (2017: \$6,047,573) disclosed in the statement of cash flows is comprised predominantly of expenses paid for by the Company on behalf of the Trust and other ALE group entities and subsequently reimbursed from the entities. The legal obligations for these expenses are the responsibility of the individual ALE group entities and are not expenses of the Company.

##### Interest income

Interest and investment income is brought to account on a time proportion basis using the effective interest rate method and if not received at balance date is reflected in the Statement of Financial Position as a receivable.

As at 30 June 2018 the weighted average interest rate earned on cash was 2.34% (2017: 2.24%)

#### Recognition and measurement

Expenses including operating expenses, are brought to account on an accruals basis.



## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 2. Business performance

#### 2.3 Taxation

##### (a) Reconciliation of income tax expense

The prima facie income tax expense on profit before income tax reconciles to the income tax expense in the financial statements as follows:

	2018 \$	2017 \$
Profit before income tax expense subject to tax	285,273	76,150
Tax at the Australian tax rate	85,582	22,845
Share based payments	(80,003)	(23,722)
Other	-	-
Under/(over) provision in prior years	4,709	351
<b>Income tax expense/(benefit)</b>	<b>10,288</b>	<b>(526)</b>
Current tax expense/(benefit)	24,085	7,700
Deferred tax expense/(benefit)	(13,797)	(8,226)
<b>Income tax expense/(benefit)</b>	<b>10,288</b>	<b>(526)</b>

##### (b) Deferred tax assets

	2018 \$	2017 \$
Deferred tax assets	<b>70,924</b>	57,127
<b>The balance is attributable to:</b>		
Employee benefits	76,843	57,961
Other	(5,919)	(834)
Tax losses	-	-
<b>Net deferred tax assets</b>	<b>70,924</b>	<b>57,127</b>

##### Movements:

Opening balance	57,127	48,901
Credited/(charged) to the income statement	13,797	8,226
Credited/(charged) to equity	-	-
<b>Closing balance</b>	<b>70,924</b>	<b>57,127</b>

Deferred tax assets to be recovered within 12 months	65,234	57,127
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Deferred tax assets to be recovered after more than 12 months	5,690	-
	<b>70,924</b>	<b>57,127</b>

#### Recognition and measurement

##### Current tax

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

##### Deferred tax

Deferred tax balances are calculated using the balance sheet method. Under this method, temporary differences arise between the carrying amount of assets and liabilities in the financial statements and the tax bases for the corresponding assets and liabilities. However, an exception is made for certain temporary differences arising from the initial recognition of an asset or liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss. Similarly, no deferred tax asset or liability is recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities settled.

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

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

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

##### Offsetting deferred tax balances

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company/Group intends to settle its current tax assets and liabilities on a net basis.

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 2. Business performance

#### 2.4 Earnings per security

##### Basic earnings per stapled security

The calculation of basic earnings per stapled security is based on the profit attributable to ordinary securityholders and the weighted-average number of ordinary stapled securities outstanding.

	2018	2017
Profit/(Loss) attributable to members of the company	274,985	76,676
Weighted average number of share	195,769,080	195,769,080
Basic earnings per share (cents)	0.14	0.04

##### Diluted earnings per stapled security

The calculation of diluted earnings per share is based on the profit attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding after adjustments for the effects of all dilutive potential ordinary shares

	2018	2017
Profit/(Loss) attributable to members of the Company	274,985	76,676
Weighted average number of shares	195,946,060	195,988,389
Diluted earnings per share (cents)	0.14	0.04

#### 2.5 Remuneration of auditors

	2018 \$	2017 \$
<b>Audit services</b>		
<i>KPMG Australian firm:</i>		
Audit and review of the financial reports		
- in relation to current year	159,000	180,000
- in relation to prior year	-	15,000
<b>Total remuneration for audit services</b>	159,000	195,000
<i>KPMG Australian firm:</i>		
Other services	-	152,352
<b>Total remuneration for all services</b>	159,000	347,352

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the Year ended 30 June 2018

### 3.

#### Assets, liabilities and equity

This section provides information relating to the operating assets and liabilities of the Group.

#### 3.1 Cash and cash equivalents

#### 3.2 Receivables

#### 3.3 Investment in related party

#### 3.4 Payables

#### 3.5 Equity

#### 3.1 Cash and cash equivalents

	2018	2017
	\$	\$
Cash at bank	324,033	366,546
Deposits at call	2,073,273	2,073,273
	2,397,306	2,439,819

##### Recognition and measurement

For the purposes of the cash flow statement, cash and cash equivalents includes cash at bank, deposits at call and short term money market securities which are readily convertible to cash.

##### Cash obligations

An amount of \$2 million is required to be held in a term deposit by the Company to meet minimum net tangible asset requirements of the AFSL licence.

#### 3.2 Receivables

	2018	2017
	\$	\$
Accounts receivable	22,073	27,321
Loan to related party	2,846,765	2,946,612
Other receivable	19,679	41,415
Interest receivable	43,895	5,509
	2,932,412	3,020,857

##### Recognition and measurement

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

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that all amounts due may not be collected according to the original terms of the receivables. The amount of any provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the Statement of Comprehensive Income.

#### 3.3 Investment in related party

	2018	2017
	\$	\$
Trust Non-Income Voting Units (NIVUS)	9,080,010	9,080,010

The Company was issued 9,080,010 of non-income voting units (NIVUS) in the Trust fully paid at \$1.00 each in November 2003. The NIVUS are not stapled to shares in the Company, have an issue and withdrawal price of \$1.00, carry no rights to income from the Trust and entitle the holder to no more than \$1.00 per NIVUS upon the winding-up of the Trust. The Company has a voting power of 4.43% in the Trust as a result of the issue of NIVUS. The NIVUS are disclosed in the Company but are not disclosed in the ALE Property Group financial statements as they are eliminated on consolidation.

The NIVUS were issued to ensure the Responsible Entity maintained sufficient Net Tangible Assets to satisfy the requirements of the company's AFSL Licence.

#### 3.4 Payables

	2018	2017
	\$	\$
Trade creditors	160,487	223,324
Creditor accruals	188,053	217,031
	348,540	440,355

##### Recognition and measurement

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

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 3. Assets, liabilities and equity

#### 3.5 Equity

	2018 \$	2017 \$
Balance at the beginning of the period	14,767,075	14,767,075
No movements	-	-
<b>Closing balance</b>	<b>14,767,075</b>	<b>14,767,075</b>
<b>Movements in the number of fully paid stapled securities during the year</b>	<b>Number of Stapled Securities</b>	<b>Number of Stapled Securities</b>
Stapled securities on issue:		
Opening balance	195,769,080	195,769,080
No movement	-	-
<b>Closing balance</b>	<b>195,769,080</b>	<b>195,769,080</b>

#### Measurement and recognition

Ordinary shares are classified as contributed equity.

Incremental costs directly attributable to the issue of new units, shares or options are shown in Contributed Equity as a deduction, net of tax, from the proceeds.

Fully paid stapled securities in the Company were issued at \$1.00 per stapled security. Each stapled security comprises one \$0.10 share in the Company and one \$0.90 unit in the Trust. They cannot be traded or dealt with separately. Stapled securities entitle the holder to participate in dividends/distributions and the proceeds on any winding up of the Company in proportion to the number of and amounts paid on the securities held. On a show of hands, every holder of stapled securities present at a meeting in person or by proxy, is entitled to one vote. On a Company poll, each ordinary shareholder is entitled to one vote for each fully paid share, and on a Trust poll each unitholder is entitled to one vote for each fully paid unit.

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the Year ended 30 June 2018

### 4.

#### Employee benefits

This section provides a breakdown of the various programs ALE uses to reward and recognise employees and key executives, including Key Management Personnel (KMP). ALE believes that these programs reinforce the value of ownership and incentives and drive performance both individually and collectively to deliver better returns to securityholders.

##### 4.1 Employee benefits

##### 4.3 Employee share plans

##### 4.2 Key management personnel compensation

##### 4.1 Employee benefits

	2018 \$	2017 \$
Employee benefits provision:		
Current	255,209	189,544

The employee benefits liability represents accrued wages and salaries, leave entitlements and other incentives recognised in respect of employees' services up to the end of the reporting period. These liabilities are measured at the amounts expected to be paid when they are settled and include related on-costs, such as workers compensation insurance, superannuation and payroll tax.

##### 4.2 Key management personnel compensation

	2018 \$	2017 \$
Short term employee benefits	1,992,500	1,954,719
Post employment benefits	113,837	114,645
Other long term benefits	39,089	24,613
Share based payments	234,960	248,337
Termination benefits	-	-
	<b>2,380,386</b>	<b>2,342,314</b>

##### Recognition and measurement

###### *Wages and salaries, annual leave and sick leave*

Liabilities for wages and salaries, including non-monetary benefits and annual leave due to be settled within 12 months of the reporting date, are recognised as a current liability in respect of employees' services up to the reporting date, and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for accumulated sick leave are recognised as an expense when the leave is taken and measured at the rates paid or payable.

###### *Bonus and incentive plans*

Liabilities and expenses for bonuses and incentives are recognised where contractually obliged or where there is a past practice that may create a constructive obligation.

###### *Long service leave*

ALE recognises liabilities for long service leave when employees reach a qualifying period of continuous service (five years). The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. 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 the terms to maturity and currency that match, as closely as possible, the estimated future cash flow.

###### *Retirement benefit obligations*

ALE pays fixed contributions to employee nominated superannuation funds and ALE's legal or constructive obligations are limited to these contributions. The contributions are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

##### 4.3 Employee share plans

During 2012, ALE established an Executive Stapled Securities Scheme.

###### *Executive Stapled Security Scheme (ESSS)*

The grant date fair value of ESSS Rights granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the ESSS rights. The amount recognised as an expense is adjusted to reflect the actual number of ESSS Rights that vest.

The fair value at grant date is determined as the value of the ESSS Rights in the year in which they are awarded. The number of ESSS Rights issued annually under the ESSS will be determined by dividing the value of the grant by the volume weighted average price for the five trading days commencing the day following the signing of ALE Property Group's full year statutory financial statements and grossing this number up for the future value of the estimated distributions over the three year deferred delivery period. Upon the exercise of ESSS rights, the balance of the share based payments reserve relating to those rights is transferred to Contributed Equity.

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the Year ended 30 June 2018

### 5. Other

This section provides details on other required disclosures relating to the Company to comply with the accounting standards and other pronouncements including the Company's capital and financial risk management disclosure.

#### 5.1 New accounting standards

#### 5.2 Segment reporting

#### 5.3 Events occurring after balance date

#### 5.4 Contingent liabilities and contingent assets

#### 5.5 Commitments

#### 5.6 Related party transactions

#### 5.7 Financial risk management

#### 5.1 New accounting standards

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2016, and have not been applied in preparing these financial statements. Those which may be relevant to the Company are set out below. The Company does not plan to adopt these standards early.

##### *AASB 9 Financial Instruments (2010), IFRS 9 Financial Instruments (2009)*

AASB 9, published in July 2014, replaces the existing guidance in IAS 39 Financial Instruments: Recognition and Measurement. AASB 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. AASB 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Company has assessed the potential impact on its financial statement resulting from the application of AASB 9 based on its positions as at 30 June 2018 and hedging arrangements during 2018 under IAS 39. Based on its assessment the new classification and measurement approach for financial assets, financial liabilities or the impairment requirements for financial assets will not have a material impact on the financial statements.

##### *AASB 16 Leasing*

AASB 16 establishes a comprehensive framework the accounting policies and disclosures applicable to leases, both for lessees and lessors. AASB 16 is effective for annual reporting periods beginning on or after 1 January 2019, with early adoption permitted.

The Company has assessed the potential impact on its financial statements resulting from the application of AASB 16 to be immaterial.

##### *AASB 15 Revenue from Contracts with Customers*

AASB 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and IFRIC 13 Customer Loyalty Programmes.

AASB 15 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Company has completed an assessment of the potential impact of the adoption of AASB 15 on its financial statements and there will be no significant changes.

##### *Other standards*

The following amended standards and interpretations are not expected to have a significant impact on the Company's financial statements.

*Classification and Measurement of Share-based Payment Transactions* (Amendments to IFRS 2).

*IFRIC 22 Foreign Currency Transactions and Advance Consideration*

*IFRIC 23 Uncertainty over Income Tax Treatments*

*Annual Improvements to IFRSs 2014-2016 Cycle – Amendments to IFRS 1 and IAS 28*

## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 5. Other

#### 5.2 Segment reporting

##### Business segment

ALE has one reportable segment, as described below, which is ALE's strategic business unit. The strategic business unit is based upon internal management reports that are reviewed by the Managing Director on at least a quarterly basis. The strategic business unit covers the operations of the responsible entity for the ALE Property Group.

Comparative information has been presented in conformity with the requirements of AASB 8 *Operating Segments*.

#### 5.3 Events occurring after balance date

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

#### 5.4 Contingent liabilities and contingent assets

##### Bank guarantee

ALE has entered into a bank guarantee of \$73,273 in respect of the office tenancy at Level 10, 6 O'Connell Street, Sydney.

#### 5.5 Commitments

##### Capital commitments

The Directors are not aware of any capital commitments as at the date of this report.

##### Lease commitments

The Company has entered into a non-cancellable operating lease for new office premises at Level 10, 6 O'Connell Street, Sydney starting November 2015. The Company has also entered into a non-cancellable operating lease for office equipment. The minimum net lease commitments under these leases are:

	2018 \$	2017 \$
Less than one year	121,261	110,610
Later than one year but not later than five years	170,899	282,266
Later than five years	-	-
	<b>292,160</b>	<b>392,876</b>

#### 5.6 Related party transactions

##### Parent entity, subsidiaries, joint ventures and

The Company has no parent entity, subsidiaries, joint ventures or associates.

##### Key management personnel

Key management personnel and their compensation is set out in the Remuneration Report.

##### Transaction with related parties

For the year ended 30 June 2018 the Company had charged the Trust \$4,359,742 in expense reimbursement (2017: \$4,460,628).

Robert Mactier is a consultant to UBS AG. UBS AG has provided investment banking services to ALE in the past and may continue to do so in the future. Mr Mactier does not take part in any decisions to appoint UBS AG in relation to corporate advice provided by UBS AG to ALE.

##### Terms and conditions

All related party transactions are conducted on normal commercial terms and conditions. Outstanding balances are unsecured and are repayable in cash and callable on demand.

#### 5.7 Financial risk management

##### Overview

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Company'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 this financial report.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board has established the Audit, Compliance and Risk Management Committee, which is responsible for developing and monitoring risk management policies. The committee reports regularly to the Board of Directors on its activities.



## Notes to the financial statements (continued)

For the Year ended 30 June 2018

### 5. Other

#### 5.7 Financial risk management (continued)

Risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, has developed a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit, Compliance and Risk Management Committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework.

##### Credit risk

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

##### Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer. The Company has few customers and therefore there is significant concentration of credit risk. Credit risk has been minimised primarily by ensuring, on a continuous basis, that the customers have appropriate financial standing.

Credit risk on cash is managed through ensuring all cash deposits are held with major domestic banks.

##### Exposure to credit risk

The credit risk on financial assets of the Company which have been recognised in the balance sheet is generally the carrying amount net of any provision for doubtful debts.

	2018 \$	2017 \$
Receivables	85,647	74,245
Cash and cash equivalents	2,397,306	2,439,819
	2,482,953	2,514,064

##### Impairment losses

	2018 \$ Gross	2018 \$ Impairment
Not past due	72,895	-
Past due 0-30 days	-	-
Past due 31-120 days	-	-
Past due 120-365 days	12,752	-
More than one year	-	-
	85,647	-

	2017 \$ Gross	2017 \$ Impairment
Not past due	74,245	-
Past due 0-30 days	-	-
Past due 31-120 days	-	-
Past due 120-365 days	-	-
More than one year	-	-
	74,245	-

##### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company'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 Company's reputation.

The Company has liquidity risk management policies, which assist it in monitoring cash flow requirements and optimising its cash return on investments. Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses and commitments for the purchase/sale of assets for a period of 90 days (or longer if deemed necessary), including the servicing of financial obligations.

##### Exposure to liquidity risk

The Company has no contracted financial liabilities and therefore the Company's liquidity risk to external parties is minimal.

##### Market risk

Market risk is the risk that changes in market prices, such as the consumer price index and interest rates, will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

##### Interest rate risk

The Company has no financial interest bearing obligations and accordingly the Company's interest rate risk is minimal.

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## DIRECTORS' DECLARATION

For the Year ended 30 June 2018

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In the Directors' opinion:

- (a) the financial statements and notes that are set out on pages 18 to 31 and the remuneration report contained in Section 9 of the Directors' report, are in accordance with the *Corporations Act 2001*, including
  - (i) giving a true and fair view of the company's financial position as at 30 June 2018 and of its performance for the financial year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- (b) There are reasonable grounds to believe that ALE will be able to pay its debts as and when they become due and payable.
- (c) The directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the Managing Director and the Finance Manager/Company Secretary as required for the financial year ended 30 June 2018.
- (d) The directors draw attention to Note 1 to the financial statements, which includes a statement of compliance with International Financial Reporting Standards.

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



Robert Mactier  
Chairman



Andrew Wilkinson  
Managing Director

Dated this 8<sup>th</sup> Day of August 2018



# Independent Auditor's Report

To the members of Australian Leisure and Entertainment Property Management Limited

## Report on the audit of the Financial Report

### Opinion

We have audited the **Financial Report** of Australian Leisure and Entertainment Property Management Limited (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Company's financial position as at 30 June 2018 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Statement of financial position as at 30 June 2018;
- Statement of comprehensive income, Statement of changes in equity, and statement of cash flows for the year then ended;
- Notes including a summary of significant accounting policies; and
- Directors' Declaration.

### Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Company in accordance with *the Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

### Other Information

Other Information is financial and non-financial information in Australian Leisure and Entertainment Property Management Limited's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors of the Company are responsible for the Other Information.



Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

### Responsibilities of the Directors for the Financial Report

The Directors of Australian Leisure and Entertainment Property Management Limited are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*;
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- assessing the Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: [http://www.auasb.gov.au/auditors\\_responsibilities/ar4.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf). This description forms part of our Auditor's Report.



## Report on the Remuneration Report

### Opinion

In our opinion, the Remuneration Report of Australian Leisure and Entertainment Property Management Limited for the year ended 30 June 2018, complies with *Section 300A of the Corporations Act 2001*.

### Directors' responsibilities

The Directors of the Australian Leisure and Entertainment Property Management Limited are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A of the Corporations Act 2001*.

### Our responsibilities

We have audited the Remuneration Report included in section 9 of the Directors' report for the year-ended 30 June 2018.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Eileen Hoggett

Partner

Sydney

8 August 2018

## INVESTOR INFORMATION

For the Year ended 30 June 2018

### Securityholders

The securityholder information as set out below was applicable as at 6 July 2018.

#### A. DISTRIBUTION OF EQUITY SECURITIES

Range	Number of Holders	Number of Securities	% of Issued Capital
1 - 1,000	742	243,619	0.12
1,001 - 5,000	1,375	4,216,688	2.15
5,001 - 10,000	963	7,336,384	3.75
10,001 - 100,000	1,618	41,956,166	21.43
100,001 - 200,000,000	110	142,016,223	72.54
Total	4,808	195,769,080	100.00

The stapled securities are listed on the ASX and each stapled security comprises one share in Australian Leisure and Entertainment Property Management Limited (Company) and one unit in Australian Leisure and Entertainment Property Trust (Trust). The number of securityholders holding less than a marketable parcel of stapled securities is 315.

#### B. TOP 20 EQUITY SECURITYHOLDERS

The names of the 20 largest security holders of stapled securities are listed below

Rank	Name	Number of Securities	% of Issued Capital
1	Citicorp Nominees Pty Limited	27,950,008	14.28
2	HSBC Custody Nominees (Australia) Limited	17,789,505	9.09
3	UBS Nominees Pty Ltd	17,652,094	9.02
4	Woolworths Group Limited	17,076,936	8.72
5	HSBC Custody Nominees (Australia) Limited-GSCO ECA	6,708,540	3.43
6	Manderrah Pty Ltd [GJJ Family Account]	6,600,000	3.37
7	National Nominees Limited	6,545,984	3.34
8	CS Third Nominees Pty Limited [HSBC Customer Nominees AU Ltd 13 Account]	5,312,954	2.71
9	HSBC Custody Nominees (Australia) Limited - Account 2	4,990,508	2.55
10	J P Morgan Nominees Australia Limited	3,296,126	1.68
11	Mr Edward Furnival Griffin + Mr Alastair Charles Griffin [Est Jean Falconer Griffin Ac]	2,795,751	1.43
12	National Nominees Limited [Db Account]	1,547,534	0.79
13	Netwealth Investments Limited [Wrap Services Account]	1,293,679	0.66
14	UBS Nominees Pty Ltd [Prime Broking Account]	1,200,000	0.61
15	Mr David Calogero Loggia	993,226	0.51
16	BT Portfolio Services Limited [Caergwrle Invest P/L Account]	745,787	0.38
17	Bond Street Custodians Limited [Caergwrle Investments Pty Limited Account]	700,000	0.36
18	Merlor Holdings Pty Ltd [Basserabie Family Settlement Account]	686,243	0.35
19	Mr Nicholas Anthony Dyer	675,000	0.34
20	C J H Holdings Pty Ltd [Superannuation Fund Account]	660,953	0.34
Totals: Top 20 Holders of Stapled Securities		125,220,828	63.96
Totals: Remaining Holders Balance		70,548,252	36.04

#### C. SUBSTANTIAL HOLDERS

Substantial holders of ALE (as per notices received as at 6 July 2018) are set out below:

Stapled Security Name	Number of Securities	% of Issued Capital
Caledonia (Private) Investments Pty Ltd	65,960,122	33.69
Woolworths Limited	17,076,936	8.72
Allan Gray Australia	10,935,829	5.59

## INVESTOR INFORMATION

For the Year ended 30 June 2018

### D. VOTING RIGHTS

The voting rights attaching to each class of equity securities are set out below:

#### (a) Stapled securities

On a show of hands every stapled securityholder present at a meeting in person or by proxy shall be entitled to have one vote and upon a poll each stapled security will have one vote.

#### (b) NIVUS

Each NIVUS entitles the Company to one vote at a meeting of the Trust. 9,080,010 NIVUS have been issued by the Trust to the Company and 195,769,080 units have been issued by the Trust to stapled securityholders. The NIVUS therefore represent 4.43% of the voting rights of the Trust.

### E. ASX ANNOUNCEMENTS

The information is provided as a short summary of investor information.

Please view our website at [www.alegroup.com.au](http://www.alegroup.com.au) for all investor information.

2018	
08 Aug	James McNally retires as a Director
08 Aug	Full Year Results, Annual Review / Report and Property Compendium released
05 Jul	James McNally announces retirement as a Director
05 Jul	Caledonia increases substantial holding to 33.69%
07 Jun	Property valuations increased by 5.1%
06 Jun	Half Year distribution of 10.45 cents declared
06 Jun	Full Year distribution of 20.80 cents announced
05 Mar	1st half distribution payment
16 Feb	Michael Triguboff appointed a Director
16 Feb	Taxation Components of Distribution
14 Feb	Half Year results released
12 Feb	Caledonia increases substantial holding to 32.41%
12 Feb	Allen Gray reduces substantial holding to 5.59%

The following events will occur after the date of this annual report:

13 Nov	Annual General Meeting
05 Sep	2nd half distribution payment

2017	
31 Oct	Annual General Meeting
05 Sep	2nd half distribution payment
08 Aug	Full Year Results, Annual Review / Report and Property Compendium released
09 Jun	Property valuations increased by 9.1%
09 Jun	Half Year distribution of 10.25 cents declared
09 Jun	Full Year distribution of 20.40 cents announced
23 May	Succession of Chairman
23 May	ALE Redeems maturing AMTN
14 Mar	Caledonia increases substantial holding to 30.70%
08 Mar	ALE completes AMTN refinancing
06 Mar	1st half distribution payment
02 Mar	Taxation Components of Distribution
23 Feb	Half Year results released



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## INVESTOR INFORMATION

For the Year ended 30 June 2018

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### Stock Exchange Listing

The ALE Property Group (ALE) is listed on the Australian Securities Exchange (ASX). Its stapled securities are listed under ASX code: LEP.

### Distribution Reinvestment Plan

ALE has established a distribution reinvestment plan. Details of the plan are available on the ALE website.

### Distributions

Stapled security distributions are paid twice yearly, normally in March and September.

### Electronic Payment of Distributions

Securityholders may nominate a bank, building society or credit union account for payment of distributions by direct credit. Payments are electronically credited on the payment dates and confirmed by mailed advice.

Securityholders wishing to take advantage of payment by direct credit should contact the registry for more details and to obtain an application form.

### Annual Tax Statement

Accompanying the final stapled security distribution payment, normally in September each year, will be an annual tax statement which details the tax components of the year's distribution.

### Publications

The Annual Review and Annual Report are the main sources of information for stapled securityholders. In August each year the Annual Review, Annual Report and Full Year Financial Report, and in February each year, the Half-Year Financial Report are released to the ASX and posted on the ALE website. The Annual Review is mailed to stapled securityholders unless we are requested not to do so. The Full Year and Half-Year Financial Reports are only mailed on request. Periodically ALE may also send releases to the ASX covering matters of relevance to investors. These releases are also posted on the ALE website and may be distributed by email to stapled securityholders by registering on ALE's website. The election by stapled securityholders to receive communications electronically is encouraged by ALE.

### Website

The ALE website, [www.alegroup.com.au](http://www.alegroup.com.au), is a useful source of information for stapled securityholders. It includes details of ALE's property portfolio, current activities and future prospects. ASX announcements are also included on the site on a regular basis. The ALE Property website, [www.aleproperties.com.au](http://www.aleproperties.com.au), provides further detailed information on ALE's property portfolio.

### SecurityHolder Enquiries

Please contact the registry if you have any questions about your holding or payments.

### Registered Office

Level 10, 6 O'Connell Street  
Sydney NSW 2000  
Telephone (02) 8231 8588

### Company Secretary

Mr Michael Clarke  
Level 10, 6 O'Connell Street  
Sydney NSW 2000  
Telephone (02) 8231 8588

### Auditors

KPMG  
Level 38, Tower Three  
International Towers Sydney  
300 Barangaroo Avenue  
Sydney NSW 2000

### Lawyers

Allens Linklaters  
Level 28, Deutsche Bank Place  
Sydney NSW 2000

### Custodian (of Australian Leisure and Entertainment Property Trust)

The Trust Company Limited  
Level 13, 123 Pitt Street  
Sydney NSW 2000

### Trustee (of ALE Direct Property Trust)

The Trust Company (Australia) Limited  
Level 13, 123 Pitt Street  
Sydney NSW 2000

### Registry

Computershare Investor Services Pty Ltd  
Reply Paid GPO Box 7115, Sydney NSW 2000  
Level 3, 60 Carrington Street, Sydney NSW 2000  
Telephone 1300 302 429  
Facsimile (02) 8235 8150  
[www.computershare.com.au](http://www.computershare.com.au)



GEPPS CROSS HOTEL, ADELAIDE SA



**REGISTERED OFFICE**

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**COMPANY SECRETARY**

Mr Michael Clarke  
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Sydney NSW 2000  
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**REGISTRY**

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**AUDITORS**

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Sydney NSW 2000



For more information visit our  
2018 Annual Review website  
[aleproperty2018.reportonline.com.au](http://aleproperty2018.reportonline.com.au)

Review our properties online  
[aleproperties.com.au](http://aleproperties.com.au)

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