IPH Limited

ABN 49 169 015 838

Appendix 4E – Preliminary Final Report
Full year ended 30 June 2020 (“FY20”)

Reporting periods

Current reporting period:	Financial year ended 30 June 2020
Previous corresponding period:	Financial year ended 30 June 2019

Results for announcement to the market		Change		FY20 $'000	FY19 $'000
Revenue from ordinary activities	Up	44.8%	to	365,674	252,544
Profit from ordinary activities after tax attributable to members	Up	3.1%	to	54,752	53,111
Profit for the period attributable to members	Up	3.1%	to	54,752	53,111

Dividends	Amount per Share	Franked amount per Share
Current period		
Final dividend	15.0c	15.0c
Interim dividend	13.5c	13.5c
Previous period		
Final dividend	13.0c	7.8c
Interim dividend	12.0c	6.0c

Final Dividend sourced from Conduit Foreign Income Nil

Record date: Wednesday 26 August 2020

Payment date: Friday 18 September 2020

Ex-dividend date: Tuesday 25 August 2020

The Dividend Reinvestment Plan will be in operation for the FY20 full year dividend

Net tangible assets	FY20	FY19
Net tangible asset backing per share	($0.11)	$0.22

A large proportion of the Company's assets are intangible in nature, relating to goodwill and identifiable intangible assets acquired through business combinations. These assets are excluded from the calculation of net tangible assets per share. Including intangible assets, net assets per share are $1.97 (FY19: $1.44)

Audit review status

Details of audit/review dispute or qualification (if any):

The accounts have been audited with no qualification.

Attachments

Details of attachments (if any):

The remainder of the information requiring disclosure to comply with listing rule 4.3A is contained in the accompanying FY20 Financial Report.

Signed

John Wadley
Chief Financial Officer
Sydney

Date: 20 August 2020

IPH Limited and its Controlled Entities

Annual Financial Report

For the year ended 30th June 2020

www.iphltd.com.au

Corporate Directory

Directors	Mr Richard Grellman AM - Chairman Dr Andrew Blattman Mr John Atkin Ms Robin Low Ms Jingmin Qian
Company secretary	Mr Philip Heuzenroeder
Notice of annual general meeting	The details of the annual general meeting of IPH Limited are: Thursday 19 November at 10:30am at the offices of EY 200 George Street Sydney NSW 2000
Registered office	Level 24 Darling Park Tower 2 201 Sussex Street Sydney NSW 2000 Tel: 02 9393 0301 Fax: 02 9261 5486
Principal place of business	Level 24 Darling Park Tower 2 201 Sussex Street Sydney NSW 2000
Share register	Link Market Services Limited Level 12 680 George Street Sydney NSW 2000 Tel: 1300 554 474
Auditor	Deloitte Touche Tohmatsu Level 9, Grosvenor Place 225 George Street Sydney NSW 2000
Solicitors	Watson Mangioni Lawyers Pty Limited Level 23, 85 Castlereagh Street Sydney NSW 2000
Stock exchange listing	IPH Limited shares are listed on the Australian Securities Exchange (ASX code: IPH)
Website	www.iphltd.com.au
Corporate Governance Statement	The Corporate Governance Statement was approved by the Board of Directors on 10 October 2019 and can be found at www.iphltd.com.au

The Directors present their report, together with the financial statements, of the consolidated entity (referred to hereafter as the 'Group') consisting of IPH Limited (referred to hereafter as the 'Company' or 'Parent Entity') and the entities it controlled at the end of, or during, the year ended 30 June 2020.

IPH is the leading intellectual property ("IP") services group in the Asia-Pacific region offering a wide range of IP services and products to a diverse client base of Fortune Global 500 companies, multinationals, public sector research organisations, SMEs and professional services firms worldwide.

IPH was the first IP services group to list on the Australian Securities Exchange.

1. Directors

The following persons were Directors of IPH Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Name	Office
Mr Richard Grellman, AM	Non-executive Chairman
Dr Andrew Blattman	Managing Director and Chief Executive Officer
Mr John Atkin	Non-executive Director
Ms Robin Low	Non-executive Director
Ms Jingmin Qian	Non-executive Director

1.1 Information on Directors

The skills, experience, and expertise of each person who is a director of the Company at the end of the financial year is provided below, together with details of the company secretary as at year end.

Name:	Richard Grellman, AM
Title:	Non-executive Chairman (appointed 23 September 2014)
Qualifications:	FCA
Experience and expertise:	Richard worked for KPMG for 32 years, mostly within the Corporate Recovery Division and was a Partner from 1982 to 2000. Richard is currently the Tribunal of The Statutory and other Officers Remuneration Tribunal (SOORT), appointed by the Governor of NSW. Richard was also formerly Chairman of Genworth Mortgage Insurance Limited (2012-2016)
Other current directorships:	Richard is also Chairman of Fastbrick Robotics Ltd and SuperConcepts Pty Ltd (AMP). Richard is a Director of Bisalloy Steel Group Limited and the National Health and Medical Research Council Institute for Dementia Research, and lead Independent Director of Salvation Army Australia.
Former directorships (last 3 years)	Chairman of the AMP Foundation (2012 – 2018)
Interests in shares:	51,773
Special responsibilities:	Chairman. Member – Nominations and Remuneration Committee

Name:	Dr Andrew Blattman
Title:	Managing Director and Chief Executive Officer (appointed 20 November 2017)
Qualifications:	BScAgr (Hons 1), PhD, GraDipIP
Experience and expertise:	Andrew has more than 20 years' experience in the intellectual property profession. Previously he was CEO of Spruson & Ferguson, the largest entity in the IPH Limited group. Andrew joined Spruson & Ferguson in 1995 and in 1999 he was appointed as a Principal of the firm. In 2015 Andrew was appointed CEO of Spruson & Ferguson. Under his leadership Spruson & Ferguson significantly expanded its footprint in the Australian and Asian IP markets – opening new offices in Melbourne, Beijing, Hong Kong SAR, Jakarta and Bangkok. Since Spruson & Ferguson's incorporation and the listing of IPH on the Australian Securities Exchange in 2014, Andrew has played a key role in the development and growth of the IPH group. He has a deep knowledge and understanding of the IPH business and the environment in which the company operates.
Memberships of Professional Associations:	FIPTA, APAA, AIPPI, FICPI and IPSANZ
Other current directorships:	St Paul's College Foundation
Interests in shares:	2,206,166
Special responsibilities:	CEO

Name:	John Atkin
Title:	Non-executive Director (appointed 23 September 2014)
Qualifications:	LLB (1st Class Hons), BA (Pure Mathematics) (1st Class Hons)
Experience and expertise:	John is a former Chief Executive Officer and Managing Director of The Trust Company Limited (2009 - 2013) prior to its successful merger with Perpetual Limited, a former non-executive director of Aurizon Holdings Limited (2010-2016), and former Chairman of GPT Metro Office Fund (2014-2016). John was also Managing Partner and Chief Executive of Blake Dawson (2002 - 2008). He also worked at Mallesons Stephen Jaques as a Mergers & Acquisitions Partner for 15 years (1987 - 2002).
Other current directorships:	John is Chairman of the Australian Institute of Company Directors, and Qantas Superannuation Limited. He is a Director of Integral Diagnostics Limited, Commonwealth Bank Officers Superannuation Corporation Pty Limited, and Outward Bound International Inc.
Interests in shares:	115,829
Special responsibilities:	Chairman - Nominations and Remuneration Committee. Member - Audit Committee, Risk Committee

Name:	Robin Low
Title:	Non-executive Director (appointed 23 September 2014)
Qualifications:	BCom, FCA, GAICD
Experience and expertise:	Robin was with PricewaterhouseCoopers for 28 years and was a Partner from 1996 to 2013, specialising in audit and risk.
Other current directorships:	Robin is a Director of AUB Group Limited, Appen Limited, Marley Spoon AG, Primary Ethics, the Public Education Foundation, Australian Reinsurance Pool Corporation, Gordian Runoff Limited/Enstar Australia Holdings Pty Ltd (part of the NASDAQ listed Enstar Group) and Guide Dogs NSW/ACT. Robin is also on the University of New South Wales audit committee and was a former Deputy Chairman of the Auditing and Assurance Standards Board.
Former directorships:	CSG Limited
Interests in shares:	74,214
Special responsibilities:	Chairman - Audit Committee. Member - Nominations and Remuneration Committee, Risk Committee

Name:	Jingmin Qian
Title:	Non-executive Director (appointed 1 April 2019)
Qualifications:	BEc, MBA, CFA, FAICD
Experience and expertise:	Jingmin previously held senior roles with L.E.K. Consulting, Boral Limited and Leighton Holdings, and brings a broad range of commercial experience covering strategy, mergers and acquisitions, capital planning, investment review and Asian expansion.
Other current directorships:	Jingmin is a Director of Abacus Property Group, Trustee of Club Plus Super, a member of Macquarie University Council, a Director of the Australia China Business Council and a Director of the Foundation for Australian Studies in China. She is also a senior advisor to leading global and Australian organisations and Director of Jing Meridian Advisory Pty Ltd.
Interests in shares:	Nil
Special responsibilities:	Chairman - Risk Committee. Member – Audit Committee, Nominations and Remuneration Committee

The non-executive directors hold no interest in options, performance rights or contractual rights to the securities of IPH Limited as at the date of this report.

1.2 Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2020, and the number of meetings attended by each Director were:

	Full Board		Nominations and Remuneration Committee		Audit Committee		Risk Committee	
	Attended	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**	**Held**
Richard Grellman AM	7	7	3	3	-	-	-	-
Andrew Blattman	7	7	-	-	-	-	-	-
John Atkin	7	7	3	3	5	5	2	2
Robin Low	7	7	3	3	5	5	2	2
Jingmin Qian	7	7	3	3	5	5	2	2

Held: represents the number of meetings held during the time the Director held office. Whilst not a member of the committees Andrew Blattman was in attendance except in circumstances of a conflict of interest.

2. Company secretary

Philip Heuzenroeder, BEc, LLB, LLM, GAICD (Order of Merit). Mr Heuzenroeder was appointed Group General Counsel and Company Secretary on 29 April 2016. He is a solicitor with over 25 years professional experience working in private practice and in-house, with experience in a broad range of areas of law including commercial law, competition law, ICT, intellectual property and litigation. Philip was formerly a Principal of Spruson & Ferguson Lawyers and was a director of the Cure Brain Cancer Foundation from 2013 to 2017.

3. Principal activities

During the year the principal activities of the Group consisted of:

- IP services related to provision of filing, prosecution, enforcement and management of patents, designs, trade marks and other IP in Australia, New Zealand, Asia and other countries;
- the development of autonomous timekeeping software under a subscription licence model whereby the software is licensed and paid for on a recurring basis; and
- the provision of R&D taxation and other government incentives advice. This service line was transferred to Grant Thornton in May 2020.

There were otherwise no significant changes in the nature of activities of the Group during that period.

4. Operational and Financial Review

4.1 Operations and financial performance

The summary financial analysis below shows the results on a statutory and underlying basis. Results commentary below reflects the adoption of the Accounting Standard, AASB16. Financial results for the prior corresponding period do not include the adoption of this accounting standard as any transition impact has been taken through retained earnings as permitted by the Accounting Standard. The impact of this treatment is to increase reported EBITDA on a year on year basis, but an immaterial difference at the NPAT line.

The Directors believe it is important to include the financial information on an underlying basis as this reflects the ongoing or underlying activities of the Group and excludes items that are not expected to occur frequently and do not form part of the core activities of the Group.

The FY20 underlying earnings of the Group have been determined by adjusting statutory earnings amounts to eliminate the effect of amortisation of intangible assets, business acquisition costs, new business establishment costs, restructuring expenses and non-cash share based payments expenses. The current year items also included the impairment of the Watermark brand as a result of its merger into Griffith Hack, transfer and close down of Glasshouse Advisory business, and the creation of onerous lease provisions of additional leased space which also resulted from the merger and business closure. A summary of adjustments is outlined in section 4.1.1.

Reported balances include the consolidation of Xenith IP which was acquired on 15 August 2019. In the 10.5 months of ownership the group contributed $106.9m in underlying revenue and $21.2m in underlying EBITDA (pre AASB16).

Revenue increased by 43% to $370.1m, driven by the impact of organic growth, the acquisition of Xenith IP, and also the positive impact of a weaker Australian dollar compared to the prior year.

Statutory EBITDA increased by 32% to $113.2m, from $85.9m in FY19. Underlying EBITDA increased by 41% to $126.0m from $89.7m for the prior year.

The Group achieved a statutory net profit after tax of $54.8m; an increase of 3% on the prior year's result of $53.1m. Underlying net profit after tax increased by 24% to $77.7m compared to the prior year.

Pre Adoption of AASB16

Pre adoption of the accounting standard AASB16, Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (Underlying EBITDA) increased by 28 per cent to $114.5m.

	Revenue FY20	Revenue FY19	Chg%	EBITDA FY20	EBITDA FY19	Chg%
Australian & New Zealand IP	277,649	171,646	62%	95,583	61,819	55%
Asian IP	102,709	93,460	10%	46,087	38,617	19%
	380,358	265,106	43%	141,670	100,436	41%
Data and Analytics Software	2,743	477		(1,869)	(1,427)	
Corporate Office	2,040	(19)		(13,178)	(10,039)	
Eliminations	(15,509)	(8,915)		(587)	723	
Underlying Revenue / EBITDA	**369,632**	**256,649**	44%	**126,036**	**89,693**	41%
Business acquisition costs				(1,202)	(3,476)	
New business establishment costs				-	(31)	
Restructuring expenses	452			(4,127)	(986)	
Share based payments				(2,180)	(2,200)	
Onerous lease provisions and asset writeoffs				(3,704)		
Impairment of Watermark brand				(1,600)		
Disposal of Practice Insight businesses		2,857			2,857	
Statutory Revenue / EBITDA	**370,084**	**259,506**	43%	**113,223**	**85,856**	32%
Interest Income				75	92	
Interest Expense				(7,125)	(2,661)	
Depreciation and amortisation				(34,481)	(12,654)	
Net Profit Before Tax				71,692	70,632	2%
Tax				(16,940)	(17,521)	
Net Profit After Tax				**54,752**	**53,111**	3%

Australia and New Zealand IP

Underlying revenue in the Australia and New Zealand IP segment increased by 62.0% to $277.7m. This includes $106.9m in revenue attributable to the Xenith IP businesses which were acquired on effective 15 August 2019.

Total Australian market patent filings decreased by 0.6% for the year or, if Innovation Patents (to be phased out 25 August 2021) are removed, the market declined 1.5%. Total patent filings declined by 2.6% in the 4th quarter compared to the corresponding quarter in the prior year. For FY20 IPH Group's filings (including Xenith IP) declined by 5.3%. The reduction in filings reflect IPH's client mix and filing activity.

The Group has maintained its number one patent market share position (all patent applications filed in Australia) for the year at 36.5% (including Xenith IP).

Underlying EBITDA increased by 55% to $95.6m which includes the contribution from Xenith IP and the impact of favourable foreign exchange movements.

On a like for like basis (pre AASB16), Underlying EBITDA decreased by 8%. Despite the weaker market conditions in the second half, the pre-existing IPH business delivered a solid result with like for like revenue declining by 2% and EBITDA down by 3% on the prior year. Amongst the Xenith IP acquired businesses, Griffith Hack, including the former Watermark business were more impacted in Q4 with the possible impact of COVID-19, in part due to their larger Victorian presence and integration activities, contributing to a like-for-like revenue decline of 6%.

Asian IP

The Asian IP segment achieved sales revenue growth of 10% to $102.7m. On a like for like basis (pre AASB16) revenue increased by 6%. Like for Like (pre AASB16) Underlying EBITDA was up by 8%.

Removing the effect of one significant client filing across several jurisdictions, filing activity across other key Asian jurisdictions, excluding Singapore, moderated in the second half compared to a very strong 2HFY19.

As at 3 August 2020, the Group has maintained its number one patent market share position in Singapore (all patent applications filed in Singapore).

The China and Hong Kong practice performed well in achieving "like for like" revenue growth of 10% and EBITDA growth of 14%.

Adjacent Businesses

The Group continues to invest in WiseTime, an autonomous time-keeping software application. This business should benefit from the increase in "working from home" and has seen an increase in interest.

The Group acquired Glasshouse Advisory as part of its acquisition of Xenith IP. After a strategic review, the R&D tax incentive and Export Market Development Grant practice was divested to Grant Thornton Australia in May 2020, and the balance of the business ceased.

Impact and response to COVID-19

IPH disclosed during the final quarter that it had seen some disruption to the business as a result of COVID-19.

The Group was initially impacted in Beijing and Hong Kong from late January. With the escalation of the pandemic in March, the business implemented comprehensive COVID-19 response plans across all offices with the primary focus on the safety and wellbeing of its people, clients and communities.

The Group's IT systems have enabled all IPH staff to work remotely. Most Patent and Trade Mark Offices have remained open during the pandemic with the exception of some smaller IP offices in SE Asia.

In the second half of the year, IPH experienced some slowdown in workflow (new filings and instructions on existing matters) due to disruption amongst some clients and the general economic and market uncertainty, as well as the temporary closure of Patent Offices in some of the jurisdictions IPH group companies service. However, the flow-on effect of previous filings and the level of new filings maintained enabled IPH to avoid making any redundancies, stand-downs or pay reductions for its staff as a result of the pandemic itself.

Government assistance was not accessed in Australia or New Zealand, however approximately $1 million in government assistance was received in various forms in Singapore, China and Hong Kong SAR, China.

No significant deterioration in collection of debtors has been identified.

Movements in FX Rates
Foreign exchange rates used to translate earnings throughout the period were:

	AUD/USD		AUD/EUR		AUD/SGD	
	Year End	Average	Year End	Average	Year End	Average
FY18	0.7407	0.7754	0.6420	0.6498	1.0095	1.0404
FY19	0.7022	0.7153	0.6176	0.6270	0.9500	0.9765
Movement		7.8%		3.5%		6.1%
FY20	0.6877	0.6712	0.6124	0.6069	0.9591	0.9283
Movement		6.2%		3.2%		4.9%

The average exchange rates incurred in FY20 were favourable to the reported results compared to those incurred during FY19. A one cent movement in the AUD/USD equates to a c$1.9m movement in service charges (revenue), the majority of which falls to the EBITDA line.

4.1.1 Adjustments to Statutory Results

The internal reporting that is regularly provided to the chief operating decision makers includes financial information prepared on both a statutory and underlying basis. It is considered important to include the financial information on an underlying basis as this reflects the ongoing or underlying activities of the Group and excludes items that are not expected to occur frequently and do not form part of the core activities of the Group.

Adjustments to the statutory EBITDA for FY20 have been made for:

- **Business acquisition costs** – costs incurred in the pursuit of acquisitions which have been completed, not ultimately pursued or are currently in progress.
- **New business establishment costs** – costs of establishing new offices.
- **Restructuring expenses** – costs of restructuring across the Group. In the current year these predominately related to the integration of Xenith IP businesses.
- **Onerous lease provisions and asset write-offs** – costs associated with the rationalisation of office premises following the merger of Watermark and Griffith Hack and the transfer and close down of Glasshouse Advisory.
- **Impairment of Watermark brand** – the Watermark brand is no longer in use following the merger with Griffith Hack.
- **Share based payments** – accounting charges for the share-based incentive plans.

4.2 Statement of Financial Position

	Balance Sheet as at 30 Jun 2020	Balance Sheet as at 30 Jun 2019
$'m		
Cash and cash equivalents	82.9	35.3
Trade and other receivables	89.1	63.4
Investments	-	39.2
Other current assets	9.1	7.3
Total current assets	**181.1**	**145.2**
PP&E	13.3	6.7
Right of use assets	38.8	-
Acquisition intangibles & goodwill	483.3	255.1
Deferred tax asset	22.6	7.8
Other non-current assets	-	0.2
Total assets	**739.1**	**414.9**
Trade and other payables	24.7	19.1
Tax provisions	3.3	10.2
Lease Liabilities	53.7	-
Deferred tax liability	60.4	22.4
Borrowings	151.2	65.5
Other liabilities	23.1	12.9
Total liabilities	**316.4**	**130.1**
Net assets	**422.7**	**284.8**
Equity		
Issued capital	402.2	262.8
Reserves	0.5	(2.0)
Retained profits	20.0	24.0
Total equity	**422.7**	**284.8**

Overall the Group maintains a sound balance sheet position with a gearing level of c0.6 times (Net debt/Underlying EBITDA), and with re-financing not due until February 2022. As a prudent measure, the Company drew down $20m from its debt facilities in March. Subsequent to year-end, $12.7m of this balance was repaid in August 2020.

A summary of specific key movements are as follows:

Cash & cash equivalents

- The cash flow statement within the financial report provides details of the cash movements during the year. The Group generated positive cash flows from operating activities of $89.8m.
- The Group derives the majority of its revenue in USD and as such carries a significant amount of cash in USD. As at 30 June 2020 the cash balance was denominated in AUD (46%), USD (40%) and other (14%).

- Cash conversion for the year was in excess of 100% which includes the collection of cash from a strong 4th quarter in earnings in FY19.

Investments

- At 30 June 2019 this balance represented the investment in 19.9% of Xenith from February 2019. Following the acquisition of the remaining shares in Xenith, this amount has been transferred to the cost of acquisition.

Trade and other receivables

- As at 30 June 2020 the trade receivables balance was denominated in AUD (25%), USD (53%) and other (22%).

Right-of-use asset & interest bearing lease liabilities

- This is the recognition of lease assets and liabilities in accordance with AASB16 from 1 July 2019.

Acquisition intangibles & goodwill

- The increase in intangible assets arises from the recognition of goodwill $113.9m, customer relationships $120.1m and trademarks $14.6m following the acquisition of Xenith, less amortisation costs during the period.

- Identifiable intangible assets, net of amortisation, consist of: customer relationships $163.2m; trademarks $17.2m and internally developed software $4.8m.

- Goodwill resulting from current year and historic acquisitions is $298m.

Liabilities

- Group borrowings of $151.2m have increased from the comparative period due to the drawdown of debt for the acquisition of Xenith ($46.1m) and repayment of Xenith outstanding debt ($21m), and a drawdown and repayment of a further $20m and $5m respectively during the period.

- Deferred tax liabilities have increased significantly due to the recognition of deferred taxes on customer relationships and trademarks from the acquisition of Xenith and the tax treatment upon implementation of AASB16.

Equity

- Approximately 15.6m new shares ($130.7m) were issued during the period to partially fund the acquisition of Xenith. Additional equity movements relate to shares issued under the dividend reinvestment plan and the vesting of performance rights.

4.3 Business model, strategy and outlook

4.3.1 Business model

IPH Limited is an intellectual property group operating a number of professional services businesses providing intellectual property services ("IP Services"). In FY20 it also operated in areas which support our IP businesses, through Glasshouse Advisory (now ceased operations) and the WiseTime business, an autonomous time-keeping software application.

In IPH's IP Services businesses in Australia, New Zealand and Asia, revenue is derived from fees charged for the provision of professional IP Services by each firm as related to securing, enforcing and managing IP rights in the country (directly or through an agent) in which registration is sought by the client. The business model allows IPH to generate recurring revenue streams throughout all stages of the IP lifecycle from its long-standing and diverse client base.

Factors that affect the performance of the business include, amongst others, the performance of the global and Australian economies, client activity levels, competitor activity, and the regulatory environment in which the services are provided.

4.3.2 Strategy

IPH vision, mission and values
From the Company's foundation and listing on the ASX in November 2014, IPH has been pursuing its vision of becoming the leading IP group in IP secondary[1] markets and adjacent areas of IP.

From its origins in 1887 as Spruson & Ferguson, IPH's success continues to be underpinned by the key drivers and values at the core of our businesses, which remain unchanged:

- Excellence in service delivery to our clients
- Innovation in value creation
- Integrity in business practices
- Efficiency and effectiveness in operations
- Empowerment and engagement of our people

Value creating growth strategies

IPH's seeks to achieve its goals through implementation of strategic initiatives in five key areas:

- Australian and New Zealand IP businesses
- Asia IP businesses
- Other secondary IP markets
- Adjacent to IP markets
- Business improvements and operations

Australian and New Zealand IP businesses

A key objective of all IPH's Australia and New Zealand businesses is to continue to organically grow the volume of filings, market share and revenue across all disciplines, and to invest in providing superior service to global customers consistent with the longstanding strength and reputation of its brands, AJ Park, Griffith Hack, Pizzeys, Shelston IP and Spruson & Ferguson.

IPH's Australia and New Zealand businesses are also an important part of the Asian growth strategy in that they are a valuable source of filings and revenue into IPH's Asian business. The successful acquisition of the Xenith IP businesses in August 2019 and subsequent integration provides an additional opportunity for professionals in these businesses to offer a pan-Asian filing solution to their clients.

Asian IP businesses

Asia has been a key part of the Group's strategy since the opening of the Singapore office in 1997. In recent years IPH has supported its Asian growth strategy with the opening of offices in Thailand and Indonesia and expanding into China and Hong Kong through the acquisition of Ella Cheong Hong Kong and Beijing (re-branded Spruson & Ferguson). The expansion provides a strong platform to extend the provision of IP services to new geographical areas for existing clients and an improved multi-country service offering for potential new clients. The key focus for IPH's Asian business is to leverage existing infrastructure for further organic growth. IPH will continue to assess potential organic and M&A opportunities in Asia as they arise.

Other secondary IP markets

IPH has adopted a strategic and disciplined approach to the assessment of any potential M&A opportunities in Asia-Pacific and other secondary IP markets. First and foremost, the growth opportunities are evaluated on the extent to which they help to achieve IPH's strategic objectives. IPH continues to evaluate potential acquisition opportunities in international secondary markets.

Business improvements and operations

The Group will continue to focus on the optimisation of all IPH's businesses with a view to extract operational efficiencies and improve the quality of service for our clients.

[1] The primary IP markets of USA, Japan Western, Europe and the Republic of Korea generate the majority of IP rights and clients by value. The secondary markets are all countries outside of USA, Japan, Western Europe and the Republic of Korea.

4.3.3 FY21 priorities

IPH's strategic priorities include maintaining its leading positions in Australia, New Zealand and Singapore, and seeking to expand in other secondary market jurisdictions.

With the completion of integration of Watermark into Griffith Hack and transfer of Glasshouse Advisory businesses, a continued focus in FY21 is to harness the growth potential of the Xenith IP businesses within IPH. In New Zealand, restructuring of management in AJ Park and the proposed acquisition of Baldwins provides IPH with a strong opportunity to leverage its position in that market.

The Company will continue to build on its positive momentum in leveraging its Asian network to expand organic revenue opportunities and grow market share in high growth markets across the region.

IPH continues to evaluate potential international acquisition opportunities in secondary markets.

4.4 Risks

Risk	Description	Management of risk
Strategic planning and implementation	The Company conducts its operations in a market that has undergone significant changes with the development of corporatised service providers, which the market continues to adjust to. This provides the Group with both opportunities and risks requiring development and communication of a clear strategic vision and objectives.	The Board is closely involved in identifying, reviewing and confirming strategic objectives and reviewing implementation, including assessing opportunities and risks, and in providing direction to management.
Competition and changing market conditions	The sectors in which the Company operates are subject to vigorous competition, based on factors including price, service, innovation and the ability to provide the customer with an appropriate range of IP services in a timely manner. Scope exists for market conditions to change over time reflecting economic, political or other circumstances.	Effective client service, comprising a high level of expertise at competitive prices delivered in a timely manner. All operations of the IPH Group are now or will be supported by industry leading IT systems. Regular marketing visits or, where travel is not possible, virtual meetings or other forms of communication, to maintain and develop client relationships and understand potential changes in client needs, and internal and external pressures. IPH also provides a broad range of intellectual property services and its operations are geographically widespread, reducing exposure to any one form of intellectual property country or jurisdiction in which it operates.
Regulatory environment	The Company is subject to significant regulatory and legal oversight.	Senior executives ensure that all regulatory and legal issues affecting IPH's business are monitored and that any changes to the business operations necessary to comply with regulatory and legal changes are undertaken in a timely manner. Careful management and oversight of the Group's internal case management system. Principal review of all professional work and compliance with a professional work approval process for outgoing work. The approval process is correlated to the complexity and level of potential risk associated with the work.

Risk	Description	Management of risk
Regulatory reforms	The Group's service offerings are subject to changes to government legislation, regulation and practices including particularly, if implemented, proposals to streamline multi-jurisdictional patent filing and examination processes.	The Company is proactive in any review or evaluation of regulations likely to affect its operations materially, and works with regulators or review authorities to ensure a clear understanding of facts and circumstances, and consideration of all stakeholder perspectives. The Company seeks to offer its services in a range of secondary markets. Many of these markets have less developed IP regulations and systems, and require translations into languages other than English, and are therefore less likely to be affected by such proposals if they were to be implemented than developed or primary markets. Other factors which help safeguard the Company's role are effective technology, excellent client service and efficient operations and the likely need for IP applicants to continue to be required to record a local address for service of documents with the local IP office for examination and prosecution purposes. The Company also continues to consider the development of revenue streams from adjacent markets.
Personnel	The Company depends on the talent and experience of its personnel. The loss of any key personnel, or a significant number of personnel generally may have an adverse effect on the Company including loss of knowledge and relationships. Employee costs represent a significant component of the Group's total cost base.	Retention practices including appropriate remuneration, incentive programmes (both short and long term having regard to appropriate key performance indicators), retention awards, working environment and rewarding work. Learning and development programs are in place to attract, develop and build the capability of our workforce to meet our current and future needs of clients. Careful management of staff numbers and salary levels and consideration of resourcing requirements as the Company grows.
Disintermediation	The Group acts as an intermediary agent between its clients and IP offices. The removal of intermediaries in the IP application and registration process would have an adverse impact on the Group. It is also possible that third party service providers that currently only provide services with respect to limited aspects of IP protection may seek to extend their relationships with clients into other aspects of the provision of IP services that the Group currently services causing a diminution of relationships with clients.	IPH's intermediary role is safeguarded by clients' reliance on the Group's expertise (both general IP expertise and local expertise) and regulatory barriers such as exclusive rights of patent attorneys to provide various IP related services and requirements for IP applicants to record a local address for service of documents with the local IP office. Other factors which help safeguard the Company's intermediary role are effective technology, excellent client service and efficient operations. The Company also seeks to offer its services in a range of secondary markets. Many of these markets have less developed IP regulations and systems and require translations into languages other than English, and are therefore less likely to be affected by disintermediation or expansion by other providers.

Risk	Description	Management of risk
Case management and technology systems	The Group's internally customised systems represent an important part of its operations upon which the Group is reliant.	The Company has established business continuity plans and procedures and maintains system back up and maintenance processes. The Company conducts appropriate reviews of its information technology systems, operations and human resourcing, and its management of cyber risk. The Company continually invests in system enhancements and engages quality 3rd party suppliers to assist with its systems development and maintenance. The Company's transition of its IT systems to offsite 'cloud-based' systems enables centralised oversight and standardisation of processes.
Technology disruption	The increasing use of electronic systems and processes and technology by regulatory authorities in some markets may provide opportunities for technology disruption in the industry.	The need for the Company's services is safeguarded by the reliance of target clients on the Group's expertise (both general IP expertise and local expertise) and regulatory barriers such as exclusive rights of patent attorneys to provide various IP related services, and requirements for IP applicants to record a local address for service of documents with the local IP office. Other factors which help safeguard the Company against technology disruption include its own investment in awareness of and effective technology development, and in efficiency in operations. The Company also seeks to offer its services in a range of secondary markets. Many of these markets have less developed IP regulations and electronic systems, are less advanced technologically and require technical translations into languages other than English.
Foreign exchange risk	The Group's financial reports are prepared in Australian dollars. However, a substantial proportion of the Group's sales revenue, expenditure and cash flows are generated in, and assets and liabilities are denominated in US dollars, Euros and Singapore dollars.	The Company monitors the foreign currency exposures that arise from its foreign currency revenue, expenditure and cash flows and from the foreign currency assets and liabilities held on its balance sheet. The Company undertakes regular sensitivity analyses of these exposures. The Company has foreign currency hedging facilities available as part of its bank facilities and has engaged in appropriate use of foreign currency denominated finance facilities to reduce exposure. The Chief Financial Officer regularly reports to the Board in respect of the Company's foreign currency exposures. The Board reviews its hedging policy in respect of the foreign currency exposures from time to time. Currently the Group does not directly hedge against its foreign currency exchange risk to a material extent, although a number of the Group's acquired subsidiaries maintain FX contracts to hedge specific risks or transactions. This policy is currently under review.
Conflict of duties	Patent and trademark attorneys are required to abide by a code of conduct that requires them to act in accordance with the law, in the best interests of their client, in the public interest, and in the interests of the registered attorney's profession as a whole. There may be circumstances in with the Company is	The Company has been proactive in any review or evaluation of regulations likely to affect its operations materially, and works with regulators or review authorities to ensure a clear understanding of facts and circumstances, and consideration of all stakeholder perspectives.

Risk	Description	Management of risk
	required to act in accordance with these duties contrary to other corporate responsibilities and against the interests of shareholders and the short term profitability of IPH. An amendment to the Code of Conduct may affect the manner in which the Group conducts its activities, particularly with the expansion of the Group to include additional business units.	The Company has sought detailed advice on issues of conflict of interest and compliance with related professional obligations. The Company actively assists its business units to implement appropriate processes and procedures for compliance, including relevant professional standards bodies' Codes of Conduct and Professional Rules.
Professional liability and uninsured risks	The provision of patent and trademark services and legal services by the Company gives rise to the risk of potential liability for negligence or other similar client or third party claims.	The Company maintains file management processes which are highly automated, safeguarded, controlled and regularly reviewed. The Company has comprehensive quality assurance processes to ensure appropriate standards of professional work are maintained. The Group has in place a comprehensive insurance programme which includes professional indemnity insurance. To support its professional indemnity insurance arrangements, the Group has internal processes to ensure timely notification to the underwriters of any potential claim arising from its business activities.
Acquisitions	The Company's growth strategy may include the acquisition of other intellectual property businesses. Risks arise in ensuring that potential acquisitions are appropriately selected and issues affecting the value of individual acquisitions are identified and reflected in the purchase considerations.	The Company assesses potential acquisition opportunities against the Company's strategic objectives, values and culture. Where an appropriate potential acquisition is identified the Company undertakes extensive due diligence process and where appropriate engages competent professional experts to assist with the due diligence process and appropriate documentation of the transaction. The Company's Board is involved in the review of, and approves, all corporate acquisitions.
Integration of acquired businesses	Following the acquisition of new businesses, risks arise in ensuring the business is properly integrated into the IPH Group, that people and culture issues that may arise are addressed, key staff retained and value maintained.	The Company seeks to identify potential post-acquisition risks when assessing potential acquisitions including for cultural fit and matching of expectations, and to mitigate such risks by appropriate transaction and post-acquisition management structures. Steps are taken following acquisition to review and ensure appropriate on-boarding of new acquisitions with IPH governance, policies, processes and practices and levels of financial control and reporting, and to integrate Company and Group approaches to retention of key staff and utilisation of appropriate information technology platforms. The integration of new acquisitions is regularly reviewed by the Company's Board and relevant Board Committees.
Management of an expanded group	With the expansion of the Group to include new business units with multiple offices and across multiple jurisdictions risk may arise	As the Group expands, with the oversight of the Board, the Company reviews and adapts existing management structures to ensure appropriate oversight, reporting

Risk	Description	Management of risk
	with respect to ensuring the appropriate structuring and resourcing of key management and shared services functions and appropriate reporting and oversight of Group operations.	requirements, support and resourcing is in place, and that the Company is attracting, retaining and motivating appropriate skilled personnel.
Global or regional economic, health or physical events	Risk may arise as a result of global or regional events in the nature of natural disasters or other physical events, global or regional health events or global or regional economic shocks which may impact on the level of demand for IP services by clients and their ability to provide or confirm instructions, the capability and timing for IP regulatory authorities to accept, review and progress the prosecution of IP rights, and the ability of the Group to provide its services.	The nature of the Group's customer base means that it receives revenue from a large number of customers located in a range of jurisdictions such that no one customer accounts for more than a small percentage of the overall revenue of the Group. Further much of the demand for patent related services arises from research and development programmes conducted over longer periods that are likely to be less susceptible to economic impacts in the short term. The IP prosecution process also generally extends over longer timeframes and is usually subject to certain fixed milestone steps which are known in advance and required to be met to preserve rights, providing a degree of protection against short term decisions to cease or delay prosecution. The Company has established business continuity plans and procedures. The Company's transition of its IT systems to offsite 'cloud-based' systems enables remote conduct of its business by employees where required. Similarly, the ability of many customers and IP offices to continue their core operations in a remote environment facilitates ongoing provision of instructions and responses.

5. Remuneration report (audited)

Introduction from the Nomination and Remuneration Committee Chair

Dear Shareholders,

On behalf of the Board, I am pleased to present the Remuneration Report for the 2020 financial year.

This year marked two significant steps in the development of the remuneration systems for the group. In FY15 the CEO had a total remuneration package of $250,000 per annum which was the same as that received by all the other vendor principals. This was a term of the agreement between all the vendor principals which led to the IPO and reflected the firm's history as a private unit trust with no separation between ownership of the firm, management of the firm and working in the firm. Since FY16 the remuneration systems and settings for the firm have been progressively adjusted to reflect those more appropriate for a professionally managed public listed company where there is a clear distinction between the owners, managers and workers in the firm. At the commencement of the year we completed the adjustment of the remuneration for the CEO in line with market. This resulted in a significant increase in his base remuneration. We also adjusted the remuneration paid to the Chairman and Non-executive directors, again to align with market. The key steps in that process of adjustment over the last five years are set out in the report.

The remuneration now provided to KMP, both executive and non-executive, is significantly higher than when the Group listed. Those increases reflect both the process of adjustment from the system adopted at the time of the IPO and the growth in the size, value and complexity of the firm's business over that time. It is worth noting the very significant change in the size, complexity and value of the Group since its IPO.

	FY15 annualised pro forma forecast[1]	FY20
Revenue	$82.8m	$370.1m
EBITDA (Underlying)[2]	$30.4m	$114.5m
Number of employees	300	~900
Number of brands/business units	1	7
Jurisdictions with material client facing presence	3	8
Market capitalisation	$331m	$1.6bn

1. Prospectus page 17
2. Pre-AASB16

The other significant milestone achieved this year has been the vesting of the first tranche of Performance Rights granted to executive KMP under the Group's revised Long-Term Incentive (LTI) Plan. The details are set out in the report. Those Performance Rights were granted in FY18.

In assessing the level of vesting for the LTI, and in making awards under the Short-Term Incentive scheme to the IPH Executive, the Board considered what weight should be given to the impact of COVID-19 on the business and the group's response to it. Our management team did a commendable job in ensuring the health and safety of our employees and facilitating a smooth transition to the "working from home" environment across all our offices in eight different jurisdictions. As detailed in our OFR, there was an unavoidable impact resulting in a reduction in workflow (filings and instructions on existing matters) due to disruption amongst some clients and the general uncertainty of financial conditions, as well as the temporary closure of IP Offices in some of the jurisdictions we service. Despite this, the flow-on effect of previous filings and a level of new filings maintained activity levels. This made redundancies, stand-downs and pay reductions as a result of COVID-19 unnecessary. The JobKeeper scheme in Australia was not accessed, however approximately $1m in government assistance was received in various forms in Singapore, Hong Kong and China. The overall financial result achieved was not significantly below budgeted levels and the Group has been able to declare a higher dividend than the prior year, in line with pre-COVID-19 expectations.

In exercising its discretion on the level of awards, the Board sought to ensure fair treatment of management, employees and shareholders, with reference to these considerations. Details of the STI awards and support for their award (including the Board's discretion) are set out in report. Discretion was also exercised assessing outcomes for staff in the Business Units participating in the Employee Incentive Plan.

The Board also made a modest upward adjustment to the vesting of the LTI. That award was to reward performance over a three-year period. During that time, the Compound Annual Growth Rate (CAGR) of the Group's underlying Earnings Per Share (EPS) exceeded 11.1% per annum and the share price grew from $4.80 to $7.46 at 30 June 2020. The TSR over this period was 75%.

Finally, in light of the present uncertain global outlook, annual pay reviews have been delayed across the group (with the exception of promotions and addressing anomalies). Consistent with this delay, the remuneration of IPH Executive will be reviewed with effect from 1 January 2021.

Changes in the FY20 Remuneration Report

During the year I have had the opportunity to meet with shareholders and proxy advisors to receive their feedback on remuneration matters and address any issues arising from the FY19 report. The following matters raised have been addressed in the body of the report:

- Rationale for level of CEO fixed remuneration;
- Greater disclosure of STI metrics and outcomes;
- LTIP performance hurdle, its calculation, and the use of a single metric; and
- Rationale for the level of NED fees.

As the Company continues to grow and mature, we will continue to review the remuneration framework and settings for all executives and professional staff, including KMP, to ensure its ability to attract, motivate and retain the talent necessary to run the business, and simultaneously drive behaviour that aligns with the creation of sustainable shareholder value.

We look forward to your support and welcome your feedback on our remuneration report.

Yours sincerely,

John Atkin
Nomination and Remuneration Committee Chair

The remuneration report details the key management personnel ('KMP') remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including all Directors.

The Remuneration Report is set out under the following main topics:

- Overview of Executive Remuneration Framework and Guiding Principles
- Overview of Executive Remuneration
- Evolution of Remuneration Framework and Settings Since Listing
- 2020 Remuneration Outcomes
- Overview of Non-Executive Director Remuneration
- Details of Remuneration of Key Management Personnel
- Service Agreements
- Additional Disclosures Relating to Key Management Personnel

5.1 Overview of Executive Remuneration Framework and Guiding Principles

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders. The Board of Directors (**the Board**) ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness, fairness and reasonableness;
- acceptability to shareholders and other stakeholders;
- performance linkage and alignment of executive compensation with remuneration provided across the Group; and
- transparency.

The Nominations and Remuneration Committee ('NRC') is responsible for reviewing and making recommendations to the Board on remuneration packages and policies related to the Directors and other KMP and to ensure that the remuneration policies and practices are consistent with the Group's strategic goals and people objectives. The performance of the Group depends on the quality of its Directors and other KMP. The remuneration philosophy is to attract and retain high quality people, and motivate high performance.

The NRC has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Group.

a) Alignment to shareholders' interests:

- focuses on sustained growth in earnings per share as well as focusing the executive on key non-financial drivers of value; and
- attracts and retains high calibre executives.

b) Alignment to program participants' interests:

- rewards capability and experience;
- reflects competitive reward for contribution to growth in shareholder wealth; and
- provides a clear structure for earning rewards.

EY was engaged by the NRC to provide remuneration advice and other valuation services in relation to Key Management Personnel (KMP), but did not provide the NRC with remuneration recommendations as defined under Division 1, Part 1.2, 9B(1) of the Corporations Act 2001 (Cth). The Board was satisfied that advice received was free from any undue influence by key management personnel to whom the advice may relate because strict protocols were observed and complied with regarding any interaction between EY and management, and because all remuneration advice was provided to the NRC Chair.

5.2 Overview of Executive Remuneration

The Group aims to reward executives with a level and mix of remuneration based on their position and responsibility, which has both fixed and variable components.

The executive remuneration and reward framework for executive KMP for FY20 had the following components:

- base salary, short and long-term incentives and non-monetary benefits; and
- other remuneration such as superannuation and long service leave.

The combination of these comprises the executive KMP's total remuneration.

Fixed Remuneration

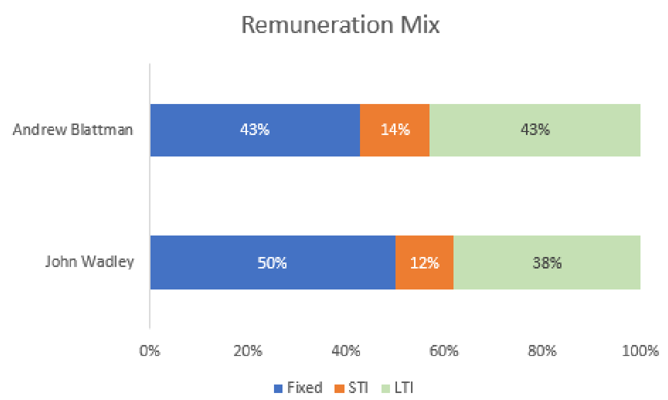
Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the NRC, based on individual and Business Unit performance, the overall performance of the Group and comparable market remuneration. Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example, motor vehicle benefits) where it does not create any additional costs to the Group and provides additional value to the executive.

In broad terms, fixed remuneration is set at or above median market levels compared to peers with similar revenues and market capitalisation, while the short-term at-risk component is set at below median levels. The Board believes that the "at-risk" component should be weighted towards long-term incentives, to align with long-term value creation for shareholders.

The re-set of CEO fixed remuneration in the current year reflects the significant increase in scope and complexity in the organisation since the initial public offering in 2014, and through subsequent material acquisitions made by the Company in 2017 and 2019. Since its first year as a listed entity (FY15) the Company's Revenue and Underlying EBITDA have more than doubled while dividends paid to shareholders have increased by 85[1] per cent. Over that time Total Shareholder Return has increased by c327%. The indicative market capitalisation of the Company at listing was $331 million compared to around $1.6 billion currently. The company's operational scale has also increased significantly with total staff numbers increasing from 300 at listing to around 900 employees.

In addition to the assessment above, the Board has considered the amount of the CEO's remuneration against available remuneration benchmarks for like businesses and roles. The Board has also considered the composition of remuneration in terms of the mix of fixed, and short and long-term at-risk incentives. Following such review, the Directors considered the increase of the CEO's fixed remuneration was appropriate as well as confirming a significant proportion of the total potential remuneration of Dr Blattman should be in the form of at-risk long-term incentive opportunity so as to further align the interests of Dr Blattman with the interests of the Company and its shareholders.

Short and long-term incentives strengthen alignment with overall performance of the Group and provide a more complete and market-comparable remuneration package. Short term incentives are set at 33% for the CEO and 25% for the CFO, with a stronger focus on alignment through the long-term incentives at 100% for the CEO and 75% for the CFO. Incentives are also reviewed annually by the NRC. The mix of remuneration is illustrated below:



1. Dividends paid FY15 to FY19

Long term incentive

Under the long-term incentive plan, the CEO and CFO are issued Performance Rights which entitle the holder at the Vesting Date to an equivalent number of Shares subject to satisfying defined vesting conditions.

Performance Rights will vest on the Vesting Date subject to the Company's achievement of a minimum compound annual growth rate (**CAGR**) in Earnings Per Share over the Performance Period. EPS performance will be assessed on the basis of the Company's EPS performance during the relevant Performance Period compared to the EPS targets for that period as determined by the Board.

The Board will determine a target for EPS for the Performance Period (**EPS Target**) and a minimum target for EPS for the Performance Period (**Minimum EPS Target**) prior to any issue from year to year. For vesting to occur, EPS for the Performance Period must be at least equal to the Minimum EPS Target.

The Board has reviewed the Long-Term Incentive (LTI) Earnings Per Share (EPS) targets, taking into account shareholder feedback and appropriate levels of growth for IPH to pursue in the markets in which the Group operates. As a result, the LTI targets for the 2020 plan as outlined below have been re-calibrated to align with internal objectives and external expectations whilst maintaining an appropriate level of stretch.

The Board also considered the possible inclusion of an additional performance condition based on Return on Invested Capital (ROIC). While return on capital is a key consideration both in driving improvements in the organic business and in any acquisition, the Board determined the complexities of the measurement and its susceptibility to change due to extraneous timing effects did not warrant its inclusion. The Board will ensure that management continues to apply a disciplined approach to investing the Group's capital when evaluating acquisitions and other investment opportunities.

The Board was cognisant when setting the targets for the 2020 awards of the timing of the Xenith acquisition and its potential impact on the achievement of those targets. Acquisitions form part of IPH's strategy and LTIP targets are calibrated to include both organic and acquisitive growth. A significant aspect of management's performance and the company's success is dependent upon the successful integration of acquisitions. Board expectations of vesting are an input into their assessment of the overall remuneration mix.

EPS targets for the 2020 Plan are:

- Minimum EPS Target – 5% CAGR in EPS over the three-year Performance Period ending on 30 June 2022, and
- EPS Target – 12.5% CAGR in EPS over the three-year Performance Period ending on 30 June 2022.

The table below outlines how Performance Rights issued in 2020 will vest based on the Company's EPS performance over the Performance Period (measured by calculating the CAGR between EPS for FY19 and EPS for FY22).

EPS in FY22	Percentage of Performance Rights that vest
Less than 5% CAGR in EPS over the Performance Period	Nil vesting
Equal to 5% CAGR in EPS over the Performance Period	25% vesting
CAGR in EPS greater than 5%, up to and including 12.5% CAGR in EPS over the Performance Period	Pro-rated vesting on a straight-line basis
At or above 12.5% CAGR in EPS over the Performance Period	100% vesting

Dividends will not be paid on Performance Rights.

5.3 Evolution of Remuneration Framework and Settings Since Listing

At the IPO the Chief Executive Officer's total remuneration package was $250,000 per annum which was the same salary received by all the vendor principals that continued employment with the company. No short term or long-term incentives applied to executive management. In early 2016 the group engaged GRG to provide remuneration advice and undertake a benchmarking exercise for both executive remuneration and Chair and director fees. That advice indicated that both executive remuneration and director fees were very significantly below comparable benchmarks and the Board determined to commence the process of adjusting the remuneration settings for KMP. As a first step the fixed remuneration for the CEO was lifted to $750,000 per annum without any incentive. In 2018, the fees for the Chair were lifted to $220,000 per annum and the non-executive director fee lifted to $115,000 per annum (in both cases inclusive of all committees).

When Andrew Blattman was appointed CEO during 2017 his initial fixed remuneration was set at $750,000 per annum in line with that of his predecessor. We recognised at the time this fixed remuneration was still a long way below comparable benchmarks for fixed remuneration. However, to bring his total remuneration package closer to benchmarks Andrew's received an STI at a maximum of 20% of base and an LTI of 100% of base. No change was made to the fees payable for the Chair or non-executive directors.

In June/July 2018, when reviewing outcomes for FY18 and setting remuneration for FY19, the Board determined that the CEO should not receive any STI payment for FY18 as the overall result achieved by the Group was not adequate. However, the CEO's fixed remuneration was increased to $900,000 and an STI at a maximum of 33.33% of base, bringing it closer to but still below the comparable benchmarks at the time as advised by EY. No change was made to the fees payable for the Chair or non-executive directors.

In June/July 2019 a further benchmarking exercise was undertaken for both executive KMP. The CEO's fixed remuneration was increased to $1,250,000 per annum. This put the CEO's fixed remuneration slightly above median for comparable benchmarks at the time as advised by EY. That setting is in line with the overall framework where more emphasis is placed on fixed remuneration and long-term incentives, than short term. (At a maximum of 33.33% of fixed remuneration, the CEO's STI is significantly lower than comparable benchmarks.)

At the same time the fees for the Chair and non-executive directors were increased to levels below comparable benchmarks as advised by GRG in their report during FY17. While that report was over two years old, when regard was made to the changes in the Group's business, the increase in market capitalisation of the Company over that period and that the fees proposed were less than the benchmarks assessed in 2017, it was decided the expense of obtaining a more current benchmark report was not warranted.

5.4 2020 Remuneration Outcomes

The Group aims to align its Executive remuneration to its strategic objectives and the consequences on shareholder's financial wealth. The evolution of the Group's remuneration policy aligns with the growth in the business in the last five financial years as summarised below:

	2016	2017	2018	2019	2020
NPAT ('000)	38,843	42,893	40,673	53,112	54,752
EPS (cents per share)	21.9	22.5	20.8	26.9	25.9
Underlying EPS (cents per share)	26.2	26.7	26.4	31.7	36.6
Dividends Paid ('000)	36,837	40,924	42,823	51,360	61,015
Total Dividends (cents per share)	21.0	22.0	22.5	25.0	28.5
Share Price (30 June closing price)	$6.42	$4.80	$4.45	$7.46	$7.46
Return of Capital ('000)	-	-	2,727	-	-

2020 STIP Outcomes – Summary of plan design

Financial KPI – The CEO (maximum 50% of STIP Opportunity) and CFO (maximum 30%) have the attainment of the Group Underlying EBITDA budget (on an FX adjusted or constant currency basis) as their financial target. The Board believes the budget has an appropriate amount of "stretch" built into the budget target. Group Underlying EBITDA was selected as it is the most common measure used to assess the group's financial performance.

Strategic KPI's – The CEO (maximum 50% of STIP Opportunity) and CFO (maximum 70%) have the attainment of a number individual objectives in line with the Board approved strategy of:

- Consolidation of acquisitions;
- Organic Growth; and
- Growth Step-outs.

2020 STIP Outcomes – Performance commentary

The Group achieved an Underlying EBITDA of $114.5M (an increase of 28% on the prior year) in a difficult operating environment in the second half of the year illustrating the resilience of the IPH business. This outcome included the acquisitive impact of the Xenith group and continued strong organic growth from the Asian business. Underlying EPS grew from 31.7 cents per share to 36.7 cents per share (pre AASB16) and dividends to shareholders increased by 14%.

Financial KPI

The Group EBITDA target was not achieved. While the Group performed well in achieving an Underlying EBITDA of $114.5M in the circumstances, this EBITDA outcome was close to but behind the FX-adjusted budgeted target and therefore none of the potential award based upon the financial element was payable.

However, as a result of the COVID-19 disruption, the ability to meet financial budgetary outcomes was constrained, and therefore the Board exercised its discretion and granted all members of the IPH Executive 50% of their STIP potential amount related to the Financial KPI.

In exercising its discretion on the level of awards, the Board sought to ensure fair treatment of management, employees and shareholders. Discretion was also exercised assessing outcomes for staff in the Business Units participating in the Employee Incentive Plan.

Strategic KPI

An award was made to each executive KMP member on the basis of their achievement of individual objectives inline with the Board approved strategic objectives of: consolidating acquisitions; organic growth and growth step outs (acquisitive growth). The CEO and CFO were awarded 90% of their STIP potential amount related to the Strategic KPI. Notable progress included:

Consolidating acquisitions - The consolidation of the acquisition of the Xenith Group. Significantly, this included the integration of the Watermark business to a single Griffith Hack brand and the transfer of a portion of the Glasshouse Advisory business to Grant Thornton. Cost synergies have been achieved as a result of the consolidation of these businesses.

Organic growth – The Group maintained organic growth in Asia, even with tougher second half conditions and a strong comparative period. This was due to the replacement of the large client filer noted in the prior year with multiple new clients, as well as further case inflow through the network effect of files directed by IPH entities.

Growth step-outs - On 10 June 2020, the Group announced that AJ Park has reached an agreement to acquire the New Zealand intellectual property firm Baldwins Intellectual Property (Baldwins). The transaction is subject to a number of conditions including clearance of the proposed acquisition by the New Zealand Commerce Commission. The Company continues to evaluate potential acquisition opportunities in international secondary markets.

2020 STIP Outcomes – Individual KMP outcome

	2020			2019		
Executive	STI Foregone %	STI Paid %	STI Payment $	STI Foregone %	STI Paid %	STI Payment $
Andrew Blattman	30	70	288,750	25	75	225,000
John Wadley	22	78	117,000	-	100	135,000

2018 LTIP Grant – tested at the conclusion of the 2020 year

The performance period for the 2018 LTI commenced on 1 July 2017 and concluded on 30 June 2020. Performance was assessed at the end of the 2020 financial year and as a result of performance over the period, there was a partial vesting.

In 2019, the Committee reviewed the definition of earnings which is used in the calculation of earnings per share. The LTIP issues made in 2018 and 2019 used a "cash-adjusted" earnings measure. The Committee felt the use of this third measure (in addition to the established statutory and underlying measures) had the potential to create confusion. Therefore, it was decided to re-calculate the targets based upon an underlying earnings measure consistent with that adopted for market reporting.

This had the effect of increasing the maximum EPS target for the 2018 issue from 38.4 cents per share to 40.5 cents per share, and the maximum EPS target for the 2019 issue from 37.9 cents per share to 40.2 cents per share. This new methodology was approved before the 2020 issue and thus no change was required to that issue.

In determining the calculation of the Underlying EPS, adjustments are made to statutory profit after tax. The outcome for FY20 is as follows:

Statutory Net Profit after tax ($M)	**54.8**
Net amount of non-cash amortisation expenses of acquired intangibles	13.9
Net amount of non-cash share based payments as part of the share incentive plan	1.4
Net amount of adjustment to statutory results as disclosed in the Operational and Financial Review	7.6
Underlying Net Profit after tax	**77.7**
Underlying EPS (cents per share)	**36.6c**

Grant	Performance Period	Measure	Minimum	Maximum	Performance achieved
2018	1/7/2018 – 30/6/2020	Underlying EPS CAGR	7%	15%	11.1% per annum

On the basis of the underlying EPS achieved, the CAGR equated to 11.1%, which would had led to a pay-out of 72.5% of the maximum award. As a result of the impact of COVID-19 in the last three months of the 36 month vesting period, the Board felt it appropriate to exercise its discretion with regard to the level of vesting, and vested a further 2.5% of the maximum award for each participant. In doing so, the Board took into account the level of earnings that had been forecast pre-COVID-19.

Executive	Maximum Award[1]	Rights	% Vested	% Forfeited	Vested ($)[2]	Expensed ($)[3]
Andrew Blattman	$750,000	156,780	75	25	877,184	577,342
John Wadley	$225,000	47,034	75	25	263,158	173,203

1. *Maximum remuneration attributable to rights*
2. *Value of shares vesting at 30 June 2020 share price*
3. *Expensed in the IPH Group P&L account over the life of the award*

5.5 Overview of Non-Executive Director Remuneration

Fees and payments to non-executive Directors reflect the demands and responsibilities of their role. Non-executive Directors' fees and payments are reviewed periodically by the NRC. The NRC may, from time to time, receive advice from independent remuneration consultants to ensure Non-executive Directors' fees and payments are appropriate and in line with the market.

The Chairman's fees are determined independently from the fees of other non-executive Directors based on comparative roles in the external market. Non-executive Directors do not receive share options or other incentives and their remuneration must not include a commission on, or a percentage of, operating revenue.

ASX listing rules require the aggregate non-executive Directors remuneration be determined periodically by a general meeting. At the 2019 Annual General Meeting approval was sought and obtained to increase the maximum aggregate remuneration of Non-executive Directors by $500,000 to $1.25m. This is consistent with the "re-set" of the CEO's remuneration as described above, reflecting the significant increase in scope and complexity in the organisation since the initial public offering in 2014. This amount had not increased since the Company's listing. This increase allows the remuneration of Non-executive Directors to appropriately reflect the expectations placed upon them both by the Company and the regulatory environment in which it operates. It also allows the appointment of additional non-executive Directors from time to time to ensure the Board has the requisite skills and experience.

Non-executive Director fees paid (Directors' fees and committee fees) (inclusive of superannuation) for the year ended 30 June 2020 are summarised as follows:

Name - Position	FY 2020 Fees
Richard Grellman AM - Chairman	330,000
John Atkin - Director	165,000
Robin Low - Director	165,000
Jingmin Qian – Director	165,000
	825,000

The non-executive Directors are not entitled to participate in any employee incentive scheme (including the LTIP).

Directors may also be reimbursed for expenses reasonably incurred in attending to the Company's affairs. Non-executive Directors may be paid such additional or special remuneration as the Directors decide is appropriate where a Director performs extra work or services which are not in the capacity as a Director of the Group. There is no contractual redundancy benefit for Directors, other than statutory superannuation contributions.

5.6 Details of Remuneration of Key Management Personnel

Amounts of remuneration

The key management personnel of the Group consisted of the following Directors of IPH Limited:

- Richard Grellman, AM – Non-executive Chairman
- Andrew Blattman – Managing Director and Chief Executive Officer
- John Atkin – Non-executive Director
- Robin Low – Non-executive Director
- Jingmin Qian – Non-executive Director

And the following persons:

- John Wadley – Chief Financial Officer

		Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
		Cash salary and fees $	Cash bonus $	Non-Monetary[1] $	Super-annuation $	Employee Leave[2] $	Equity-Settled[3] $	Total $
Non-Executive Directors:								
Richard Grellman	**2020**	**304,660**	**-**	**-**	**25,340**	**-**	**-**	**330,000**
	2019	228,312	-	-	21,688	-	-	250,000
John Atkin	**2020**	**150,685**	**-**	**-**	**14,315**	**-**	**-**	**165,000**
	2019	127,854	-	-	12,146	-	-	140,000
Robin Low	**2020**	**150,685**	**-**	**-**	**14,315**	**-**	**-**	**165,000**
	2019	127,854	-	-	12,146	-	-	140,000
Jingmin Qian[4]	**2020**	**150,685**	**-**	**-**	**14,315**	**-**	**-**	**165,000**
	2019	31,963	-	-	3,037	-	-	35,000
Executive Directors:								
Andrew Blattman	**2020**	**1,228,997**	**288,750**	**9,272**	**27,889**	**129,347**	**763,344**	**2,447,599**
	2019	879,467	225,000	(3,838)	25,729	66,302	535,247	1,727,907
Other Key Management Personnel:								
John Wadley	**2020**	**589,325**	**117,000**	**(10,204)**	**21,725**	**-**	**253,522**	**971,368**
	2019	524,362	135,000	19,203	21,165	-	160,574	860,304

1. *Non-monetary benefits represent the movement in the accrued annual leave balance during the year*
2. *Employee Leave balances represent the movement in accrued long service leave balances during the year.*
3. *Accounting charge based on the fair value of the award at date of grant. Total number of rights are included in the performance rights holding table at the end of this report.*
4. *Jingmin Qian commenced as a director from 1 April 2019*

5.7 Service Agreements

Remuneration and other terms of employment for KMP are formalised in service or employment agreements. Details of these agreements are as follows:

Dr Andrew Blattman, Managing Director and Chief Executive Officer.

- Remuneration package (inclusive of superannuation) for the year ended 30 June 2020 of $1,250,000. Annual superior performance bonus of up to 33.33% of remuneration and a long-term incentive opportunity of 100% of remuneration.

John Wadley, Chief Financial Officer.

- Remuneration package (inclusive of superannuation) for the year ended 30 June 2020 of $600,000. Annual superior performance bonus of up to 25% of remuneration and a long-term incentive opportunity of 75% of remuneration.

Executive KMP may terminate their employment contract by giving six months' notice in writing. Contracts may be terminated by the Company with six months' notice. In the event of serious misconduct or other specific circumstances warranting summary dismissal, the Company may terminate the employment contract immediately and without notice or payment in lieu of notice. Upon termination of the employment contract, the KMP will be subject to a restraint of trade period of 12 months throughout Australia, New Zealand and Singapore. The enforceability of the restraint is subject to all usual legal requirements. KMP have no entitlement to termination payments in the event of removal for misconduct. Andrew Blattman receives five weeks annual leave.

5.8 Additional Disclosures Relating to Key Management Personnel

The following disclosures relate only to equity instruments in the Company or its subsidiaries.

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

30 June 2020	Balance at the start of the year	Additions	Disposals	Balance at the end of the year
Ordinary shares				
Richard Grellman	71,449	1,773	(21,449)	51,773
Andrew Blattman	2,506,166	-	(300,000)	2,206,166
John Atkin	115,829	-	-	115,829
Robin Low	74,214	-	-	74,214
Jingmin Qian	-	-	-	-
John Wadley	401	12	-	413
	2,768,059	**1,785**	**(321,449)**	**2,448,395**

30 June 2019	Balance at the start of the year	Additions	Disposals	Balance at the end of the year
Ordinary shares				
Richard Grellman	71,449	-	-	71,449
Andrew Blattman	4,506,166	-	(2,000,000)	2,506,166
John Atkin	115,829	-	-	115,829
Robin Low	74,214	-	-	74,214
Jingmin Qian	-	-	-	-
John Wadley	401	-	-	401
	4,768,059	**-**	**(2,000,000)**	**2,768,059**

Option holding

No options over ordinary shares in the Company were held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties.

Performance rights holding

The number of performance rights issued to KMPs is set out below:

30 June 2020	Plan[1]	Balance at start of year	Granted during year	Vested		Forfeited		FY20 Expense	Unvested at end of year	Future P&L Expense
					%		%	$		$
Andrew Blattman	2018	156,780	-	(117,585)	75	(39,195)	25	61,105	-	31,383
	2019	198,676	-	-	-	-	-	293,622	198,676	343,361
	2020	-	175,809	-	-	-	-	408,617	175,809	885,337
John Wadley	2018	47,034	-	(35,276)	75	(11,758)	25	18,331	-	9,415
	2019	59,603	-	-	-	-	-	88,087	59,603	103,009
	2020	-	63,229	-	-	-	-	147,104	63,229	318,725
		462,093	**239,038**	**(152,861)**		**(50,953)**		**1,016,866**	**497,317**	**1,691,230**

1. *Financial year in which the award is granted.*

This concludes the remuneration report, which has been audited.

6. Shares under performance rights

Details of unissued shares or interests under performance rights across all incentive plans of the Group at the date of this report are:

Issuing entity	Type	Number of shares	Class	Exercise Price	Expiry Date
IPH Limited	Performance	1,280,723	Ordinary	0.00	Up to Sept 2022

7. Shares under option

There were no unissued ordinary shares of IPH Limited under option at the date of this report.

8. Dividends

Dividends paid during the financial year were as follows:

Final dividend of 13.0 cents per share for the year ended 30 June 2019, paid on 18 September 2019. (60% franked) (A$'000s)	27,680
Interim dividend of 13.5 cents per share for the year ended 30 June 2020, paid on 13 March 2020. (100% franked) (A$'000s)	28,856

9. Significant changes in the state of affairs

There were no other significant changes in the state of affairs of the Group during the financial year.

10. Matters subsequent to the end of the financial year

There were no significant events post 30 June 2020 that have impacted on the Group.

11. Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

12. Indemnity and insurance of officers

The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

13. Indemnity and insurance of auditor

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

14. Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

15. Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 25 to the financial statements.

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services as disclosed in note 25 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

16. Officers of the Company who are former partners of Deloitte Touche Tohmatsu

There are no officers of the Company who are former partners of Deloitte Touche Tohmatsu.

17. Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors Reports) Instrument dated 24 March 2016 and in accordance with that Instrument amounts in the annual financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

18. 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 the following page.

19. Auditor

Deloitte Touche Tohmatsu continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2) (a) of the Corporations Act 2001.

Dr Andrew Blattman
Managing Director

20 August 2020
Sydney

Deloitte Touche Tohmatsu
ABN 74 490 121 060

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Sydney NSW 2000

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The Board of Directors
IPH Limited
Level 24, Tower 2, Darling Park
201 Sussex Street, Sydney

20 August 2020

Dear Board Members

Auditor's Independence Declaration to IPH Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of IPH Limited.

As lead audit partner for the audit of the financial report of IPH Limited for the year ended 30 June 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

H Fortescue
Partner
Chartered Accountants

IPH LIMITED

ABN 49 169 015 838

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Revenue	5	365,674	252,544
Other income	6	4,485	7,054
Expenses			
Employee benefits expense		(115,462)	(68,634)
Agent fee expenses		(105,590)	(74,567)
Amortisation of acquired intangibles	7	(19,616)	(9,214)
Depreciation of right-of-use assets	7	(9,624)	-
Depreciation and amortisation of fixed assets and intangibles	7	(5,241)	(3,441)
Insurance expenses		(2,500)	(2,122)
Travel expenses		(1,910)	(2,278)
Occupancy expenses		(1,713)	(8,086)
Business acquisition costs		(1,120)	(3,724)
Other expenses	7	(28,566)	(14,239)
Finance costs	7	(7,125)	(2,661)
Profit before income tax expense		**71,692**	**70,632**
Income tax expense	8	(16,940)	(17,521)
Profit after income tax expense for the year		**54,752**	**53,111**
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(516)	3,857
Items that will not be reclassified subsequently to profit or loss			
Fair value gain on investment in equity instruments		855	4,478
Fair value loss on hedging instruments		(542)	-
Other comprehensive income for the year, net of tax		(203)	8,335
Total comprehensive income for the year		**54,549**	**61,445**
Profit for the year is attributable to:			
Owners of IPH Limited		54,752	53,111
		54,752	**53,111**
Total comprehensive income for the year is attributable to:			
Owners of IPH Limited		54,549	61,445
		54,549	**61,445**
Earnings per share			
From continuing operations			
Basic earnings (cents per share)	33	25.85	26.91
Diluted earnings (cents per share)	33	25.76	26.75

These statements should be read in conjunction with the following notes.

IPH LIMITED

ABN 49 169 015 838

STATEMENT OF FINANCIAL POSITION

	Note	Consolidated 30 June 2020 $'000	30 June 2019 $'000
Current assets			
Cash and cash equivalents	9	82,910	35,263
Trade and other receivables	10	89,132	63,406
Investment in financial assets	11	-	39,194
Contract assets		4,763	2,524
Other assets	12	4,254	4,793
Total current assets		**181,059**	**145,180**
Non-current assets			
Property, plant and equipment	13(a)	13,273	6,692
Right-of-use assets	13(b)	38,808	-
Intangibles	13(c)	483,259	255,053
Deferred tax	14	22,709	7,793
Other assets		-	178
Total non-current assets		**558,049**	**269,716**
Total assets		**739,108**	**414,896**
Current liabilities			
Trade and other payables	15	24,733	18,874
Income tax payable		3,270	10,222
Provisions	16	19,160	8,110
Interest bearing lease liabilities	13(b)	11,076	-
Other financial liabilities		200	200
Contract liabilities		1,803	179
Total current liabilities		**60,242**	**37,585**
Non-current liabilities			
Borrowings	17	151,238	65,470
Deferred tax	14	60,397	22,368
Interest bearing lease liabilities	13(b)	42,587	4,472
Other financial liabilities	23	774	-
Provisions	18	1,208	251
Total non-current liabilities		**256,204**	**92,561**
Total liabilities		**316,446**	**130,146**
Net assets		**422,662**	**284,750**
Equity			
Issued capital	19	402,149	262,763
Reserves	20	468	(2,025)
Retained profits	21	20,045	24,012
Total equity attributable to owners of IPH Limited		**422,662**	**284,750**

These statements should be read in conjunction with the following notes.

IPH LIMITED

ABN 49 169 015 838

STATEMENT OF CHANGES IN EQUITY

	Issued Capital	Foreign Currency Translation Reserve	Minority Interest Acquisition Reserve	Equity Settled Employee Benefits Reserve	Other Reserve	Retained Profits	Total equity
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Balance at 1 July 2018	**262,763**	**1**	**(14,814)**	**3,352**	**-**	**16,286**	**267,588**
Profit after income tax expense for the year	-	-	-	-	-	53,111	53,111
Effect of foreign exchange differences	-	3,857	-	-	-	-	3,857
Fair value gain on investment in equity instruments designated at FVTOCI	-	-	-	-	4,478	-	4,478
Total comprehensive income for the year	**-**	**3,857**	**-**	**-**	**4,478**	**53,111**	**61,446**
Transactions with owners in their capacity as owners:							
Share-based payments charge	-	-	-	2,196	-	-	2,196
Share-based payments vested	-	-	-	(1,095)	-	-	(1,095)
Dividends paid	-	-	-	-	-	(45,385)	(45,385)
Balance at 30 June 2019	**262,763**	**3,858**	**(14,814)**	**4,453**	**4,478**	**24,012**	**284,750**
Balance at 1 July 2019	**262,763**	**3,858**	**(14,814)**	**4,453**	**4,478**	**24,012**	**284,750**
AASB 16 transitional impact on retained earnings (note 2)	-	-	-	-	-	(2,183)	(2,183)
Adjusted opening balance at 1 July 2019	**262,763**	**3,858**	**(14,814)**	**4,453**	**4,478**	**21,829**	**282,567**
Profit after income tax expense for the year	-	-	-	-	-	54,752	54,752
Effect of foreign exchange differences	-	(516)	-	-	-	-	(516)
Fair value gain on investment in equity instruments designated at FVTOCI	-	-	-	-	855	-	855
Hedge revaluation (note 23)	-	-	-	-	(542)	-	(542)
Total comprehensive income for the year	**-**	**(516)**	**-**	**-**	**313**	**54,752**	**54,549**
Transactions with owners in their capacity as owners:							
Issue of ordinary shares as consideration for a business combination, net of transaction costs (note 29)	130,730	-	-	-	-	-	130,730
Dividend Reinvestment Plan (note 21)	8,656	-	-	-	-	-	8,656
Share-based payments charge	-	-	-	2,696	-	-	2,696
Dividends paid (note 22)	-	-	-	-	-	(56,536)	(56,536)
Balance at 30 June 2020	**402,149**	**3,342**	**(14,814)**	**7,149**	**4,791**	**20,045**	**422,662**

These statements should be read in conjunction with the following notes.

IPH LIMITED

ABN 49 169 015 838

STATEMENT OF CASHFLOWS

		Consolidated	
	Note	**30 June 2020**	**30 June 2019**
		$'000	**$'000**
Cash flows from operating activities			
Receipts from customers		413,835	280,534
Payments to suppliers and employees		(288,793)	(199,082)
Interest received	6	75	92
Interest and other finance costs paid	7	(4,857)	(2,661)
Income taxes paid		(30,442)	(17,333)
Net cash from operating activities	32	**89,818**	**61,550**
Cash flows from investing activities			
Payments for purchase of subsidiaries, net of cash acquired	29	(40,324)	-
Proceeds from sale of Practice Insight businesses		-	10,160
Payments for Investments		-	(32,796)
Payments for property, plant and equipment	13(a)	(2,117)	(2,274)
Payments for internally developed software	13(c)	(3,046)	(3,616)
Dividends received		-	576
Net cash used in investing activities		**(45,487)**	**(27,950)**
Cash flows from financing activities			
Dividends paid	22	(47,880)	(45,385)
Proceeds of borrowings		90,183	34,180
Repayment of borrowings		(26,107)	(10,576)
Payment of lease liabilities		(11,898)	-
Net cash (used in)/from financing activities		**4,298**	**(21,781)**
Net (decrease)/increase in cash and cash equivalents		48,629	11,819
Cash and cash equivalents at the beginning of the financial year		35,263	26,213
Effects of exchange rate changes on cash and cash equivalents		(982)	(2,769)
Cash and cash equivalents at the end of the financial year	**9**	**82,910**	**35,263**

These statements should be read in conjunction with the following notes.

Note 1. General information

The financial statements cover IPH Limited as a Group consisting of IPH Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is IPH Limited's functional and presentation currency.

IPH Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 24, Darling Park Tower 2, 201 Sussex Street, Sydney NSW 2000

A description of the nature of the Group's operations and its principal activities are included in the Directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 20 August 2020.

Note 2. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New, revised or amending Accounting Standards and Interpretations adopted

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

Other than AASB 16 – Leases, the adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Statement of compliance

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Basis of preparation

The financial statements have been prepared under the historical cost convention except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 28.

Principles of consolidation

The consolidated financial statements are those of the consolidated entity ("the Group"), comprising the financial statements of the parent entity and all of the entities the parent controls. The Company controls an entity when it has power over the investee and the Group is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

External non controlling interests are allocated their share of total comprehensive income and are presented within equity in the consolidated Statement of Financial Position, separately from the equity of shareholders.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries
Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Foreign currency translation

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group entity are expressed in Australian dollars ('$'), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment.

For the purpose of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Australian dollars as follows:

- Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used;
- Assets and liabilities for each Statement of Financial Position presented are translated at the closing rate at the balance date; and
- All resulting exchange differences are recognised in other comprehensive income, in the foreign currency translation reserve.

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

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

The Group provides professional services in relation to the protection, commercialisation, enforcement and management of all forms of intellectual property. Delivery of these services represent performance obligations. Upon completion of each performance obligation, which is satisfied at a point in time, the Group is entitled to payment for the services performed. Fees for completion of each performance obligation are determined by reference to a scale of charges and revenue is recognised.

Dividend revenue is recognised when the right to receive a dividend has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is recognised on an accruals basis.

Other revenue, including commission revenue, is recognised when it is received or when the right to receive payment is established.

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

Government Grants

Grants from governments are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with any specified requirements. All government grants are recognised in the Statement of Profit or Loss and Other Comprehensive Income on a systematic basis over the periods in which the Group recognises the related costs.

Contract assets

Contract assets represent costs incurred and profit recognised on client assignments and services that are in progress at balance date. Contract assets are valued at net realisable value after providing for any foreseeable losses. Contract assets are reviewed and any thought not to be recoverable are written off.

Disbursements recoverable

Recoverable client disbursements recorded in contract assets are recognised when services are provided. The amount recognised is net of any GST payable. Internally generated disbursements are credited directly to the profit & loss as they are charged to a client matter.

Disbursements older than 60 days are monitored and any thought not to be recoverable are written off.

Income Tax

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

Current tax
Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date.

Deferred tax
Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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

Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in the Statement of Profit or Loss and Other Comprehensive Income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity.

The Company and its wholly-owned Australian resident entities are part of a tax-consolidated group which was formed on 3 September 2014. As a consequence, all members of the tax-consolidated group are taxed as a single entity. The head entity within the tax consolidated group is IPH Limited.

Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax consolidated group using the "separate taxpayer within group" approach.

Current tax liabilities and assets and deferred tax assets arising from unused tax losses and tax credits of the members of the tax-consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivable by the Company and each member of the group in relation to the tax contribution amounts paid or payable between the parent entity and the other members of the tax consolidated group in accordance with the arrangement. Where the tax contribution amount recognised by each member of the tax consolidated group for a particular period is different to the aggregate of the current tax liability or asset and any deferred tax asset arising from unused tax losses and tax credits in respect of that period, the difference is recognised as a contribution from (or distribution to) equity participants.

Financial instruments

Financial assets

Financial assets are classified as either financial assets at amortised cost, at fair value through other comprehensive income (FVTOCI) or at fair value through profit or loss (FVTPL). Financial assets are initially recognised at fair value on the trade date, including, in the case of instruments not recorded at fair value through profit or loss, directly attributable transaction costs. Subsequently, financial assets are carried at fair value (equity investments, trade receivables and derivatives) or amortised cost adjusted for any loss allowance (loans and other receivables).

Derivative financial instruments

A derivative is a type of financial instrument typically used to manage risk. A derivative's value changes over time in response to underlying variables including interest rates or exchange rates and is entered into for a fixed period. A hedge is where a derivative is used to manage an underlying exposure and the Group uses derivatives to manage its exposure to interest rates and foreign exchange risk accordingly.

All derivatives are measured at fair value through the Statement of Profit and Loss and Other Comprehensive Income unless designated and effective as a hedge where the hedge accounting provisions apply.

Impairment of financial assets

The impairment approach is based on expected credit losses (ECL model) for financial assets held at amortised cost and fair value through other comprehensive income. Therefore, it is not necessary for a loss event to have occurred before credit losses are recognised. Instead, a loss allowance is always recognised for ECL and is re-measured at each reporting date for changes in those expected credit losses. ECL represent a probability-weighted estimate of credit losses over the expected life of the financial instrument. Because ECL consider both the amount and timing of payments, a credit loss arises even if the entity expects to be paid in full but later than when contractually due.

For financial assets, a credit loss is the present value of the difference between: (i) the contractual cash flows that are due under the contract; and (ii) the cash flows expected to be received.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

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

Trade and other receivables
Trade and other receivables include amounts due from customers for services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the asset is derecognised or impaired.

The carrying amount of financial assets is reviewed annually by the directors' to assess whether there is any objective evidence that a financial asset is impaired.

Where such objective evidence exists, the Group recognises impairment losses.

Financial liabilities
Financial liabilities include trade payables, other creditors and loans from third parties including inter group balances.

Non derivative financial liabilities are recognised at amortised cost using the effective interest method.

Trade accounts payable comprise the original debt less principal payments plus where applicable any accrued interest.

Financial liabilities are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Trade and other payables
Trade and other payables represent the liabilities for goods and services received that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 90 days of recognition of the liability.

Unearned income is recognised as a liability when received and is recognised as revenue once a patent service has been provided or completed.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Leasehold improvements	6-15 years
Plant and equipment	2-20 years
Furniture, fixtures and fittings	5-20 years
Computer equipment	2-5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are measured at their fair value at the date of the acquisition.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently of events or changes in circumstances indicate that it might be impaired and it is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit and loss and not subsequently reversed.

Intangible assets acquired separately

Intangible assets with finite lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Customer Relationships

Customer relationships are the assessed value of the supply of goods and services that exist at the date of acquisition. In valuing customer relationships, consideration is given to historic customer retention and decay statistics, projected future cash flows and appropriate capital charges.

Customer relationships are amortised over a period of 10 years. The estimated useful lives, residual values and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Trademarks

Trademarks are intangible assets with indefinite useful lives that are acquired separately and are carried at cost less accumulated impairment losses.

Software acquired

Software acquired through a business combination is assessed as the identifiable value of that software at the date of acquisition. Acquired software is amortised over a period of 4 years.

Internally-generated intangible assets

Internally-generated intangible assets, including software, arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The useful lives of internally generated intangible assets are as follows:

Software	3 years

Derecognition of intangible assets
An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in profit or loss when the asset is derecognised.

Impairment of assets

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

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

For the purposes of impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

For the purpose of impairment testing, goodwill acquired in a business combination shall, from the acquisition date, be allocated to each of the acquirer's cash-generating units, or groups of cash-generating units, that is expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units.

Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Leases

The Group recognises a right-of use-asset and a lease liability at the lease commencement date. The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies AASB 136 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Impairment of assets' policy.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset.

As a practical expedient, AASB 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable; and
- Lease payments that depend on an index rate, initially measured using the index or rate at the commencement date.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate; or
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

To determine the incremental borrowing rate, the Group makes adjustments specific to the lease including factors such as lease term, country, currency and security. The weighted average incremental borrowing rate applied to lease liabilities on 1 July 2019 was 4.27%.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs, and is disclosed in note 13(b).

Employee benefits

Short and long-term employee benefit
A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave, and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short-term employee benefits, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement. Liabilities recognised in respect of long term employee benefits are measured at the present value of the estimated future cash outflows to be made by the Group in respect of services provided by the employees up to reporting date.

Retirement benefit costs
Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Borrowing costs

Borrowing costs can include interest, amortisation of discounts or premiums relating to borrowings, ancillary costs incurred in connection with arrangement of borrowings, foreign exchange losses net of hedged amounts on borrowings. Borrowings are initially recognised at fair value, net of transaction costs and subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Goods and services tax (GST)

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

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

Share based payments

Equity settled share based compensation benefits are provided to employees. Equity settled transactions are awards of shares, options or rights, which are provided in exchange for the rendering of services. Equity settled share based payments are measured at the fair value of the equity instruments at the grant date.

The fair value at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Group’s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity settled employee benefits reserve.

Fair value measurement

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

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

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements (note 23). Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

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

Issued capital

Ordinary shares are classified as equity.

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

Dividends

Dividends are recognised when declared during the financial year and are no longer at the discretion of the Company.

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss. Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase, the difference is recognised as a gain directly in profit or loss on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and any previously held equity interest.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. Contingent consideration is classified either as equity or a financial liability. Amounts classified as financial liability are subsequently remeasured to fair value with changes to fair value recognised in profit or loss.

Business combinations are initially accounted for on a provisional basis. The Group retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the Group receives all the information possible to determine fair value.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of IPH Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

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

Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors Reports) Instrument dated 24 March 2016 and in accordance with that Instrument amounts in the annual financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

Adoption of new accounting standards

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for an accounting period that begins on or after 1 July 2019.

AASB 16 Leases

The Group initially adopted AASB 16 Leases from 1 July 2019. As a result the Group, as a lessee, has recognised right-of-use assets and lease liabilities representing its obligation to make lease payments. The Group has applied AASB 16 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at 1 July 2019. Accordingly, comparative information has not been restated.

Transition

Upon transition the standard allows companies to utilise a number of practical expedients. The Group has utilised the following:

(i) All contracts which have previously been classified as a lease will continue to be treated as a lease.
(ii) The same discount rate (the Group's incremental borrowing rate) has been applied to leases with similar characteristics (eg. similar lease terms). For older long term leases, the comparable government bond rates at time of inception of the lease have been used as the discount rate.

The Group leases office space in each location in which it operates. At transition, for leases classified as operating leases under AASB 117, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's relevant incremental borrowing rate as at 1 July 2019. Right-of-use assets were measured at their carrying amount as if AASB 16 had been applied since the commencement of the lease, discounted using the Group's incremental borrowing rate at the date of initial application.

The Group presents right-of-use assets within its own line in non-current assets and presents lease liabilities as interest bearing lease liabilities in the Statement of Financial Position.

Impacts on the financial statements at transition

On transition to AASB 16, the Group recognised right-of-use assets and additional lease liabilities, recognising the difference in retained earnings. The impact on transition is summarised below:

	$000's
Right-of-use assets	30,087
Lease liabilities	(31,495)
Deferred tax liabilities	(818)
Retained profits	2,183
Reduction in provisions	42

The movement in retained earnings reported at the half year at 31 December 2019 was recorded as a charge of $830k. Following review of the lease accounting transition at year end, it was identified that some cash lease incentives provided by landlords had not been included within the transition models. These incentives have been incorporated in the figures above.

The total value of the Group's lease liabilities at 1 July 2019 (after the above impacts for AASB 16) were as follows:

	$000's
Current lease liabilities	(5,575)
Non-current lease liabilities	(30,297)

The following table shows the operating lease commitments disclosed in applying AASB 117 leases at 30 June 2019, discounted using the incremental borrowing rate at the date of initial application of the lease liabilities recognised in the consolidated Statement of Financial Position at the date of initial application:

	$000's
Gross operating lease commitments at 30 June 2019	41,482
Less: Effect of discounting the above amounts	(5,610)
Lease Liabilities recognised at 1 July 2019	35,872

Acquisition of Xenith IP Limited

On 15 August 2019 IPH acquired the remaining interest in Xenith IP Limited (XIP) which it did not already own. XIP had implemented AASB 16 prior to acquisition and as a result right-of-use assets of $20,222,000 and lease liabilities of $28,344,000 were recognised in IPH at the date of acquisition (refer note 29).

Impacts on financial statements at 30 June 2020

At 30 June 2020, the Group recognised right-of-use lease assets of $38,808,000 and lease liabilities of $53,663,000 as a result of applying AASB 16. Depreciation relating to AASB 16 leases was $9,624,000 and additional interest expense was $2,268,000.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Goodwill and other indefinite life intangible assets

The Group tests annually, or more frequently if events of changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 2.

Customer relationships are finite intangible assets and are amortised over their expected life. Assets subject to amortisation are reviewed for impairment whenever events or circumstances arise that indicates that the carrying amount of the asset may be impaired.

Covid-19

Management have considered the impact of Covid-19 and the current economic environment on the judgements, estimates and assumptions that affect the reported amounts in the financial statements and adjusted these where appropriate. Further detail in respect of the impact on the operations of the Group is discussed in detail in the Operational and Financial Review of the Directors' Report.

Note 4. Operating segments

Identification of reportable operating segments

The Group is organised into three segments: Intellectual Property Services Australia & New Zealand; Intellectual Property Services Asia; and Adjacent Businesses. Adjacent Businesses includes the operations of Wisetime (formerly presented as Data Analytics) and Glasshouse Advisory (acquired as a subsidiary of XIP). These operating segments are based on the internal reports that are reviewed and used by the senior executive team and Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

Intellectual Property Services Australia & New Zealand	Related to the provision of filing, prosecution, enforcement and management of patents, designs, trade marks and other IP in Australia and New Zealand.
Intellectual Property Services Asia	Related to the provision of filing, prosecution, enforcement and management of patents, designs, trade marks and other IP in Asia.
Adjacent Businesses	Adjacent businesses include Wisetime the autonomous time-keeping tool and Glasshouse Advisory.

The CODM reviews profit before interest, income tax and adjustments to the statutory reported results. The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements. The information reported to the CODM is on at least a monthly basis.

Intersegment transactions

There are varying levels of integration between the segments. The integration includes provision of professional services, shared technology and management services. Intersegment transactions were made at market rates. Intersegment transactions are eliminated on consolidation.

Reliance on major customers

Maximum revenue from any customer is less than 3% of overall revenue of the Group. Country of origin of revenue has not been disclosed as this is commercially sensitive information.

Note 4. Operating Segments

Consolidated	Intellectual Property Services				Adjacent Businesses		Corporate		Intersegment eliminations / unallocated		Total	
	Australia & NZ		Asia									
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Revenue												
Sales to external customers	266,059	163,344	97,345	89,200	2,270	-	-	-	-	-	365,674	252,544
Intersegment sales	2,528	856	5,292	3,669	-	-	-	-	(7,820)	(4,525)	-	-
Total sales revenue	268,587	164,200	102,637	92,869	2,270	-	-	-	(7,820)	(4,525)	365,674	252,544
Other revenue	9,062	7,446	72	591	473	477	2,040	(19)	(7,689)	(4,390)	3,958	4,105
Total revenue	**277,649**	**171,646**	**102,709**	**93,460**	**2,743**	**477**	**2,040**	**(19)**	**(15,509)**	**(8,915)**	**369,632**	**256,649**
Less: Overheads	(182,066)	(109,827)	(56,622)	(54,843)	(4,612)	(1,904)	(15,218)	(10,020)	14,922	9,638	(243,596)	(166,956)
Earnings before interest, tax, depreciation and amortisation (EBITDA), before adjustments	**95,583**	**61,819**	**46,087**	**38,617**	**(1,869)**	**(1,427)**	**(13,178)**	**(10,039)**	**(587)**	**723**	**126,036**	**89,693**
Less: Depreciation	(10,002)	(1,119)	(2,482)	(233)	(400)	(53)	(273)	(145)	-	-	(13,157)	(1,550)
Less: Amortisation	(19,147)	(8,510)	(1,225)	(1,169)	(110)	(519)	(866)	(937)	24	30	(21,324)	(11,105)
Less: Management Charges	3,159	2,324	(7,199)	(8,071)	-	-	4,037	5,748	3	-	-	-
Segment result: (Profit before interest, tax and adjustments)	**69,593**	**54,514**	**35,181**	**29,144**	**(2,379)**	**(1,999)**	**(10,280)**	**(5,373)**	**(560)**	**753**	**91,555**	**77,038**

	2020	2019
Reconciliation of segment result		
Segment result	91,555	77,038
Adjustments to statutory result:		
Business acquisition costs	(1,202)	(3,478)
New business establishment costs	-	(31)
Restructuring expenses	(4,127)	(986)
Profit on sale of Practice Insight business	-	2,857
Impairment of intangible assets	(1,600)	-
Impairment of right-of-use assets and asset write offs	(3,704)	-
Share based payments	(2,180)	(2,200)
Total adjustments	(12,813)	(3,838)
Interest income	75	92
Finance Costs	(7,125)	(2,661)
Profit for the period before income tax expense	**71,692**	**70,632**

	2020	2019
Reconciliation of segment revenue		
Segment revenue	369,632	256,649
Restructuring	452	-
Profit on sale of Practice Insight business	-	2,857
Interest income	75	92
Total revenue	**370,159**	**259,598**

Note 5. Sales revenue

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Revenue from the rendering of services	365,674	252,544
	365,674	**252,544**

Note 6. Other income

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Net realised foreign exchange gain	1,732	1,866
Net unrealised foreign exchange loss	(1,556)	(536)
Dividends received	-	576
Profit on sale of Practice Insight businesses	-	2,857
Other income	1,736	843
Commission	2,498	1,356
Interest	75	92
	4,485	**7,054**

Note 7. Expenses

Profit before income tax includes the following specific expenses:

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Depreciation and amortisation:		
Depreciation - Property, plant and equipment	3,533	1,550
Amortisation - Software development	1,708	1,891
	5,241	3,441
Depreciation - Right-of-use asset	9,624	-
Amortisation - Acquired Intangibles	19,616	9,214
Total depreciation and amortisation	34,481	12,655
Employee benefits expense:		
Share based payments (note 34)	2,180	2,200
Superannuation expense	7,151	3,740
Government Covid-19 stimulus grants[1]	(1,071)	-
Other expenses:		
Advertising and marketing	825	575
Impairment of right-of-use assets and revaluation of lease liabilities arising from onerous leases	2,385	-
Impairment of leasehold improvements	1,319	-
Impairment of Watermark trademark	1,600	-
IT and communication	5,052	3,066
Office expenses	2,152	1,766
Professional fees	3,006	2,732
Staff welfare and training	1,128	470
Other	11,099	5,630
	28,566	14,239
Finance costs		
Interest on bank facilities - Overdraft	36	21
Interest on bank facilities - Loan	3,779	1,859
Other finance costs - Facility fees	1,042	781
	4,857	2,661
Interest on lease contracts (note 13(b))	2,268	-
Total finance costs	**7,125**	**2,661**

1. Grants received from Asian governments in response to the impact of Covid-19.

Note 8. Income tax expense

	Consolidated	
	30 June 2020 $'000	30 June 2019 $'000
Income tax expense		
Current tax	23,935	21,905
Deferred tax	(6,859)	(4,114)
(Under) / over provided in prior years	(136)	(270)
Aggregate income tax expense	**16,940**	**17,521**
Deferred tax included in income tax expense comprises:		
Increase in deferred tax assets (note 14)	(1,520)	(1,144)
Decrease in deferred tax liabilities (note 14)	(5,339)	(2,970)
	(6,859)	**(4,114)**
Reconciliation of income tax expense and tax at the statutory rate		
Profit before income tax expense	71,692	70,632
Tax at the statutory tax rate of 30%	21,508	21,190
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Permanent differences	108	391
Equity settled share based payments	(169)	27
Acquisition costs	249	329
Difference in overseas tax rates	(4,683)	(3,887)
Losses not brought to account	-	28
Under / (over) provision with respect to current tax in prior years	(136)	(331)
Other	63	(226)
Income tax expense	**16,940**	**17,521**

Note 9. Current assets - cash and cash equivalents

	Consolidated	
	30 June 2020 $'000	30 June 2019 $'000
Cash on hand	162	314
Cash at bank	81,898	34,099
Term deposit[1]	850	850
	82,910	**35,263**

1. Restricted cash cover for bank facilities.

Note 10. Current assets - trade and other receivables

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Trade receivables from contracts with customers	91,886	64,655
Less: Loss allowance	(2,754)	(1,249)
	89,132	**63,406**

Impairment of receivables

The Group has recognised a loss of $1,855,000 (2019: $727,000) in profit or loss in respect of the loss allowance for the year ended 30 June 2020.

The ageing of the impaired receivables provided for above are as follows:

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Past due more than 91 days	2,396	1,249

Movements in the loss allowance for impairment of receivables are as follows:

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Opening balance	1,249	818
Additional provisions recognised through business combinations (note 29)	470	-
Additional provisions recognised	1,855	727
Receivables written off during the year as uncollectable	(820)	(296)
Closing balance	**2,754**	**1,249**

Past due but not impaired

Customers with receivable balances past due but without provision for impairment, amount to $36,850,000 as at 30 June 2020 (2019: $22,932,000).

The ageing of the past due but not impaired receivables are as follows:

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
31 to 60 days overdue	26,895	17,289
61 to 90 days overdue	2,882	1,790
Past due more than 91 days	7,073	3,853
	36,850	**22,932**

Ageing has been calculated with reference to the trading terms of local clients (30 days) and international clients (90 days). No interest is charged on outstanding trade receiveables.

Note 11. Current assets - investment in financial assets

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Current		
Investment in equity instruments[1]	-	39,194
	-	**39,194**

1. IPH acquired an equity interest of 19.9% in Xenith IP Group on 13 February 2019. This was designated at Fair Value Through Other Comprehensive Income. On acquisition of Xenith IP Group on 15 August 2019 this investment formed part of the acquisition cost (note 29).

Note 12. Current assets - other

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Prepayments	3,697	2,518
Foreign exchange contracts (note 23)	384	28
Other current assets	173	2,247
	4,254	**4,793**

Note 13. Non-current assets

(a) Property, plant and equipment

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Leasehold improvements - at cost	14,846	7,287
Less: Accumulated depreciation	(8,038)	(3,376)
	6,808	**3,911**
Plant and equipment - at cost	1,589	1,024
Less: Accumulated depreciation	(1,359)	(853)
	230	**171**
Furniture, fixtures and fittings - at cost	6,281	4,162
Less: Accumulated depreciation	(4,228)	(3,118)
	2,053	**1,044**
Computer equipment - at cost	29,093	13,119
Less: Accumulated depreciation	(24,911)	(11,553)
	4,182	**1,566**
	13,273	**6,692**

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	**Leasehold improvements**	**Plant and equipment**	**Furniture, fixtures and fittings**	**Computer equipment**	**Total**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**
Balance at 1 July 2018	3,810	274	829	1,270	6,183
Additions	596	36	514	1,128	2,274
Disposals / Transfers	-	(41)	(151)	(35)	(227)
Exchange differences	4	2	3	3	12
Depreciation expense	(499)	(100)	(151)	(800)	(1,550)
Balance at 30 June 2019	**3,911**	**171**	**1,044**	**1,566**	**6,692**
Additions	424	80	383	1,230	2,117
Additions through business combinations (note 29)	5,366	41	913	3,314	9,634
Disposals	(240)	-	-	(2)	(242)
Impairment	(1,319)	-	-	-	(1,319)
Exchange differences	(33)	(3)	(10)	(30)	(76)
Depreciation expense	(1,301)	(59)	(277)	(1,896)	(3,533)
Balance at 30 June 2020	**6,808**	**230**	**2,053**	**4,182**	**13,273**

(b) Leases

The Group enters leases in relation to office space and office equipment.

The Statement of Financial Position shows the following amounts relating to leases:

Right-of-use assets	**Premises**	**Equipment**	**Total**
	$'000	**$'000**	**$'000**
Balance at 1 July 2019	-	-	-
Adoption of AASB 16	29,730	357	30,087
Remeasurements	2,562	66	2,628
Additions through business combinations (note 29)	20,222	-	20,222
Depreciation expense	(9,475)	(149)	(9,624)
Impairment arising from onerous leases	(4,661)	-	(4,661)
Exchange gains / (losses)	162	(6)	156
Balance at 30 June 2020	**38,540**	**268**	**38,808**

	Consolidated	
	30 June 2020	**30 June 2019**
	$'000	**$'000**
Lease Liabilities		
Current	11,076	-
Non-current	42,587	4,472
	53,663	**4,472**

The Statement of Profit or Loss and Other Comprehensive Income shows the following amounts relating to leases:

	Consolidated	
	30 June 2020	**30 June 2019**
	$'000	**$'000**
Depreciation charge - Right-of-use assets	9,624	-
Interest expense (included in finance costs)	2,268	-
Expense relating to variable lease payments not included in lease liabilities (included in other expenses)	2,818	-
Income from subleasing of right-of-use assets (included in other income)	(260)	-
Impairment of right-of-use assets	2,385	-

Total cash outflow for leases in 2020 was $11,898,000.

(c) Intangibles

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Goodwill - at cost	298,038	184,648
Patents and trade marks - at cost	17,232	4,189
	315,270	**188,837**
Capitalised software development - at cost	10,792	7,999
Less: Accumulated amortisation	(6,022)	(4,518)
	4,770	**3,481**
Customer Relationships	212,011	91,911
Less: Accumulated amortisation	(47,831)	(28,215)
Less: Impairment	(961)	(961)
	163,219	**62,735**
	483,259	**255,053**

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Goodwill	Patents and trade marks	Customer relationships	Capitalised software development	Software Acquired	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Balance at 1 July 2018	185,223	4,237	71,830	4,223	790	266,303
Additions	-	33	-	3,583	-	3,616
Exchange differences	(3,834)	(81)	-	(2,431)	(671)	(7,017)
Disposals	3,259	-	-	(3)	-	3,256
Amortisation expense	-	-	(9,095)	(1,891)	(119)	(11,105)
Balance at 30 June 2019	**184,648**	**4,189**	**62,735**	**3,481**	**-**	**255,053**
Exchange differences	(530)	-	-	(6)	-	(536)
Additions	-	43	-	3,003	-	3,046
Additions through business combinations (note 29)	113,920	14,600	120,100	-	-	248,620
Impairment[1]	-	(1,600)	-	-	-	(1,600)
Amortisation expense	-	-	(19,616)	(1,708)	-	(21,324)
Balance at 30 June 2020	**298,038**	**17,232**	**163,219**	**4,770**	**-**	**483,259**

1. On 1 July 2020 Watermark was merged with Griffith Hack and will operate under the Griffith Hack name. As a result, the intangible asset relating to the former Watermark trademark has been assessed as having no ongoing economic benefit and hence has been written off.

Impairment testing

For the purposes of impairment testing, goodwill is allocated to cash generating units (CGUs) that are an identifiable group of assets that generate cash associated with the goodwill.

A summary of the goodwill by CGU is set out below:

CGU	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Spruson & Ferguson Australia	52,958	52,958
Pizzeys	68,158	68,158
AJ Park	41,424	42,468
Spruson & Ferguson (Hong Kong)[1]	34,839	20,758
Griffith Hack[2]	54,006	-
Shelston	36,992	-
Spruson & Ferguson Asia[1]	9,355	-
Other	306	306
Total	**298,038**	**184,648**

1. A portion of the Goodwill arising on the acquisition of Xenith has been allocated to Spruson & Ferguson Asia and Spruson & Fergusion (Hong Kong) as increased revenue is expected to be attributable to these CGUs as a result of the Xenith acquisiton.

2. The Griffith Hack CGU includes goodwill previously allocated to Watermark as these entities have been combined going forward.

The recoverable amount of a CGU is determined primarily utilising a value-in-use calculation and secondly based on estimated net selling prices. Value-in-use calculations use cash flow projections based on financial budgets prepared by management and approved by the Board. Cashflows for future years are extrapolated using the estimated growth rates stated below. After five years a terminal growth rate is assumed and terminal value-in-use calculated. The terminal growth rates do not exceed the average growth rates that the business has experienced and are generally lower than the short term growth rates assumed.

Key assumptions used for value-in-use calculations

CGU	5 yr EBITDA CAGR		Terminal growth rates	Discount rates[1]	
				Pre-Tax	Post-Tax
	2020	2019			
	%	%	%	%	%
Spruson & Ferguson Australia	4.1	4.3	2.5	15	10.5
Spruson & Ferguson Asia	8.2	-	2.5	12.6	10.5
Pizzeys	4.9	7.1	2.5	15	10.5
AJ Park	4.0	3.8	2.5	14.6	10.5
S&F Hong Kong	13.6	19.4	2.5	13.8	11.5
Griffith Hack	6.6	-	2.5	15	10.5
Shelston	5.9	-	2.5	15	10.5

1. With the exception of S&F Hong Kong which had an increase in discount rate from 10.5% to 11.5% reflecting the economic environment in that CGU, all other rates have remained the same from 2019 to 2020

The post-tax discount rate has been applied to discount the future attributable post-tax cash flows.

At 30 June 2020, the assessed value-in-use for each CGU exceeded the carrying amounts of the CGU and no impairment loss was recognised.

Impact of possible change in key assumptions

No impairment charge in any CGU would arise as a result of the following changes in assumptions:

- Holding all assumptions constant, if the discount rate increased by 0.5%
- Holding all assumptions constant, if the terminal rate declined by 0.5%

In addition to the above sensitivity testing, for Pizzeys and Shelston, the carrying value of the respective CGU would equal the recoverable amount at any of the following levels:

	Pizzeys	Shelston
Discount rate	11.40%	11.10%
Terminal growth rate	1.20%	1.70%
4 Year EBITDA CAGR (FY21 to FY25)	1.50%	3.70%

Note 14. Deferred tax assets/liabilites

	Opening balance	Recognised in profit or loss	Acquisitions	Recognised in equity	Closing balance
	$'000	$'000	$'000	$'000	$'000
The net deferred tax asset comprises the following balances:					
Loss allowance	232	172	141	-	545
Property, plant and equipment	374	25	-	-	399
Provisions	2,280	487	2,542	-	5,309
Accrued expenses	749	(142)	936	-	1,543
Unbilled revenue	(408)	(733)	-	-	(1,141)
Prepayments	(5)	(126)	-	-	(131)
Foreign exchange	598	558	(178)	-	978
Transaction costs	841	(440)	2,965	-	3,366
Leased assets	710	1,227	2,493	(818)	3,612
Software	(100)	(14)	58	-	(56)
Intangible assets - Customer Relationships	(18,495)	5,735	(36,020)	-	(48,780)
Intangible assets - Trademarks	(405)	480	(4,380)	-	(4,305)
Sundry	973	(211)	-	-	762
Financial Instruments	-	(159)	138	232	211
Fair value movement on Investments	(1,919)	-	-	1,919	-
	(14,575)	**6,859**	**(31,305)**	**1,333**	**(37,688)**

	Consolidated	
	30 June 2020	30 June 2019
	$'000	$'000
Disclosed as:		
Deferred tax asset	22,709	7,793
Deferred tax liability	(60,397)	(22,368)
	(37,688)	**(14,575)**

Note 15. Current liabilities - trade and other payables

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Trade payables	15,064	9,203
Sundry creditors and accruals	9,669	9,671
	24,733	**18,874**

Note 16. Current liabilities - provisions

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Employee benefits	18,577	8,110
Provision for onerous contracts	523	-
Other provisions	60	-
	19,160	**8,110**

Movement in provision for onerous contracts

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Opening balance at beginning of financial year	-	-
Additions	523	-
Closing balance at the end of financial year	**523**	**-**

Note 17. Non-current liabilities - borrowings

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Non Current		
Multicurrency loan facility	151,238	65,470
	151,238	**65,470**

On 11 February 2019, the Group entered into a facilities agreement ('Agreement') with HSBC and Westpac which refinanced the facilities previously outstanding with ANZ. The facilities under the Agreement comprise:

- A $90m multicurrency revolving loan facility;
- A $100m acquisition term loan facility; and
- A $20m revolving credit facility for the general corporate purposes of the Group.

The Agreement has a term of three years maturing on 11 February 2022.

Assets pledged as security
The bank facility made available by HSBC and Westpac is secured by cross guarantee and all assets from IPH Limited and a number of its wholly owned subsidiaries. The value of current and non-current assets pledged as security are as noted on the consolidated Statement of Financial Position.

Financing arrangements
Unrestricted access was available at the reporting date to the following lines of credit:

	Consolidated 30 June 2020 $'000	Consolidated 30 June 2019 $'000
Total facilities		
Loan facilities	190,000	190,000
Working capital facility	20,000	20,000
	210,000	**210,000**
Used at the reporting date		
Loan facilities	151,238	65,470
	151,238	**65,470**
Bank guarantees drawn under working capital facility	**12,813**	**6,100**
Unused at the reporting date		
Loan facilities	38,762	124,530
Working capital facility	7,187	13,900
	45,949	**138,430**

Note 18. Non-current liabilities - provisions

	Consolidated	
	30 June 2020	30 June 2019
	$'000	$'000
Employee benefits	565	251
Provision for onerous contracts	643	-
	1,208	**251**

Movement in provision for onerous contracts

	Consolidated	
	30 June 2020	30 June 2019
	$'000	$'000
Opening balance at beginning of financial year	-	-
Additions	643	-
Closing balance at the end of financial year	**643**	**-**

Note 19. Equity - issued capital

	Consolidated		Consolidated	
	30 June 2020	30 June 2019	30 June 2020	30 June 2019
	Shares	Shares	$'000	$'000
Ordinary Class shares - fully paid	214,396,164	197,341,566	402,149	262,763
	214,396,164	**197,341,566**	**402,149**	**262,763**

Movements in ordinary share capital

	Date	Shares	$'000
Opening balance	1 July 2018	197,341,566	262,763
Balance at 30 June 2019		**197,341,566**	**262,763**
Acquisition of Xenith IP Group Ltd (note 29)	15 August 2019	15,581,683	130,730
Performance and retention rights exercised	28 August 2019	510,320	-
Dividend reinvestment - final dividend (note 22)	18 September 2019	307,613	2,879
Dividend reinvestment - interim dividend (note 22)	13 March 2020	654,982	5,777
Balance at 30 June 2020		**214,396,164**	**402,149**

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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

Employee Share Trust

On 1 July 2017, IPH established the Employee Share Trust for the purpose of acquiring and allocating shares granted through the IPH Employee Incentive Plan. As at 30 June 2020, the number of shares held by the trust was 579,154 (2019: 175,917). The Trust acquired 510,320 shares on market during the year.

Share buy-back

There were no shares bought back during the year ended 30 June 2020.

Capital risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment.

The Group is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

Dividend reinvestment plan

The group operates a dividend reinvestment plan. The issue price is the average of the daily volume weighted average market price of all shares sold by normal trade during the 10 days trading days commencing on the second trading day following the dividend record date.

Note 20. Equity - reserves

	Consolidated	
	30 June 2020	30 June 2019
	$'000	$'000
Foreign currency reserve	3,342	3,858
Share-based payments reserve	7,149	4,453
Minority interest acquisition reserve	(14,814)	(14,814)
Other reserve	4,791	4,478
	468	**(2,025)**

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services. Specifically the reserve relates to performance rights issued by the Company to its employees under its LTIP.

Minority interest acquisition reserve
This reserve represents the difference between the amount by which non-controlling interests are adjusted and the fair value of the consideration paid or received, where there is no change in control and arose on the initial listing of IPH.

Other reserve
This reserve includes the following items:
- fair value gains or losses on investments in equity instruments designated as FVTOCI; and
- revaluation of hedging instruments.

Movements in reserves
Movements in each class of reserve during the current and previous financial year are presented in the Statement of Changes in Equity.

Note 21. Equity - retained profits

	Consolidated	
	30 June 2020	30 June 2019
	$'000	$'000
Retained profits at the beginning of the financial year	24,012	16,286
Profit after income tax expense for the year attributable to owners of IPH Limited	54,752	53,111
Transitional impact on adoption of AASB16 (note 2)	(2,183)	-
Dividends paid (note 22)	(56,536)	(45,385)
Retained profits at the end of the financial year	**20,045**	**24,012**

Note 22. Equity - dividends

		Consolidated	
	Cents per share	30 June 2020 $'000	30 June 2019 $'000
Interim dividend			
December 2018 - paid 13 March 2019	12.0	-	23,680
December 2019 - paid 13 March 2020	13.5	28,856	-
Final dividend			
June 2018 - paid 12 September 2018	11.0	-	21,705
June 2019 - paid 18 September 2019	13.0	27,680	-

On 20 August 2020, the Company declared an ordinary dividend of 15 cents per share (franked at 100%) to be paid on 18 September 2020. The dividend value is $32,159,425. No provision for this dividend has been recognised in the Statement of Financial Position as at 30 June 2020, as it was declared after the end of the financial year.

Dividend Reinvestment Plan
The Dividend Reinvestment Plan was active during the financial year. 962,595 shares were issued to participants totalling $8,656,199. The Dividend Reinvestment Plan did not operate during the comparative year.

Franking credits

	Consolidated	
	30 June 2020	30 June 2019
	$'000	$'000
Franking credits available for subsequent financial years based on a tax rate of 30%	9,100	1,750

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date.

Note 23. Financial instruments

Financial risk management objectives

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group's principal financial instruments, other than derivatives, comprise of cash and bank loan facilities. The main purpose of financial instruments is to manage liquidity and hedge the Group's exposure to financial risks, namely:

- foreign currency risk;
- interest rate risk;
- liquidity risk; and
- credit risk.

The Group uses derivatives to reduce the Group's exposure to fluctuations in interest rates and foreign exchange rates. These derivatives create an obligation or a right that effectively transfers one or more of the risks associated with an underlying financial instrument, asset or obligation. Derivative financial instruments that the Group uses to hedge its risks include:

- foreign exchange contracts; and
- interest rate swaps.

The Group does not trade in derivative instruments for speculative purposes. The Group uses different methods to measure the different types of risks to which it is exposed, including sensitivity analysis in the case of interest rate and foreign exchange and ageing analysis for credit risk.

i) Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. The focus is on minimising exposure to fluctuations in the rate of the United States Dollar ("USD") and the European Union's Euro ("EUR") which represent most of the Group's foreign currency exposure.

The Group's policy, with some minor exceptions, is not to hedge against foreign currency risk. The exceptions, which are outlined in the table below, relate to foreign currency contracts entered into by a number of the Group's acquired subsidiaries to hedge specific risks or transactions. The largest net position, against the USD, is less than 10% of this exposure.

30 June 2020	Foreign currency	Exchange rate ($)	< 3 months $'000	3 - 6 months $'000	> 6 months $'000	Fair value ($'000)
Current	**(000's)**					
Pay USD / receive AUD	USD 6,800	0.67	5,997	4,215	-	291
Pay USD / receive NZD[1]	USD 1,800	0.64	-	883	1,807	75
Pay EUR / receive AUD	EUR 977	0.60	1,081	537	-	18
						384

1 Converted to AUD equivalent at 30 June 2020 spot rate.

Forward exchange contracts were used in the prior year to hedge risk exposures which were not significant.

The Group's net asset exposure at the reporting date was as follows:

	A$'000	US$'000	€'000	S$000	NZD$000	Other[1]
30 June 2020						
Net asset exposure (Local Currency)	348,005	41,491	5,736	9,628	7,137	3,369
30 June 2019						
Net asset exposure (Local Currency)	243,718	13,208	1,750	9,075	6,402	3,754

1. Australian dollar equivalent.

The sensitivity of the Group's Australian dollar denominated Profit or Loss account and Statement of Financial Position to foreign currency movements is based on a 10% fluctuation (2019: 10% fluctuation) on the average rates during the financial year. This analysis assumes that all other variables including interest rates remain constant. A 10% movement in the average foreign exchange rates would have impacted the Group's profit after tax and equity as follows:

	10% Weakening		10% Strengthening	
	2020 $'000	2019 $'000	2020 $'000	2019 $'000
USD	5,046	1,881	(4,587)	(1,710)
Euro	744	283	(677)	(258)
SGD	729	955	(662)	(868)
NZD	667	608	(606)	(553)
Other currencies	337	375	(306)	(341)
Net exposure to foreign currency risk	**7,523**	**4,102**	**(6,838)**	**(3,730)**

Note 23. Financial instruments (Cont)

Interest rate risk
The Group's main interest rate risk arises from its borrowings. Borrowings issued at variable rates expose the Group to interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group's policy is to seek to reduce its interest rate exposure using interest rate swaps. Instruments in place at year end are summarised in the table below:

	Carrying amount ($'000)	Notional amount ($'000)	Hedge ranges % p.a.	Average maturity profile years
As at 30 June 2020				
Interest rate swaps	(774)	50,000	0.79-0.92	<5

The group did not enter into any interest rate swaps during the 2019 financial year.

As at the reporting date, the Group had the following variable rate borrowings outstanding:

	30 June 2020		30 June 2019	
Consolidated	**Weighted average %**	**Balance $'000**	**Weighted average %**	**Balance $'000**
Multicurrency loan facility	1.87	151,238	3.70	65,470
Net exposure to cash flow interest rate risk		**151,238**		**65,470**

ii) Liquidity risk
Liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.
The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

iii) Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group may obtain payment in advance or restrict the services offered where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Statement of Financial Position and notes to the financial statements. The Group does not have any material credit risk exposure to any single debtor or group of debtors and does not hold any collateral.

iv) Price risk
The Group is not exposed to any significant price risk.

Offsetting financial assets and financial liabilities
The Group presents its derivative assets and liabilities on a gross basis.

Derivative financial instruments

Fair value hedge

A fair value hedge is a hedge of the exposure to changes in fair value of an asset or liability that is attributable to a particular risk and could affect the Statement of Comprehensive Income. Changes in the fair value of derivatives (hedging instruments) that are designated as fair value hedges are recorded in profit or loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk (hedged item).

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to profit or loss over the period to maturity using a recalculated effective interest rate.

Cashflow hedge

A cash flow hedge is a hedge of the exposure to variability in cash flows attributable to a particular risk of a highly probable forecast transaction or a recognised asset or liability. The effective portion of changes in the fair value of derivatives that are designated as cash flow hedges is recognised in other comprehensive income in equity via the cash flow hedge reserve. Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss. Any gain or loss related to ineffectiveness is recognised in profit or loss immediately.

At inception of a hedge relationship the Group formally designates and documents the relationship between the hedging instrument and the hedged item, along with the risk management objectives and strategy for undertaking the hedge transaction. Both at inception and an ongoing basis that the hedging instrument is effective in offsetting changes in cash flows and fair values of the hedged item attributable to the hedged risk, which is when the hedging relationship meets all of the following hedge effectiveness requirements:
— an economic relationship between the hedged item and the hedging instrument;
— effect of credit risk does not dominate the value changes that result from that economic relationship; and
— hedge ratio of the designated hedge is the same; that is the Group hedges the same quantity of the hedging instrument and the hedged item.

Hedge accounting is discontinued when the hedging instrument expires, is terminated, is no longer in an effective hedge relationship, or the forecast transaction is no longer expected to occur. The fair value gain or loss of derivatives recorded in equity is recognised in profit or loss over the period that the forecast transaction is recorded in profit or loss. If the forecast transaction is no longer expected to occur, the cumulative gain or loss in equity is recognised in profit or loss immediately.

Note 23. Financial instruments (Cont)

Effects of hedge accounting on the financial position and performance

The effects of the interest rate swaps on the group's financial position and performance are as follows:

	$'000 30 June 2020	$'000 30 June 2019
Carrying amount (non-current liability)	(774)	-
Notional amount	50,000	-
Maturity date	2023	-
Hedge ratio	1:1	-
Change in fair value of outstanding hedging instruments since inception of hedge	(774)	-
Change in value of hedged item used to determine hedge effectiveness	774	-
Weighted average hedged rate for the year	1.55%	-

The group has the following derivative financial instruments in the following line items in the Statement of Financial Position:

	$'000 30 June 2020	$'000 30 June 2019
Current assets		
Foreign exchange contracts - fair value hedges	384	-
	384	**-**
Non-current liabilities		
Interest rate swaps - cash flow hedges	774	
	774	**-**

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

The cash flows in the maturity analysis below are not expected to occur significantly earlier than contractually disclosed below.

Consolidated - 30 June 2020	Weighted average %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	15,064	-	-	-	15,064
Sundry creditors and accruals	-	9,669	-	-	-	9,669
Interest-bearing - variable						
Lease liabilities	4.23%	14,901	14,087	20,170	13,546	62,704
Multi-option facility	1.87%	2,828	152,888	-	-	155,716
Total non-derivatives		**42,462**	**166,975**	**20,170**	**13,546**	**243,153**

Consolidated - 30 June 2019	Weighted average %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	9,203	-	-	-	9,203
Other payables and accruals	-	9,671	-	-	-	9,671
Interest-bearing - variable						
Multicurrency loan facility	3.70%	2,422	2,422	67,892	-	72,736
Total non-derivatives		**21,296**	**2,422**	**67,892**	**-**	**91,610**

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 Unobservable inputs for the asset or liability.

The Board considers that the carrying amount of financial assets and financial liabilities recognised in the financial statements approximate their fair value.

Note 23. Financial instruments (Cont)

The table below shows the assigned level for each asset and liability held at fair value by the Group:

Consolidated - 30 June 2020	**Level 1 $'000**	**Level 2 $'000**	**Level 3 $'000**	**Total $'000**
Financial assets measured at fair value				
Forward foreign exchange contracts	-	384	-	384
Total current assets	**-**	**384**	**-**	**384**
Financial liabilities measured at fair value				
Interest rate swaps	-	774	-	774
Total non-current liabilities	**-**	**774**	**-**	**774**

Consolidated - 30 June 2019	**Level 1 $'000**	**Level 2 $'000**	**Level 3 $'000**	**Total $'000**
Current assets				
Investment in shares	39,194	-	-	39,194
Total current assets	**39,194**	**-**	**-**	**39,194**

Note 24. Key management personnel disclosures

Compensation
The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Short-term employee benefits	2,979,854	2,295,177
Post-employment benefits	117,899	95,911
Long-term benefits	129,347	66,302
Share-based payments	1,016,866	695,821
	4,243,966	**3,153,211**

Note 25. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Deloitte Touche Tohmatsu, the auditor of the Company, and unrelated firms:

	Consolidated	
	30 June 2020 $	**30 June 2019 $**
Audit services - Deloitte Touche Tohmatsu (Australia)		
Audit or review of the financial statements	522,000	341,000
Other assurance services	17,500	4,080
	539,500	**345,080**
Deloitte Touche Tohmatsu (Singapore)		
Audit or review of the financial statements	65,232	58,302
	65,232	**58,302**
Audit services - unrelated firms		
Audit or review of the financial statements	45,984	44,968
Other services - unrelated firms		
Corporate and taxation services	147,500	187,435
	193,484	**232,403**

Note 26. Contingent liabilities

The Group has given bank guarantees in respect of leased office premises as at 30 June 2020 of $12,813,000 (2019: $6,100,000).

Note 27. Related party transactions

Parent entity
IPH Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 31.

Key management personnel
Disclosures relating to key management personnel are set out in note 24 and the remuneration report in the Directors' report.

Transactions with related parties
There were no additional transactions with related parties.

Note 28. Parent entity information

Set out below is the supplementary information about the parent entity.

	Parent	
	30 June 2020	**30 June 2019**
	$'000	**$'000**
Statement of profit or loss and other comprehensive income		
Profit after income tax	45,743	37,000
Other comprehensive income	313	4,478
	46,056	**41,478**
Statement of financial position		
Total current assets	116,543	93,860
Total assets	503,290	354,195
Total current liabilities	3,874	4,027
Total liabilities	87,859	71,417
Equity		
Issued capital	402,149	262,763
Share-based payments reserve	9,450	5,705
Other Reserves	4,792	4,478
Retained earnings	(960)	9,832
	415,431	**282,778**

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

Other than the security provided for the debt facility agreement as disclosed in note 17, the parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2020 apart from being party to the deed of cross guarantee as detailed in Note 35.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2020.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2020.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2.

Note 29. Business combinations

Acquisitions undertaken in the year ended 30 June 2020

Xenith IP Group Ltd

On 15 August 2019, the Group acquired the remaining 80.1% of the ordinary shares of Xenith IP Group Limited (XIP) which it did not already own under the terms of a Scheme of Arrangement valued at $2.15 per Xenith share. At the date of acquisition the carrying value of the intial investment in XIP was $38,129,622. The Group acquired the remaining shares for $176,806,120. The consideration was settled by way of issue of 15,581,683 IPH shares and cash facilities of $46,075,800, funded by a drawdown on IPH's existing debt facility.

The acquired business contributed revenues of $107.5m and profit after tax of $9.5m to the Group for the period from 15 August 2019 to 30 June 2020. For the period prior to ownership from 1 July to 14 August 2019, the acquired business generated revenues of $13.4m and a loss after tax of $3.6m. The loss after tax is due to costs and adjustments associated with the acquisition by IPH and is not representative of ongoing business.

Consideration transferred

The following table summarises the acquisition date fair value of each major class of consideration transferred.

	$'000
Cash	46,076
Equity instruments (15,581,683 ordinary shares)	130,730
Total consideration transferred on acquisition date	**176,806**
Recognition of existing investment in XIP as part of acquisition value	38,130
Total acquisition value	**214,936**

The Group incurred acquisition related costs in the year of $416,000. These costs have been included in business acquisition expenses.

Equity instruments issued

$130,730,320 of the purchase price was settled by way of the issue of 15,581,683 ordinary shares in IPH to the vendors of XIP. The shares issued have been recorded in the financial statements at the acquisition date fair value of $8.39 per share.

Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition.

	Fair value $'000
Cash and cash equivalents	5,752
Trade and other receivables	25,044
Other assets	7,814
Property, plant and equipment	9,634
Right-of-use assets	20,222
Intangible assets - customer relationships	120,100
Intangible assets - trademarks	14,600
Current tax liabilities	(115)
Deferred tax liabilities	(31,305)
Trade and other payables	(11,045)
Provisions	(8,565)
Borrowings	(21,100)
Interest bearing lease liabilities	(28,344)
Other creditors	(1,676)
Net assets acquired	101,016
Goodwill	113,920
Acquisition-date fair value of total consideration transferred	**214,936**
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of total consideration transferred	214,936
Less: shares issued by company as part of consideration	(130,730)
Less: existing investment in XIP	(38,130)
Less: cash and cash equivalents acquired	(5,752)
Net cash used	**40,324**

The acquisition accounting has been finalised. Since provisionally reported at 31 December 2019, adjustments to the opening tax values resulted in an increase in deferred tax liabilities of $1.4m and a corresponding increase in goodwill of the same amount.

Note 30. Events after the reporting period

There were no significant events post 30 June 2020 that have impacted on the Group.

Note 31. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policies described in note 2:

Name	Principal place of busines/Country of incorporation	Principal activities	Ownership interest 30 June 2020	Ownership interest 30 June 2019
AJ Park IP Ltd	New Zealand	Patent attorneys	100%	100%
AJ Park IP Pty Ltd	Australia	Patent attorneys	100%	100%
AJ Park Law Ltd[5]	New Zealand	Lawyers	0%	0%
Beijing Pat SF Intellectual Property Agency Co Ltd[5]	China	Patent attorneys	0%	0%
GH Law Pty Ltd[2,3,6]	Australia	Lawyers	100%	0%
GH PTM Pty Ltd[2,3,6]	Australia	Patent attorneys	100%	0%
Glasshouse Advisory Pty Ltd[2,3,6]	Australia	Non trading entity	100%	0%
Griffith Hack Holdings Pty Ltd[2,3,6]	Australia	Non trading entity	100%	0%
Intellectual Property Management Pty Ltd[2,3,6]	Australia	Non trading entity	100%	0%
IPH Holdings (Asia) Pte Ltd	Singapore	Non trading entity	100%	100%
IPH Services Pty Ltd[2,3]	Australia	Support services	100%	100%
IPH (Thailand) Ltd[4]	Thailand	Non trading entity	49%	49%
Pizzeys Patent & Trade Mark Attorneys Pty Ltd[2,3]	Australia	Patent attorneys	100%	100%
Pizzeys Pte Ltd	Singapore	Patent attorneys	100%	100%
Practice Insight Pty Limited[2,3]	Australia	Data analysis and software	100%	100%
PT Spruson Ferguson Indonesia	Indonesia	Patent attorneys	100%	100%
Shelston IP Lawyers Pty Ltd[2,3,6]	Australia	Lawyers	100%	0%
Shelston IP Pty Ltd[2,3,6]	Australia	Patent attorneys	100%	0%
Spruson & Ferguson (Asia) Pte Limited	Singapore	Patent attorneys	100%	100%
Spruson & Ferguson (Hong Kong) Ltd	Hong Kong	Patent attorneys	100%	100%
Spruson & Ferguson Intellectual Property Agency (Beijing) Company Ltd	China	Patent attorneys	100%	100%
Spruson & Ferguson Lawyers Pty Limited[2,3]	Australia	Lawyers	100%	100%
Spruson & Ferguson Limited	Hong Kong	Non trading entity	100%	100%
Spruson & Ferguson Ltd	Thailand	Patent attorneys	100%	100%
Spruson & Ferguson (M) SDN BHD	Malaysia	Patent attorneys	100%	100%
Spruson & Ferguson (NSW) Pty Limited[2,3]	Australia	Non trading entity	100%	100%
Spruson & Ferguson Pty Limited[2,3]	Australia	Patent attorneys	100%	100%
Spruson & Ferguson (Shanghai) Ltd	China	Patent attorneys	100%	100%
Watermark Advisory Services Pty Ltd[2,3,6]	Australia	Non trading entity	100%	0%
Watermark Australasia Pty Ltd[2,3,6]	Australia	Non trading entity	100%	0%
Watermark Holdings Pty Ltd[2,3,6]	Australia	Non trading entity	100%	0%
Watermark Intellectual Property Lawyers Pty Ltd[2,3,6]	Australia	Lawyers	100%	0%
Watermark Intellectual Property Pty Ltd[2,3,6]	Australia	Patent attorneys	100%	0%
WiseTime GmbH	Germany	Data analysis and software	100%	100%
Xenith IP Group Pty Ltd[2,3,6]	Australia	Non trading entity	100%	0%
Xenith IP Services Pty Ltd[2,3,6]	Australia	Support services	100%	0%

1. IPH Limited is the head entity within the tax consolidated group.
2. These companies are members of the tax consolidated group.
3. These wholly owned subsidiaries entered into a deed of cross guarantee with IPH limited pursuant to ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 and are relieved from the requirements to prepare and lodge an audited financial report (note 39).
4. The Group holds 90.6% of the voting rights and thus has control of this entity.
5. These entities have Alliance Agreements with Group entities which results in consolidation in the IPH Group for Accounting purposes.
6. These entites were acquired by IPH Group in the financial year ended 30 June 2020.

Note 32. Reconciliation of profit after income tax to net cash from operating activities

	Consolidated	
	30 June 2020	30 June 2019
	$'000	$'000
Profit after income tax expense for the year	54,752	53,111
Adjustments for:		
Depreciation and amortisation	34,481	12,655
Impairment of Intangible assets	1,600	-
Onerous lease and write downs	3,704	-
Unrealised foreign exchange	1,556	536
Interest on lease liabilities	2,268	-
Share-based payments	2,180	2,200
Change in operating assets and liabilities:		
Decrease/(Increase) in trade and other receivables	(682)	(7,787)
(Increase) in deferred tax assets	(9,100)	(3,718)
Decrease/(Increase) in other assets	6,291	(2,179)
(Decrease)/Increase in trade and other payables	(3,658)	4,115
(Decrease)/increase in provision for income tax	(4,402)	3,906
Increase in other liabilties	-	(202)
(Decrease) in deferred revenue	(53)	(926)
Increase/(Decrease) in provisions	881	(161)
Net cash from operating activities	**89,818**	**61,549**

Note 33. Earnings per share

	Consolidated	
	30 June 2020	30 June 2019
	$'000	$'000
Profit after income tax	54,752	53,111
Profit after income tax attributable to the owners of IPH Limited	**54,752**	**53,111**

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	211,828,389	197,341,566
Options over ordinary shares	755,802	1,193,492
Weighted average number of ordinary shares used in calculating diluted earnings per share	212,584,191	198,565,456

	Cents	Cents
Basic earnings per share	25.85	26.91
Diluted earnings per share	25.76	26.75

Note 34. Share-based payments

On 24 October 2014, the Long Term Incentive Plan ('LTIP') was adopted by the Board of Directors and was established to attract, motivate and retain key staff. Participation in the LTIP is at the Board's discretion and no individual has a contracted right to participate in the LTIP or to receive any guaranteed benefits.

Retention rights

Each retention right issued under the LTIP converts into one ordinary share of IPH Limited on exercise. No amounts are paid or payable by the recipient of the retention right, and the retention rights carry neither rights to dividends nor voting rights. The retention rights are treated as in substance options and accounted for as share-based payments.

A portion of the aggregate retention rights granted will vest at each twelve month anniversary of the grant date; vesting is conditional on continued employment.

Set out below are summaries of the rights granted under the plan:

Grant Date	Vesting Date	Exercise price	Balance at the start of year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
19 August 2016	1 August 2019	$0.00	73,411	-	(70,303)	(3,108)	-
Total Retention Rights			**73,411**	**-**	**(70,303)**	**(3,108)**	**-**

Revised IPH Limited Employee Incentive Plan - November 2016

A new incentive plan, the IPH Limited Employee Incentive Plan (the "Incentive Plan"), was approved at the AGM on 16 November 2016. This plan replaces the existing Long Term Incentive Plan and Retention Rights Plan. Each performance right issued under the Incentive Plan converts into one ordinary share of IPH Limited on exercise. No amounts are paid or payable by the recipient of the performance right, and the performance rights carry neither rights to dividends nor voting rights. The performance rights are treated as in substance options and accounted for as share-based payments.

The conditions attached to rights issued under the Incentive Plan can be in the form of a retention requirement or other Key Performance Indicator (KPI) metric for the Group, business unit and individual.

Movement in Performance Rights issued under the new Incentive Plan during the financial year were:

Grant Date	Final vesting date	Exercise price	Balance at the start of year	Granted	Exercised	Expired/ forfeited/	Balance at the end of the year
Retention - 7 Jun 17	1 June 2020[1]	$0.00	10,684	-	-	(10,684)	-
Retention - 22 Feb 18	5 Feb 2021[1]	$0.00	3,685	-	(1,382)	(2,303)	-
Retention - 7 May 18	9 Apr 2022[2]	$0.00	43,479	-	(14,493)	(14,493)	14,493
KPI - FY19[3]	31 Aug 2019	$0.00	717,396	-	(709,487)	(7,909)	-
KPI - FY20[4]	31 Aug 2020	$0.00	-	905,496	-	(569,610)	335,886
Total Performance Rights			**775,244**	**905,496**	**(725,362)**	**(604,999)**	**350,379**

1. Annual vesting at the following rates: 20% first vesting date, 30% second and 50% final vesting date
2. Annual vesting of 25% of the award
3. Rights were issued in 3 tranches with grant dates of 6 Sept 18, 26 Nov 18 and 28 Feb 18
4. Rights were issued in 3 tranches with grant dates of 11 Oct 19, 1 Nov 19 and 4 Dec 19

The performance rights that vest are converted into shares and held on behalf of the employee in in the IPH Employee Share Trust for a further three years. The employees receive dividends whilst the shares are in trust but are unable to trade the shares. Shares are forfeited should the employee cease to be an employee during the three year holding period. A share based payment charge is recognised in the profit and loss account during this period of restriction.

IPH Executives - Long Term Incentive

An executive long term incentive was introduced during FY18. Performance rights vest subject to achievement of a minimum compound annual growth rate in EPS over the performance period. The Board will determine a target for EPS for the performance period. For vesting to occur, EPS for the performance period must be at least equal to the Minimum EPS Target.

EPS Targets for the FY18 and FY19 plans are:
- Minimum EPS Target: 7% CAGR in EPS over the three year performance period ending on 30 June; and
- EPS Target: 15% CAGR in EPS over the three year performance period ending on 30 June.

Vesting of Rights is as follows:
Less than 7% CAGR in EPS over the Performance Period - Nil vesting
Equal to 7% CAGR in EPS over the performance Period - 20% vesting
Greater than 7% CAGR in EPS up to and including 10% CAGR - straight line vesting between 20% and 65%
Greater than 10% CAGR in EPS up to and including 15% CAGR - straight line vesting between 65% and 100%
At or above 15% CAGR in EPS over the Performance Period - 100% vesting

Note 34. Share-based payments (Cont)

EPS Targets for the FY20 plan:
- Minimum EPS Target: 5% CAGR in EPS over the three year performance period ending on 30 June;
- EPS Target: 12.5% CAGR in EPS over the three year performance period ending on 30 June.

Vesting of Rights is as follows:
Less than 5% CAGR in EPS over the Performance Period - Nil vesting
Equal to 5% CAGR in EPS over the performance Period - 25% vesting
Greater than 5% CAGR in EPS up to and including 12.5% CAGR - pro-rated vesting on a straight line basis
At or above 12.5% CAGR in EPS over the Performance Period - 100% vesting

Grant Date	Final vesting date	Exercise price	Balance at the start of year	Granted	Exercised	Expired/ forfeited/	Balance at the end of
LTI - 20 Nov 17	1 Sept 2020	$0.00	288,811	-	-	(72,203)	216,608
LTI - 26 Nov 18	1 Sept 2021	$0.00	366,493	-	-	(29,802)	336,691
LTI - 22 Nov 19	1 Sept 2022	$0.00	-	377,044	-	-	377,044
Total LTI Performance Rights			**655,304**	**377,044**	**-**	**(102,005)**	**930,343**

Fair value of retention and performance rights granted

The weighted average share price during the financial year was $8.19 (2019: $6.01).
The weighted average remaining contractual life of rights outstanding at the end of the financial year was 1.04 years (2019: 0.9 years)
The weighted fair value of the rights granted during the year is $7.71 (2018: $5.15)

Valuation model inputs used to determine the fair value of rights at the grant date, are as follows:

Initial Incentive Plan - Oct 2014

Grant Date	Vesting Date	Share price at grant date	Exercise price	Dividend yield	Fair value at grant date
Retention rights					
19 August 2016[1]	30 June 2019	$5.80	$0.00	4.00%	$5.17

Revised IPH Limited Incentive Plan - November 2016

Professional Staff and Senior Management

Grant Date	Vesting Date	Share price at grant date	Exercise price	Dividend yield	Risk-free interest rate	Fair value at grant date
IPH Limited Employee Incentive Plan						
Retention - 22 Feb 18[1,2]	5 Feb 2021	$3.74	$0.00	6.30%	2.00%	$3.25
Retention - 7 May 18[2,3,]	9 April 2022	$3.86	$0.00	6.30%	2.08%	$3.32
KPI FY19 - 6 Sept	31 Aug 2019	$5.65	$0.00	5.20%	1.94%	$5.37
KPI FY19 - 26 Nov	31 Aug 2019	$5.40	$0.00	5.20%	1.91%	$5.19
KPI FY19 - 28 Feb	31 Aug 2019	$6.06	$0.00	4.80%	1.73%	$5.91
KPI FY20 - 11 Oct	31 Aug 2020	$8.16	$0.00	3.90%	0.70%	$7.88
KPI FY20 - 1 Nov	31 Aug 2020	$8.05	$0.00	3.90%	0.83%	$7.79
KPI FY20 - 4 Dec	31 Aug 2020	$8.07	$0.00	3.90%	0.77%	$7.84

1. Annual vesting at the following rates: 20% first vesting date, 30% second and 50% final vesting date.
2. Risk free interest rate and fair value at grant date are at the weighted average of the rights issued.
3. Annual vesting of 25% of the award.

IPH Executives - Long Term Incentive

Grant Date	Vesting Date	Share price at grant date	Exercise price	Expected Volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
LTI - 20 Nov 2017	1 Sept 2020	$5.64	$0.00	32.00%	5.00%	1.89%	$4.91
LTI - 26 Nov 2018[1]	1 Sept 2021	$5.40	$0.00		5.20%	2.07%	$4.68
LTI - 22 Nov 2019[1]	1 Sept 2022	$8.20	$0.00		3.90%	0.74%	$7.36

1. Expected volatility not included in this valuation.

Amounts recognised in the Financial Statements

During the financial year ended 30 June 2020, an expense of $2,180,000 was recognised in the Statement of Profit or Loss in relation to equity settled share based payment awards. (June 2019: $2,200,000)

Note 35. Deed of cross guarantee

The members of the Group party to the deed of cross guarantee are detailed in note 31. The consolidated Statement of Profit or Loss and Other Comprehensive Income and consolidated Statement of Financial Position of the entities party to the deed of cross guarantee are:

	30 June 2020 $'000	30 June 2019 $'000
Revenue	220,755	114,690
Other income	44,146	43,781
Expenses		
Employee benefits expense	(79,969)	(36,319)
Depreciation of right-of-use assets	(6,119)	-
Depreciation and amortisation of fixed assets and intangibles	(24,472)	(8,614)
Occupancy expenses	(711)	(3,396)
Business acquisition costs	(1,120)	(3,583)
Agent fee expenses	(66,632)	(34,300)
Insurance expenses	(1,334)	(1,129)
Travel expenses	(1,369)	(1,379)
Other expenses	(17,724)	(8,982)
Finance costs	(6,473)	(2,669)
Profit before income tax expense	**58,978**	**58,100**
Income tax expense	(12,098)	(10,645)
Profit after income tax expense for the year	**46,880**	**47,455**
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss		
Other comprehensive income for the year, net of tax	313	4,478
Total comprehensive income for the year	**47,193**	**51,933**
Profit for the year is attibutable to:		
Owners of IPH Limited	46,880	47,455
Profit after income tax expense for the year	**46,880**	**47,455**
Total comprehensive income for the year is attibutable to:		
Owners of IPH Limited	47,193	51,933
Profit after income tax expense for the year	**47,193**	**51,933**

Note 35. Deed of cross guarantee (Cont)

	30 June 2020 $'000	30 June 2019 $'000
Current assets		
Cash and cash equivalents	63,970	16,112
Trade and other receivables	58,273	49,409
Other assets	7,536	45,086
Total current assets	**129,779**	**110,607**
Non-current assets		
Property, plant and equipment	9,794	3,271
Right-of-use assets	27,509	-
Intangibles	284,201	175,044
Investments in subsidiaries	98,878	91,488
Deferred tax	21,755	7,660
Total non-current assets	**442,136**	**277,463**
Total assets	**571,915**	**388,070**
Current liabilities		
Trade and other payables	16,990	10,256
Income tax	(4,361)	4,576
Provisions	15,898	6,673
Interest bearing lease liabilities	6,567	-
Deferred revenue	1,832	121
Total current liabilities	**36,926**	**21,626**
Non-current liabilities		
Borrowings	151,238	65,470
Deferred tax liability	40,735	20,929
Interest bearing lease liabilities	32,748	-
Other financial liabilities	774	-
Provisions	2,791	4,724
Total non-current liabilities	**228,286**	**91,123**
Total liabilities	**265,212**	**112,749**
Net assets	**306,703**	**275,321**
Equity		
Issued capital	289,574	262,748
Reserves	9,261	958
Retained profits	7,868	11,615
Total equity	**306,703**	**275,321**

IPH LIMITED
ABN 49 169 015 838
DIRECTORS DECLARATION

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2020 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

At the date of this declaration, the company is within the class of companies affected by ASIC Corporations (Wholly-owned Companies) Instrument 2016/785. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee.

In the directors' opinion, there are reasonable grounds to believe that the company and the companies to which the ASIC Corporations Instrument applies, as detailed in note 35 to the financial statements, will as a group, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.

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

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

On behalf of the Directors

Andrew Blattman
Managing Director
20 August 2020
Sydney

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Independent Auditor's Report to the Members of IPH Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of IPH Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. 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 Group in accordance with the auditor independence requirements of 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 (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

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 for the current period. These matters were 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 these matters.

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Key Audit Matter	How the scope of our audit responded to the Key Audit Matter

Recoverability of goodwill and intangible assets
 	
As at 30 June 2020, goodwill and indefinite life intangible assets totalled $298.0 million and $180.5 million respectively, of which $68.2 million relates to the Pizzeys cash generating unit ("CGU"), and $37.0 million relates to the Shelston CGU as disclosed in note 13(c).
 	
As set out in note 13(c), for the Pizzeys CGU, a decline in the 4 year EBITDA CAGR from 4.9% to 1.5% or an increase in the post tax discount rate from 10.5% to 11.4% would result in the carrying value of the Pizzeys CGU being equal to the recoverable amount.
 	
Similarly, as also set out in note 13(c), for the Shelston CGU, a decline in the EBITDA CAGR from 5.9% to 3.7% or an increase in the post tax discount rate from 10.5% to 11.1% would result in the carrying value of the Shelston CGU being equal to the recoverable amount.
 	
The determination of the recoverable amount of goodwill and intangible assets is complex and requires management to exercise significant judgement in particular in determining the key assumptions used in cash flow projections, such as:
 	
• short term budgeted revenue and EBITDA, particularly in light of current economic uncertainty caused by COVID-19;
• long term growth rates; and
• discount rates.
	Our procedures performed in conjunction with our valuation specialists, included, but were not limited to:
	
	o obtain an understanding of management's process to assess the recoverable amount of goodwill and intangible assets including the preparation of discounted cash flows models, and budgeting and forecast processes;
	
	o assessing the appropriateness of management's discounted cash flow ("DCF") models;
	
	o agreeing the cash flow projections used in the DCF model to Board approved forecasts;
	
	o consideration of the impact of COVID-19 on current year actual cash flows and future forecast cash flows, with specific focus on revenue and EBITDA forecasts;
	
	o assessing the historical accuracy of management's forecasting by comparing actual results to budgeted results for preceding years;
	
	o challenging the key assumptions and estimates used by management in their DCF models, including:
	
	    o analysis of long term growth rates by reference to industry data and external economic outlook; and
	
	    o determining our independent expectation of an appropriate discount rate range;
	
	o challenging and evaluating the appropriateness of management's sensitivity analysis; and
	
	o evaluating the appropriateness of disclosures made in the financial report against the relevant accounting standards.

Accounting for the acquisition of Xenith IP Group Pty Ltd ("XIP") As disclosed in note 29, on 15 August 2019 IPH Limited acquired XIP and in accordance with the requirements of AASB 3 Business Combinations ("AASB 3") IPH have recorded the fair value of the assets acquired and assumed liabilities on acquisition date. The consideration was $214.9 million and goodwill of $113.9 million was recognised on acquisition. Accounting for an acquisition is a complex and judgemental exercise, requiring management to determine: • the fair value of the total purchase consideration including any deferred amounts; • the identifiable intangible assets such as customer contracts and relationships, to be recognised separately from goodwill; and	Our procedures performed in conjunction with our valuation specialists, included, but were not limited to: o obtaining a detailed understanding of the terms and conditions of the Scheme of Implementation Deed including the relevant purchase consideration and assessed management's accounting treatment; o evaluating the competence, capability and objectivity of management's external expert and performing a detailed review of their signed valuation report to understand the scope of their engagement and any limitations in the report; o challenging the appropriateness of the values attributed to the acquired intangible assets assumed by:

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Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
• the allocation of goodwill to the CGUs that are expected to benefit from the synergies of the business combination.	○ assessing the identification and valuation of customer relationships and the appropriateness of the amortisation rate; ○ analysing cash flow assumptions including revenue growth rates, gross margin and contributory asset charges; ○ assessing the discount rate used and challenging the reasonableness of the valuation outputs; ○ challenging management's qualitative and quantitative basis for the allocation of the acquired goodwill; and ○ evaluating the appropriateness of disclosures made in the financial report against the relevant accounting standards.

Other Information

The directors are responsible for the other information. The other information comprises the Directors' Report, which we obtained prior to the date of this auditor's report, and also includes the following information which will be included in the Group's annual report (but does not include the financial report and our auditor's report thereon): the Chairman's Letter, Chief Executive Officer's Report, Board of Directors and Shareholders Information, which is expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, 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. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Chairman's Letter, Chief Executive Officer's Report, Board of Directors and Shareholders Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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.

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As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in section 5 of the Directors' Report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of IPH Limited for the year ended 30 June 2020, complies with section 300A of the *Corporations Act 2001*.

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

DELOITTE TOUCHE TOHMATSU

H Fortescue
Partner
Chartered Accountants
Sydney, 20 August 2020