

APPENDIX 4E Preliminary Final Report

Name of entity:	Pact Group Holdings Ltd
ABN:	55 145 989 644

Year ended (‘current period’)	Year ended (‘previous corresponding period’)
30 June 2018	30 June 2017

Results for announcement to the market

\$'000

Revenue from ordinary activities	Up	13.6%	to	1,685,387
Net profit from ordinary activities after tax attributable to members	Down	17.5%	to	74,488
Net profit for the period attributable to members	Down	17.5%	to	74,488

Dividends	Amount per security	Franked amount per security	Total dividend amount (\$'000)
Current year to 30 June 2018			
Final Dividend (per ordinary share)	11.50 cents	7.48 cents	38,236
Interim Dividend (per ordinary share)	11.50 cents	7.48 cents	38,236
Prior year to 30 June 2017			
Final Dividend (per ordinary share)	11.50 cents	7.48 cents	34,412
Interim Dividend (per ordinary share)	11.50 cents	7.48 cents	34,412

Record date for determining entitlements to the dividend:	Ordinary shares	23 August 2018
Payment date of dividend:	Ordinary shares	4 October 2018

	Current period	Previous corresponding period
Net tangible asset backing per ordinary security ⁽¹⁾	\$0.00	\$(0.48)

⁽¹⁾ Net tangible assets excludes goodwill and other intangible assets (refer to Note 3.2 in the Full Year Consolidated Financial Report).

For the profit commentary and any other significant information needed by an investor to make an informed assessment of the results for Pact Group Holdings Ltd ('Pact') please refer to the accompanying Full Year Consolidated Financial Report.



Jonathon West
Company Secretary

Dated: 15 August 2018

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

Pact Group Holdings Ltd

Results for the year ended 30 June 2018

The Group has reported sales revenue of \$1,674.2 million for the year ended 30 June 2018, up 13% compared to the prior corresponding period (pcp). Statutory net profit after tax (Statutory NPAT) for the year was \$74.5 million, compared to \$90.3 million in the pcp. NPAT before significant items (NPAT)³ for the year was \$94.7 million (pcp: \$100.0 million).

SUMMARY

- Sales revenue up 13.5% to \$1,674.2 million (pcp: \$1,475.3 million)
- EBITDA¹ up 1.8% to \$237.3 million (pcp: \$233.1 million)
- EBIT² of \$164.5 million (pcp: \$169.4 million) impacted by higher depreciation and amortisation of \$9.0 million
- NPAT³ of \$94.7 million (pcp: \$100.0 million)
- EBITDA impacts of \$13.0 million from higher raw material input costs and Australian energy costs in the second half, partially mitigated by cost recovery in the market
- Strong revenue and earnings growth from strategic growth initiatives, in line with expectations
 - Australian crate pooling business fully commissioned with financial returns in line with expectations
 - Integration of Asian acquisition well advanced and progressing to schedule
- Stable underlying volume supported by portfolio diversity
 - Solid underlying revenue growth in the contract manufacturing, sustainability and infrastructure sectors
 - Lower materials handling volumes due to raw material shortages and timing of Government projects
 - Lower rigid packaging volumes impacted by a major customer plant closure and drought conditions in Australia
- Strong focus on efficiency and operational effectiveness
 - Transformation of the Australian rigid packaging network commenced with two plants closed and management structures realigned
 - Efficiency benefits from operational excellence programs delivered
- Adverse impact from foreign exchange movements
- Continued strong cash generation and a robust balance sheet – gearing⁴ of 2.5x and interest cover⁵ of 7.4x
- Final ordinary dividend of 11.5 cents per share, franked to 65% - total dividends for the year of 23.0 cents per share, in line with the pcp

Key Financial Highlights - \$millions	FY2018	FY2017	Change %
Sales Revenue	1,674.2	1,475.3	13.5%
EBITDA¹	237.3	233.1	1.8%
EBIT²	164.5	169.4	(2.9%)
NPAT³	94.7	100.0	(5.3%)
Statutory NPAT	74.5	90.3	(17.5%)
Total Dividends – cents per share	23.0	23.0	-

Note: EBITDA, EBIT and NPAT are non-IFRS financial measures and have not been subject to audit by the Company's external auditor. Refer to page 10 for definitions.

BUSINESS HIGHLIGHTS

- Strong revenue and earnings growth delivered from transformational growth initiatives, including contributions from the Asian Acquisition (acquired 15 February 2018, with CSI Nepal completed on 25 May 2018); the acquisition of ECP Industries (completed 30 November 2017); the new Australian crate pooling business supporting fresh produce supply to Woolworths (commissioned August 2017); and incremental contributions from the acquisition of contract manufacturers APM and Pascoe's made in the prior year.
- Continued diversification in the Group's product and service portfolio and geographic reach through acquisition:
 - Enhancement of the Group geographic diversity following the completion of the acquisition of the Asian packaging operations (excluding Japan) of Closure Systems International and the Guangzhou China facility of Graham Packaging Company. The acquisition is strongly aligned with the Group's capability in rigid packaging, builds scale to the existing footprint in Asia and significantly enhances customer diversity, manufacturing, technology and management capability to accelerate growth within the region.
 - Acquisition completed of ECP Industries, a West Australian based intermediate bulk container and tank reconditioning business, providing national coverage and attractive growth opportunities in the Group's sustainability businesses.
 - Strategic growth in asset pooling with the announcement of the acquisition of TIC Retail Accessories Pty Ltd (TIC), a provider of innovative and sustainable closed loop plastic garment hanger and accessories re-use services. This acquisition leverages the Group's demonstrated capability in closed loop asset pooling and plastics manufacturing, adding further scale to the Group's portfolio and expanding its Asian platform. The acquisition is expected to complete on 1 October 2018, subject to customary conditions.
- Organic growth delivered in Australia in the contract manufacturing, sustainability and infrastructure sectors.
- Despite challenging macro conditions, the Group demonstrated disciplined management of significantly higher raw material and energy costs in the second half of the year.
- Efficiency benefits delivered through operational excellence programs in line with expectation.
- Continued strong operating cash flow and disciplined balance sheet management.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

GROUP RESULTS

\$'000	FY2018	FY2017	Change %
Sales revenue	1,674,188	1,475,336	13.5%
Other revenue (excluding interest revenue)	12,739	9,621	
Expenses	(1,449,676)	(1,251,841)	
EBITDA¹	237,251	233,116	1.8%
<i>EBITDA margin</i>	14.2%	15.8%	
Depreciation and amortisation	(72,745)	(63,700)	
EBIT²	164,506	169,416	(2.9%)
<i>EBIT margin</i>	9.8%	11.5%	
Significant items (before tax)	(23,305)	(13,040)	
EBIT	141,201	156,376	(9.7%)
Net finance costs	(32,076)	(30,197)	
Income tax expense	(37,769)	(39,216)	
Significant tax items	3,132	3,378	
Statutory NPAT	74,488	90,341	(17.5%)

Sales Revenue

Group sales revenue of \$1,674.2 million increased 13.5% (\$198.9 million) compared to the pcp, driven by transformational growth initiatives and higher underlying sales.

Acquisitions delivered \$130.8 million. This included contributions from the acquisitions of the Asia acquisition and ECP Industries in FY2018, along with incremental impacts from the acquisitions of Pascoe's and Australian Pharmaceutical Manufacturers (APM) completed in FY2017.

Excluding the contribution from acquisitions, sales revenue was 4.6% ahead of the pcp. Underlying sales growth was driven by the new Australian crate pooling business, supporting fresh produce supply for Woolworths, which was commissioned in August 2017. In addition, solid volume growth was delivered in the Group's contract manufacturing, sustainability and infrastructure sectors.

Rigid packaging volumes were down. Improved demand in the health and wellness sector was offset by lower volumes in the dairy, food and beverage sector in Australia, adversely impacted by a major customer plant closure, weakness in the agricultural sector due to drought conditions in Australia and weak industrial demand in China.

Materials handling volumes were down on the prior year due to the timing of government projects in New Zealand and raw material shortages in Australia following a major supplier plant outage across May and June.

Pricing was generally higher in the period, due largely to the pass through of higher input costs, partly offset by the impact of contract extensions in the prior year.

EBIT

Group EBITDA of \$237.3 million was 1.8% ahead of the pcp, with a solid contribution from growth initiatives that was partially offset by the adverse impact of time lags in recovering higher raw material costs following a significant and rapid increase in input prices in the second half, higher Australian energy costs, lower pricing from contract extensions in the prior year and foreign exchange. Efficiency benefits from operational excellence programs and lower costs following the start-up of new contracts in Jalco in the prior year mitigated continued higher costs to serve in the Australian rigid packaging businesses.

EBIT of \$164.5 million for the year was \$4.9 million or 2.9% lower than the pcp with higher depreciation and amortisation from acquisitions and the new crate pooling business.

EBIT margins of 9.8% were 1.7% lower than the pcp due to lower margins from contract extensions, higher input costs and changes in the portfolio mix following the Asia acquisition.

Significant items

Pre-tax significant items for the year were an expense of \$23.3 million. This included deferred settlement costs (\$8.8 million) due primarily to a higher earn-out for the Pascoe's acquisition, which performed ahead of expectations, acquisition costs (\$4.4 million) due mainly to the Asian acquisition, and business reorganisation costs (\$10.1 million) related primarily to the rigid packaging network transformation and two site closures. The pre-tax significant items of \$13.0 million in the prior year related to costs associated with the 2015 Efficiency Program (\$3.0 million), other business restructuring activities completed in the year (\$4.5 million), acquisition costs (\$2.2 million) and start-up costs related to the new crate pooling business in Australia (\$3.3 million).

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

Net finance costs

Net financing costs for the year of \$32.1 million were \$1.9 million higher than the pcp. The net expense for FY2018 excludes \$0.1 million in capitalised interest compared to \$1.0 million in the pcp. Excluding the impact of capitalised interest, net financing costs were \$1.0 million higher. Underlying financing costs and debt levels were stable, with the increase in the net expense primarily related to higher losses on derecognition of financial assets (due to increased utilisation of the securitisation program) along with higher sundry interest costs.

Income tax expense and significant tax items

The income tax expense for the year of \$37.8 million represents an effective rate of 28.5% of net profit before tax and significant items, broadly in line with statutory tax rates payable by the Group across its main operating jurisdictions. This compares to \$39.2 million in the pcp at an effective tax rate of 28.2%.

The significant tax item for the year is a benefit of \$3.1 million relating to the significant items noted above. In the prior year the significant tax item was a benefit of \$3.4 million.

Net profit after tax

Statutory NPAT for the year was \$74.5 million compared to \$90.3 million in the pcp. Excluding significant items, NPAT was \$94.7 million compared to \$100.0 million in the pcp.

2019 Outlook

The Group expects to achieve higher revenue and earnings (before significant items) in FY2019, subject to global economic conditions.

The following is also relevant to earnings expectations in FY2019. Including the impact to earnings from the acquisition of TIC, which is anticipated to complete on 1 October 2018, the Group expects:

- EBITDA (before significant items) between \$270 million and \$285 million;
- Depreciation and amortisation between \$84 million and \$86 million;
- Net finance costs between \$38 million and \$40 million, subject to changes in market interest rates; and
- An effective tax rate (% of net profit before tax and significant items) between 29.0% and 29.5%.

The completion of the acquisition of TIC remains subject to customary conditions.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

BALANCE SHEET

\$'000	2018	2017	Change %
Cash	67,980	39,592	71.7%
Other current assets	385,636	310,988	24.0%
Property plant & equipment	755,413	677,132	11.6%
Intangible assets	584,193	547,333	6.7%
Other assets	57,365	55,345	3.6%
Total Assets	1,850,587	1,630,390	13.5%
Interest bearing liabilities	667,253	686,210	(2.8%)
Other liabilities, payables & provisions	600,134	539,072	11.3%
Total Liabilities	1,267,387	1,225,282	3.4%
Net Assets	583,200	405,108	44.0%
Net Debt⁶	599,273	646,618	(7.3%)

Net debt at the end of the financial year was \$599.3 million, a reduction of \$47.3 million compared to the pcp. The reduction in net debt was supported by continued strong underlying operating cash flows and the proceeds of an equity raising of \$176 million completed in the first half of the year. Disciplined cash and balance sheet management have enabled the funding of successful acquisition and capital related growth initiatives.

The Group has several revolving debt facilities and a working capital facility with total commitments of \$1,001.1 million. The facilities are spread across multiple maturities, with the working capital facility revolving with an annual review. The debt facilities include a \$378.6 million loan facility maturing in July 2020, a \$183.5 million loan facility maturing in January 2023, a \$297.6 million loan facility maturing in March 2023 and a \$120 million loan facility maturing in November 2024. Average tenor has been increased to 3.9 years.

The increase in the Group's other current assets of \$74.7 million relates primarily to receivables and inventory held by newly acquired businesses, along with underlying higher raw material inventory levels impacted by higher raw material input costs. The increase in property plant and equipment of \$78.3 million predominantly relates to acquisitions.

The increase in the Group's intangible assets of \$36.9 million is due primarily to goodwill recognised on acquisitions arising in FY2018 (\$46.4 million) less foreign exchange translation of \$6.2 million relating to New Zealand dollar denominated goodwill and amortisation of \$3.5 million.

The increase in the Group's other liabilities, payables and provisions of \$61.1 million relates primarily to increased trade and other payables, impacted by acquisitions and higher input costs.

Financing metrics	2018	2017	Change
Gearing⁴	2.5x	2.8x	(0.3)
Interest Cover⁵	7.4x	7.7x	(0.3)

The Group maintains robust financing metrics. As at 30 June 2018 gearing was 2.5x, an improvement from 2.8x in the pcp, driven by a combination of EBITDA growth and lower net debt. Both gearing and interest cover remain within the Group's targeted levels.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

CASH FLOW

Year ended 30 June \$'000 – Key items	2018	2017	Change %
Net cash flow provided by operating activities	150,423	171,466	(12.3%)
Payments for property, plant and equipment	(90,180)	(116,390)	(22.5%)
Purchase of businesses and subsidiaries, net of cash acquired	(127,863)	(138,245)	(7.5%)
Net proceeds from share issue	172,573	-	-
Payment of dividend	(72,648)	(67,056)	8.3%

Statutory net cash flow provided by operating activities, including proceeds from securitisation of trade debtors, was \$150.4 million in FY2018, \$21.0 million lower than the pcp. The inflow from securitisation of trade debtors was \$3.2 million in the financial year compared to \$16.2 million in the pcp. Excluding securitisation inflows, statutory operating cashflow was \$7.8 million lower than the pcp. Higher underlying operating cash flows were more than offset by higher tax and interest cash payments in the period compared to the pcp.

Payments for property, plant and equipment were \$90.2 million in the financial year compared to \$116.4 million in the pcp. The decrease of \$26.2 million reflects lower capital expenditure relating to the establishment of the crate pooling business in Australia, and lower expenditure relating to the investment in a new health and wellness packaging facility in Australia, which was largely completed in the prior year. These reductions were partly offset by an investment in facilities in New Zealand to support a new contract with a key customer in the dairy sector, to be commissioned in FY2019, and investments in efficiency related projects.

Payments for purchase of businesses and subsidiaries, net of cash acquired, in FY2018 was \$127.9 million. This includes \$122.4 million for the Asia acquisition (representing provisional cash consideration paid of \$142.5 million less \$20.1 million cash acquired) and \$10.3 million for the acquisition of ECP Industries, less final adjustments relating to prior year acquisitions of \$4.8 million.

Other key cash flows during the year were the receipt of net proceeds from the share issues completed in the first half of the year of \$172.6 million and ordinary dividend payments of \$72.6 million.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

REVIEW OF OPERATIONS

Pact Australia

Pact Australia comprises the Group's operations in Australia where it has operating sites in New South Wales, Victoria, Tasmania, Queensland and Western Australia. Pact Australia contributed 76% of the Group's total sales revenue in the year ended 30 June 2018.

\$'000	2018	2017	Change %
Sales Revenue	1,279,880	1,117,829	14.5%
EBIT²	103,421	99,529	3.9%
EBIT Margin %	8.1%	8.9%	(0.8%)

Pact Australia achieved growth in both sales revenue and EBIT in FY2018.

Sales revenue of \$1,279.9 million was up \$162.1 million or 14.5% compared to the pcp. Sales benefitted from acquisition impacts of \$64.1 million relating to the acquisition of ECP Industries in FY2018 and the full year effect of the acquisitions of Pascoe's and APM.

Excluding acquisitions, underlying sales in the Australian segment were \$98.0 million higher than the pcp, driven by crate pooling revenues and organic growth in the contract manufacturing, sustainability and infrastructure sectors. Rigid packaging volumes were down. Improved demand in the health and wellness sector was offset by lower volumes in the dairy, food and beverage sector, adversely impacted by a major customer plant closure, and lower sales into the agricultural sector due to drought conditions. Materials handling volumes, excluding crate pooling, were down, due to raw material shortages following a major supplier plant outage in May and June.

EBIT of \$103.4 million was up \$3.9 million or 3.9% compared to the pcp. Benefits from stronger volumes and efficiency improvements delivered through operational excellence programs were partly offset by lower pricing following contract extensions in the prior year, higher costs to serve in the rigid packaging businesses, and unrecovered energy and raw material costs. Disciplined pricing actions partially mitigated the impact of significantly higher raw material input costs in the period, but inherent time lags between raw material cost movements and pricing actions adversely impacted earnings following a rapid increase in input prices in the second half. As anticipated only around 25% of energy cost increases could be recovered in the market through pricing.

The EBIT margin of 8.1% was down 0.8% on the pcp.

Pact International

Pact International comprises the Group's operations in New Zealand, China, the Philippines, Indonesia, Singapore, Thailand, South Korea, India, Nepal and Hong Kong. Pact International contributed 24% of the Group's total sales revenue in the year ended 30 June 2018.

\$'000	2018	2017	Change %
Sales Revenue	394,308	357,507	10.3%
EBIT²	61,085	69,887	(12.6%)
EBIT Margin %	15.5%	19.5%	(4.0%)

Pact International delivered sales revenue growth in FY2018, whilst EBIT and margins were lower than the pcp.

Sales revenue of \$394.3 million was up \$36.8 million, or 10.3%, compared to the pcp. The Asia acquisition, completed in February 2018, contributed \$66.6 million. Excluding the acquisition, sales were \$29.8 million lower than the pcp, partly due to adverse foreign exchange translation impacts of \$10 million.

Underlying sales were lower than the pcp due mostly to lower demand in the materials handling sector, impacted by the timing of government projects in New Zealand, and lower industrial demand in China. Rigid packaging volumes were generally flat. Sales were also adversely impacted by lower pricing following contract extensions.

EBIT of \$61.1 million was \$8.8 million or 12.6% lower than the pcp, with the Asia acquisition delivering an incremental \$3.0 million to EBIT. Earnings were bolstered by the realisation of benefits from operational excellence programs and strong controllable cost management, but these benefits were more than offset by the short-term time lag in recovering raw material input costs, the impact of the lower volumes in China and New Zealand government projects, lower pricing following contract extensions in the prior year and unfavourable foreign exchange impacts.

The EBIT margin of 15.5% was down 4.0% on the pcp.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

OTHER EVENTS OF SIGNIFICANCE

Acquisitions

On 30 November 2017, the Group purchased the net assets of ECP Industries Pty Ltd, a West Australian based intermediate bulk container and bulk liquid tank container reconditioning business for a consideration of \$10.7 million. The acquisition provides the Group with the capability to offer national coverage for these services and opportunities for further growth in the sustainability sector.

On 15 February 2018, the Group acquired shares and assets in CSI International ('CSI') and Graham Packaging Group ('GPC') and completed the acquisition of Closure Systems International Nepal on 25 May 2018. For the total acquisition the Group recognised gross consideration of \$149.3 million. CSI is a leader in plastic closure design, manufacturing, and high-speed capping equipment and application systems. GPC produces plastic bottles via injection blow moulding and extrusion blow moulding. The acquisition complements Pact's existing capability and customer footprint in Asia, and includes seven manufacturing sites across China, South Korea, Nepal, India and the Philippines.

On 15 August 2018, the Group announced that it had entered into an agreement to acquire TIC Retail Accessories Pty Ltd (TIC), a division of the TIC group of companies, for \$122.5 million. TIC is a closed loop plastic garment hanger and accessories re-use business. In addition, the agreement contains provisions for earn-out payments of up to \$30 million, payable on the delivery of specific financial hurdles for the 2019 and 2020 financial years. Completion is expected to occur on 1 October 2018, subject to customary conditions.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

OVERVIEW OF BUSINESS STRATEGY

A key element of the Group's strategy is to maximise long term shareholder value. The Group seeks to deliver long term value through focus on three core areas:

- Organic Growth – by protecting our core and growing organically over the longer term;
- Efficiency – by embedding a culture of operational excellence and targeting the lowest cash cost of production; and
- M&A – growth through disciplined, accretive M&A in existing sectors and close adjacencies.

Organic Growth

The Group's core business benefits from:

- leading sector positions;
- a diverse customer base with long-term relationships;
- a highly diversified product portfolio;
- broad end-market reach;
- an extensive manufacturing and supply network; and
- world-class innovation.

Key to the Group's ability to grow organically is its ability to leverage these differentiating characteristics to create a competitive advantage. A core focus of the Group is innovation. Pact is widely recognised for our dedication to supplying some of the most innovative products in the market, supported by our in-house innovation capability and extensive global licencing arrangements. The Group's commitment to innovation has been recognised through multiple industry and customer awards. Pact are the only packaging company to have achieved recognition for six consecutive years on the Australian Financial Review's prestigious Most Innovative Companies List, from 2013 to 2018.

During FY2018 the Group delivered organic growth through the successful commissioning of the new crate pooling business, through strong demand in key contract manufacturing segments and with a stable rigid packaging portfolio, supported by contract extensions in the prior year.

Efficiency

The Group is committed to delivering operational excellence and the lowest cost of production.

In the period, the Group continued to progress the implementation of its operational excellence programs which focus on the adoption of lean manufacturing techniques across the Group's manufacturing footprint. The program has delivered earnings benefits in line with expectations in FY2018, mitigating higher input costs, and is expected to drive further improvements in FY2019 and beyond.

The Group will continue to review all areas of the business for efficiency opportunities in the pursuit of operational excellence. In line with this element of the Group's strategy, the Board has endorsed a broad program of work targeting transformational change through an organisational redesign of the Group's rigid packaging network. The program is intended to comprise eight interdependent workstreams targeting the creation of a single integrated supply network. Initial phases of this program were implemented in FY2018 resulting in the closures of two plants and the implementation of a more focussed management structure aligned to an integrated supply network. The remaining workstreams remain subject to further financial and stakeholder analysis.

M&A

The Group has a track record of success in identifying value accretive acquisition opportunities, executing transactions in a disciplined and systematic manner, and delivering cost synergies and operational efficiencies through integration. Acquisitions have driven earnings growth and enabled the Group to expand and diversify its product and customer portfolio.

All M&A opportunities must meet strict assessment and evaluation criteria. Opportunities must be low risk and aligned with the Group's core sectors or close adjacencies and expected returns must meet a minimum financial hurdle of 20% return on investment in year three.

Discipline in deal execution is provided by a centrally managed acquisition and integration process. A strict timeline for transition and the centralisation of common operational and back-office functions ensures cost synergies and efficiencies are realised early.

The acquisition of CSI Asia (excluding Japan) and Graham Packaging (China) has materially enhanced the Group's Asian footprint and customer diversity, providing the Group with a broader range of opportunities to drive growth in the region. In addition, the acquisition of TIC will expand the Group's asset pooling capability and geographic reach in the materials handling sector.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

BUSINESS RISKS

There are various internal and external risks that may have a material impact on the Group's future financial performance and economic sustainability. The Group makes every effort to identify material risks and to manage these effectively.

Material financial risks, not in order of significance, are listed below. Details of the Group's environmental and social sustainability risks are reported in the Group's Sustainability Report.

Customer risks

Customers are fundamental to the success of the business and, in recognition of this, Pact invests in the quality of its relationships with key material customers, and in producing products to customers required specification and standard. The loss of key material customers, a reduction in their demand for Pact's products or a claim for non-performance can have a negative effect on the future financial performance of the Group.

People risks

Future financial and operational performance of the Group is significantly dependant on the performance and retention of key personnel, in particular Senior Management. The unplanned or unexpected loss of key personnel, or the inability to attract and retain high performing individuals to the business may adversely impact the Group's future financial performance. In line with the manufacturing industry, Pact has an exposure to health and safety management incidents in the manufacturing operations. Failure to comply with health and safety legislation and industry good practice may result in harm to a person or persons, which may lead to negative operational, reputational and financial impacts.

Competitor risks

Pact operates in a highly competitive environment due to factors including actions by existing or new competitors, price, product selection and quality, manufacturing capability, innovation and the ability to provide the customer with an appropriate range of products and services in a timely manner. Any deterioration in the Group's competitive position as a result of actions from competitors may result in a decline in sales revenue and margins, and an adverse effect on the Group's future financial performance.

Consumer preferences

Changes in consumer preference for Pact's products or adverse activities in key industry sectors which Pact and its customers service may be influenced by various factors. These industry sectors include consumer goods (e.g. food, dairy, beverages, personal care and other household consumables) and industrial (e.g. surface coatings, petrochemical, agriculture and chemicals) industry sectors. Factors which may influence these sectors include climate conditions, seasonality of foods, an increased focus in Australian and New Zealand supermarket chains on private brands, and reputation of products, substrates (e.g. plastics, recycled and recyclable materials) or technology in the wider industry sector. Demand for Pact's products may materially be affected by any of these factors which could have an adverse effect on the Group's future financial performance.

Strategic acquisitions

Pact's strong growth over time has been aided by the acquisition of numerous businesses and assets. This growth has placed, and may continue to place, significant demands on management, information reporting systems and financial and internal control systems. Effective management of Pact's growth, including identification of suitable acquisition candidates and effective management of integration costs will be required on an ongoing basis. If this does not occur then there may be an adverse effect on the Group's future financial performance. Large capital projects are also scrutinised to ensure the associated risks are appropriately managed to ensure return on capital investment and project milestones are achieved.

Foreign exchange rates

Pact's financial reports are prepared in Australian dollars. However, a substantial proportion of Pact's sales revenue, expenditures and cashflows are generated in, and assets and liabilities are denominated in, New Zealand dollars. Pact is also exposed to a range of other currencies including the US dollar, Chinese yuan, the Philippines peso, the Indonesian rupiah, the Thai baht, the South Korean won, the Indian rupee, the Nepalese rupee and the Hong Kong dollar in relation to Pact's business operations. Any depreciation of the Australian dollar and adverse movement in exchange rates would have an adverse effect on the Group's future financial performance.

Supply chain

The ability for the supply chain to meet the Group's requirements including the sourcing of raw materials, is reliant on key relationships with suppliers. The price and availability of raw materials, input costs, and future consolidation in industry sectors could result in a decrease in the number of suppliers or alternative supply sources available to Pact. Additionally, Pact may not always be able to pass on changes in input prices to its customers. Any of these factors may have an adverse effect on the Group's future financial performance.

Interruption to operations

Pact operates across a diverse geographical footprint and situations may arise in which sites are not able to operate. Factors include emergency situations such as natural disasters, failure of information technology systems or security, or industrial disputes. Any of these factors may lead to disruptions in production or increase in costs and may have an adverse effect on the Group's financial performance.

Compliance risks

Pact is required to comply with a range of laws and regulations, and those of particular significance to Pact are in the areas of employment, including modern slavery, work health and safety, property, environmental, competition, anti-bribery and corruption, customs and international trade, taxation and corporations.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

Footnotes

This report includes certain non-IFRS financial information which have not been subject to audit by the Company's external auditor. This information is used by Pact, the investment community and Pact's Australian peers with similar business portfolios. Pact uses this information for its internal management reporting as it better reflects what Pact considers to be its underlying performance.

- (1) EBITDA refers to EBITDA before significant items and is a non-IFRS financial measure which is calculated as earnings before significant items, finance costs (net of interest revenue), tax, depreciation and amortisation.
- (2) EBIT refers to EBIT before significant items and is a non-IFRS financial measure which is calculated as earnings before significant items, finance costs (net of interest revenue) and tax.
- (3) NPAT refers to NPAT before significant items and is a non-IFRS financial measure which is calculated as net profit after tax before significant items.
- (4) Gearing is a non-IFRS financial measures which is calculated as net debt divided by rolling 12 months EBITDA. Net debt is calculated as interest bearing liabilities less cash and cash equivalents
- (5) Interest cover is a non-IFRS financial measures which is calculated as rolling 12 months EBITDA divided by rolling 12 months net interest expense.
- (6) Net debt is a non-IFRS financial measure and is calculated as interest bearing liabilities less cash and cash equivalents



FULL YEAR CONSOLIDATED FINANCIAL REPORT

For the year ended 30 June 2018



Pact Group Holdings Ltd
ABN: 55 145 989 644

FINANCIAL REPORT

Consolidated Financial Report For the year ended 30 June 2018

Introduction

This is the Consolidated Financial Report of Pact Group Holdings Ltd (“Pact” or the “Company”) and its subsidiaries (together referred to as the “Group”) and including the Group’s jointly controlled entities at the end of, or during the year ended 30 June 2018. This Consolidated Financial Report was issued in accordance with a resolution of the Directors on 15 August 2018.

Information is only included in the Consolidated Financial Report to the extent the Directors consider it material and relevant to the understanding of the financial statements. A disclosure is considered material and relevant if, for example:

- the dollar amount is significant in size and / or by nature;
- the Group’s results cannot be understood without the specific disclosure;
- it is critical to allow a user to understand the impact of significant changes in the Group’s business during the year; and
- it relates to an aspect of the Group’s operations that is important to its future performance.

Preparing this financial report requires management to make a number of judgements, estimates and assumptions to apply the Group’s accounting policies. Actual results may differ from these judgements and estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods. Key judgements and estimates, which are material to this report, are highlighted in the following notes:

- Note 1.2 Taxation
- Note 2.1 Business combinations
- Note 2.2 Control and significant influence
- Note 3.2 Estimation of useful lives of assets
- Note 3.2 Recoverability of property, plant and equipment
- Note 3.2 Impairment of goodwill and other intangibles
- Note 3.4 Business restructuring
- Note 5.1 Defined benefit plans

To assist in identifying key accounting estimates and judgements, they have been highlighted as follows:



Contents

Directors’ Report	2
Auditor’s Independence Declaration	19
Consolidated Statement of Comprehensive Income	20
Consolidated Statement of Financial Position	21
Consolidated Statement of Changes in Equity	22
Consolidated Statement of Cash Flows	23
Section 1: Our Performance	
1.1 Group results	24
1.2 Taxation	26
1.3 Dividends	27
Section 2: Our Operational Footprint	
2.1 Businesses acquired	28
2.2 Controlled entities	30
2.3 Associates and joint ventures	32
Section 3: Our Operating Assets	
3.1 Working capital	34
3.2 Non-current assets	35
3.3 Commitments and contingencies	39
3.4 Other provisions	40
Section 4: Our Capital Structure	
4.1 Net debt	41
4.2 Contributed equity and reserves	43
4.3 Managing our financial risks	44
Section 5: Remunerating Our People	
5.1 Defined benefit plans	48
5.2 Employee benefits expenses and provisions	50
5.3 Share based payments	51
5.4 Key management personnel	51
Section 6: Other Disclosures	
6.1 Basis of preparation	53
6.2 Other gains / (losses)	55
6.3 Pact Group Holdings Ltd – Parent entity financial statements summary	55
6.4 Auditors remuneration	55
6.5 Deed of Cross Guarantee	56
6.6 Segment assets and segment liabilities	57
6.7 Revenue from services rendered	57
6.8 Geographic sales	57
6.9 Subsequent events	57
Directors’ Declaration	58
Independent Auditor’s Report	59

DIRECTORS' REPORT

The Directors present their report on the consolidated entity consisting of Pact Group Holdings Ltd ("Pact" or the "Company") and the entities it controlled (collectively the "Group") at the end of, or during, the year ended 30 June 2018.

DIRECTORS

The following persons were Directors of the Company from their date of appointment up to the date of this report:

Non-Executive

Raphael Geminder **Non-Executive Chairman**

Member of the Board since 19 October 2010
Member of the Nomination and Remuneration Committee

Raphael founded Pact in 2002. Prior to this, Raphael was the co-founder and Chairman of Visy Recycling, growing it into the largest recycling company in Australia. Raphael was appointed Victoria's first Honorary Consul to the Republic of South Africa in July 2006. He also holds a number of other advisory and Board positions.

Raphael holds a Masters of Business Administration in Finance from Syracuse University, New York.

Other current directorships

Director of several private companies.

Lyndsey Cattermole AM **Independent Non-Executive Director**

Member of the Board since 26 November 2013
Member of the Audit, Business Risk and Compliance Committee
Member of the Nomination and Remuneration Committee

Lyndsey founded Aspect Computing Pty Limited and remained as Managing Director from 1974 to 2001, before selling the business to KAZ Group Limited, where she served as a Director from 2001 to 2004. Lyndsey has held many board and membership positions including with the Committee for Melbourne, the Prime Minister's Science and Engineering Council, the Australian Information Industries Association, the Victorian Premier's Round Table and the Women's and Children's Health Care Network.

Lyndsey holds a Bachelor of Science from the University of Melbourne and is a Fellow of the Australian Computer Society.

Other current directorships

Non-Executive Director of Melbourne Rebels Rugby Union Ltd, and the Florey Institute of Neuroscience and Mental Health and several private companies.

Former listed company directorships in last 3 years

Non-Executive Director of Treasury Wine Estates Limited (2011-2017), Tatts Group Limited (2005-2017).

Ray Horsburgh AM **Independent Non-Executive Director**

Member of the Board since 5 October 2015
Member of the Audit, Business Risk and Compliance Committee

Ray has extensive management experience in the glass and steel manufacturing sectors and in mergers and acquisitions. He was Managing Director and Chief Executive Officer of Smorgon Steel Group Limited (1993 – 2007) and held various senior roles in packaging company ACI Limited including Chief Executive Officer of ACI Glass Group.

Ray has a Bachelor of Chemical Engineering, Hon DUniv, is a fellow of the Australian Institute of Company Directors and a Fellow of the Institute of Engineers Australia.

Other current directorships

Ray is currently the Chairman of AFL Victoria. He is also a Director of the Ricky Ponting Foundation.

Former listed company directorships in last 3 years

Chairman of Calibre Global Limited (2012-2015), Chairman of Toll Holdings Limited (2007-2016).

DIRECTORS' REPORT

Peter Margin **Independent Non-Executive Director**

Member of the Board since 26 November 2013
Chairman of the Audit, Business Risk and Compliance Committee
Member of the Nomination and Remuneration Committee

Peter has many years of leadership experience in major Australian and international food companies. He is currently the Executive Chairman of Asahi Beverages ANZ, and previously was Chief Executive Officer of Goodman Fielder Limited. Prior to that Peter was Chief Executive Officer and Chief Operating Officer of National Foods Limited. Peter has also held senior management roles in Simplot Australia Limited, Pacific Brands Limited (formerly known as Pacific Dunlop Limited), East Asiatic Company and HJ Heinz Company Australia Limited.

Peter holds a Bachelor of Science from the University of New South Wales and a Master of Business Administration from Monash University.

Other current directorships

Non-Executive Director of Bega Cheese Limited, Nufarm Limited and Costa Group Holdings Limited.

Former listed company directorships in last 3 years

Non-Executive Director of Ricegrowers Limited (2012-2015), PMP Limited (retired August 2016), Huon Aquaculture Limited (retired August 2016).

Jonathan Ling **Independent Non-Executive Director**

Member of the Board since 28 April 2014
Chairman of the Nomination and Remuneration Committee

Jonathan has extensive experience in complex manufacturing businesses. Jonathan is currently the Chief Executive Officer and Managing Director of GUD Holdings Limited, and has previously held leadership roles with Fletcher Building Limited, Nylex, Visy and Pacifica.

He was the Chief Executive Officer and Managing Director of Fletcher Building Limited (2006-2012).

Jonathan has a Bachelor of Engineering (Mechanical) from the University of Melbourne and a Masters of Business Administration from the Royal Melbourne Institute of Technology.

Other current directorships

Director of GUD Holdings Limited and various GUD Holdings Limited subsidiary companies.

Executive

Malcolm Bunday **Managing Director and Chief Executive Officer**

Member of the Board since 1 December 2015

Malcolm is the Managing Director and Chief Executive Officer of Pact. He joined Pact in December 2015. Malcolm previously held several senior executive leadership positions for The Rank Group (a privately owned NZ group), based in both Australia and the USA. After joining them as CFO of Goodman Fielder in 2003, and then transferring to the United States as a Company Executive in 2007, he became the President and CEO of Evergreen Packaging, a global paper and packaging company. In 2011 he took on the concurrent roles of President and CEO of Closure System International (CSI), a global closure packaging business and Graham Packaging, a global rigid packaging and machinery business. Prior to this Malcolm was a partner at Deloitte, where he worked from 1987 to 2003.

Other current directorships

No other external directorships

DIRECTORS' REPORT

Company Secretary

Jonathon West Company Secretary

Jonathon West was appointed to the positions of General Counsel and Company Secretary as well as Head of Corporate Development of Pact on 1 June 2016.

Prior to this appointment, Jonathon was most recently at Goodman Fielder Limited where he held a variety of roles over a 10 year period, including Group Strategy and Corporate Development Officer, Group General Counsel and Company Secretary and Group Commercial Director. Prior to that Jonathon worked in both private practice and industry in Australia and the UK, including with Burns Philp Limited, Sportal.com, AOL Europe, Linklaters and Herbert Smith Freehills.

Jonathon holds Bachelor of Laws (Honours) and Bachelor of Science degrees from the University of Melbourne.

DIRECTORS' SHAREHOLDING

As at the date of this report, the relevant interests of the Directors in the shares of the Company or a related body corporate were as follows:

	Relevant Interest in Ordinary Shares
Raphael Geminder	131,668,287
Lyndsey Cattermole	275,419
Peter Margin	28,080
Jonathan Ling	17,467
Ray Horsburgh	41,632
Malcolm Bunday	-

DIRECTORS' MEETINGS

The table below shows the number of Directors' meetings (including meetings of Board committees), and the number of meetings attended by each Director in their capacity as a member during the year:

	Directors' Meetings		Audit, Business Risk & Compliance Committee		Nomination & Remuneration Committee	
	Meetings held	Meetings attended	Meetings held	Meetings attended	Meetings held	Meetings attended
Raphael Geminder	11	11	NM	NM	4	4
Lyndsey Cattermole	11	11	6	6	4	4
Peter Margin	11	11	6	6	4	4
Jonathan Ling	11	11	NM	NM	4	4
Ray Horsburgh	11	9	6	6	NM	NM
Malcolm Bunday	11	11	NM	NM	NM	NM

NM - Not a member of the relevant committee

PRINCIPAL ACTIVITIES

Pact is a leading provider of specialty packaging solutions in Australasia, servicing both consumer and industrial sectors. Pact specialises in the manufacture and supply of rigid plastic and metal packaging, materials handling solutions, contract manufacturing services, recycling and sustainability services.

DIRECTORS' REPORT

OPERATING AND FINANCIAL REVIEW

A review of the operations of the Group during the year and of the results of those operations is contained in the ASX announcement on 15 August 2018.

DIVIDENDS

On 15 August 2018, the Directors determined to pay a final dividend of 11.5 cents per share partially franked to 65%. The dividend is payable on 4 October 2018. The record date for entitlement to the dividend is 23 August 2018.

The table below shows dividends paid (or payable) during the year ended 30 June 2018.

Dividends	Amount per security	Franked amount per security	Unfranked amount per security sourced from the conduit foreign income account	Date paid / payable
Current year to 30 June 2018				
Final Dividend (per ordinary share)	11.50 cents	7.48 cents	4.02 cents	4 October 2018
Interim Dividend (per ordinary share)	11.50 cents	7.48 cents	4.02 cents	5 April 2018
Prior year to 30 June 2017				
Final Dividend (per ordinary share)	11.50 cents	7.48 cents	4.02 cents	5 October 2017
Interim Dividend (per ordinary share)	11.50 cents	7.48 cents	4.02 cents	5 April 2017

The dividend pay out ratio of the Company's net profit after tax before significant items attributable to shareholders for the twelve months ended 30 June 2018 is 81% (2017 69%).

OTHER EVENTS OF SIGNIFICANCE

Please refer to the Review of Operations and Financial Performance in the ASX announcement on 15 August 2018.

SIGNIFICANT EVENTS AFTER BALANCE DATE

On 15 August 2018 the Group announced it had entered into an agreement to acquire TIC Retail Accessories Pty Ltd (TIC), a division of the TIC group of companies, for \$122.5 million. TIC is a closed loop plastic garment hanger and accessories re-use business. In addition, the agreement contains provisions for earn-out payments of up to \$30 million, payable on the delivery of specific financial hurdles for the 2019 and 2020 financial years. Completion is expected to occur on 1 October 2018, subject to customary conditions.

Other than the matter mentioned above, in the opinion of the Directors, there have been no other material matters or circumstances which have arisen between 30 June 2018 and the date of this report that have significantly affected or may significantly affect the operations of the Group, the results of those operations and the state of affairs of the Group in subsequent financial periods.

WORKPLACE HEALTH, SAFETY AND ENVIRONMENTAL REGULATION

The Group operates under an integrated Workplace Health, Safety and Environment (WHSE) Management System, with a goal of Towards Zero Harm to both people and the planet. The system is aligned with ISO 14001 and operates under an Environmental Policy and a Workplace Health and Safety Policy. The system is fundamental to achieving compliance with WHSE regulations in all jurisdictions in which we operate and is implemented at all of our sites.

Where applicable, licences and consents are in place in respect of each site within the Group. An interactive database is used to ensure compliance and completion of all required actions.

On occasion, the Group receives notices from relevant authorities pursuant to local WHSE legislation and in relation to the Group's WHSE licences and consents. The Group takes all notices seriously, conducting a thorough investigation into the cause and ensures that there is no reoccurrence. Pact works with the appropriate authorities to address any requirements and to proactively manage any obligations.

The Group is also subject to the reporting and compliance requirements of the *Australian National Greenhouse and Energy Reporting Act 2007* (Cth). The *National Greenhouse and Energy Reporting Act 2007* requires that Pact reports its annual greenhouse gas emissions and energy use. Pact has submitted all annual reports, and is due to submit its next report in September 2018.

SHARE OPTIONS AND RIGHTS

Refer to the Remuneration Report (Section 3) for further details on share rights on issue. There are no share options on issue in the Company.

DIRECTORS' REPORT

INDEMNIFICATION AND INSURANCE OF OFFICERS

The Company's Constitution requires the Company to indemnify current and former Directors, alternate Directors, executive officers and such other officers of the Company as the Board determines on a full indemnity basis and to the full extent permitted by law against all liabilities incurred as an officer of the Group. Further, the Company's Constitution permits the Company to maintain and pay insurance premiums for Director and Officer liability insurance, to the extent permitted by law.

Consistent with (and in addition to) the provisions in the Company's Constitution outlined above, the Company has also entered into deeds of access, indemnity and insurance with all Directors of the Company and the Company Secretary which provide indemnities against losses incurred in their role as Directors or Company Secretary, subject to certain exclusions, including to the extent that such indemnity is prohibited by the *Corporations Act 2001* (the Act) or any other applicable law. In addition, a wholly owned subsidiary of the Company has entered into deeds of indemnity in 2015 for five years with its then current and former Directors and Secretaries involved in a transaction which was being contemplated at the time, to provide indemnities against losses incurred in the event of breaches of their obligations under confidentiality deeds entered into by them for the purpose of such transaction, and in the course of their employment, subject to certain exclusions including to the extent that such indemnity is prohibited by the Act. The deeds stipulate that the Company will meet the full amount of any such liabilities, costs and expenses (including legal fees).

During the financial year the Company paid insurance premiums for a Directors and Officers liability insurance contract that provides cover for the current and former Directors, alternate Directors, secretaries, executive officers and officers of the Group. The Directors have not included details of the nature of the liabilities covered in this contract or the amount of the premium paid, as disclosure is prohibited under the terms of the contract.

INDEMNIFICATION OF AUDITORS

Pursuant to the terms of the Company's standard engagement letter with Ernst & Young (EY), it indemnifies EY against all claims by third parties and resulting liabilities, losses, damages, costs and expenses (including reasonable legal costs) arising out of, or relating to, the services provided by EY or a breach of the engagement letter. The indemnity does not apply in respect of any matters finally determined to have resulted from EY's negligent, wrongful or wilful acts or omissions nor to the extent prohibited by applicable law including the Act.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the court under section 237 of the Act 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.

No proceedings have been brought or intervened in on behalf of the Company with the leave of the court under section 237 of the Act.

NON-AUDIT SERVICES

During the year, EY, the Company's auditor, performed other assignments in addition to their statutory audit responsibilities.

Details of the amounts paid or payable to EY for non-audit services provided in respect of the Group during the year are as follows:

\$000's	2018	2017
Tax services	356	538
Other assurance related services	302	573
Total	658	1,111

The Board has considered the position and, in accordance with the advice received from the Audit, Business Risk and Compliance Committee, is satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Act.

The Directors are satisfied that the provision of non-audit services by EY, given the amounts paid and the type of work undertaken, did not compromise the auditor independence requirements of the Act for the following reasons:

- all non-audit services have been reviewed by the Audit, Business Risk and Compliance Committee to ensure they do not impact the impartiality 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*, including reviewing or auditing the auditors own work, acting in a management or decision-making capacity for the Group, acting as advocate for the Group or jointly sharing economic risk and rewards.

DIRECTORS' REPORT– REMUNERATION REPORT

REMUNERATION REPORT (AUDITED)

This Remuneration Report for the year ended 30 June 2018 outlines the remuneration arrangements of the Group in accordance with the requirements of the Act and its regulations. This information has been audited as required by section 308(3C) of the Act.

The Remuneration Report is presented under the following sections:

1. Introduction
2. Governance
3. Executive remuneration arrangements
4. Executive remuneration outcomes for 2018
5. Executive KMP contracts
6. Non-Executive Directors' remuneration arrangements
7. Equity holdings of KMP
8. Related party transactions with KMP

1. Introduction

The Remuneration Report details the remuneration arrangements for key management personnel (KMP) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company.

For the purposes of this report, the term KMP includes all non-executive Directors of the Board, the Managing Director and Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of the Company and the Group.

Key Management Personnel

Name	Position	Term as KMP in 2018
Non-Executive Directors (NEDs)		
Raphael Geminder	Non-Executive Chairman	Full Year
Lyndsey Cattermole	Non-Executive Director	Full Year
Peter Margin	Non-Executive Director	Full Year
Jonathan Ling	Non-Executive Director	Full Year
Ray Horsburgh	Non-Executive Director	Full Year
Other KMP		
Malcolm Bunday	Managing Director and CEO	Full Year
Richard Betts	Chief Financial Officer	Full Year

There have been no other changes to KMP after the reporting date and before the date the financial report was authorised for issue.

2. Governance

Nomination and Remuneration Committee

The Nomination and Remuneration Committee (the Committee) is delegated responsibility by the Board for managing appropriate remuneration policy and governance procedures including to:

- review and recommend to the Board appropriate remuneration policies and arrangements including incentive plans for the CEO and CFO;
- review and approve short term incentive plans, long term incentive plans, performance targets and bonus payments for the CEO and CFO;
- review the performance of the CEO;
- review the Senior Executives' performance assessment processes to ensure they are structured and operate to realise business strategy; and
- review and recommend to the Board, remuneration arrangements for the Chairman and NEDs.

The Committee comprises four Non-Executive Directors and meet as often as the Committee members deem necessary to fulfil the Committee's obligations. It is intended they meet no less than three times a year. A copy of the Committee's charter is available at www.pactgroup.com.au.

DIRECTORS' REPORT– REMUNERATION REPORT

Use of remuneration consultants

To ensure the Committee is fully informed when making remuneration decisions it will seek remuneration advice where required.

Decisions to engage remuneration consultants are made by the Committee or the Board. Contractual engagements and briefing of the consultants is undertaken by the Chairman of the Committee and the remuneration recommendations of the consultants are to be provided directly to the Chairman of the Committee.

During the year EY provided advice on the share acquisition rules for Directors to sacrifice fees, and also provided guidance on the tax implications of the CEO's LTIP offer letter. The Company paid EY \$23,051 for these services.

The CEO or CFO had no involvement in the engagement or any ongoing instruction of EY. The Group did not engage any other remuneration consultants during the year. Accordingly the Board is satisfied that remuneration advice and recommendations received during the year were free from undue influence by the KMP to whom the advice or recommendation relates. The appointment of EY for the provision of these services did not impact on the independence of EY as auditors of the Company and the Group, because EY was not involved in the final design of LTIP offer letters and share acquisition plan rules.

3. Executive remuneration arrangements

Remuneration principles and strategy

Pact's executive remuneration strategy is designed to attract, retain, reward and motivate high performing individuals through remuneration arrangements that are based on performance and experience, are competitive for companies of a similar size and nature, and are aligned with the interests of shareholders.

Remuneration for executive KMP includes fixed remuneration, and benefits that are at risk, awarded only on the achievement of performance conditions. This includes a short term incentive plan (STI) and a LTIP for both the CEO and CFO.

Fixed Remuneration

Comprises base salary and company superannuation contributions. The Group's strategy is to provide competitive fixed remuneration to attract high quality executives with the right experience, qualifications and industry expertise to manage the business.

STI

An "at risk" component of remuneration paid in cash, awarded on the achievement of performance conditions (financial and non-financial) over a twelve month period, that is intended to drive performance against the Group's short term objectives.

LTIP

An "at risk" component of remuneration comprising the issue of Performance Rights to acquire fully paid ordinary shares in the Company for nil consideration, awarded on the achievement of performance conditions over a three year period, that is intended to drive performance against the Group's long term objectives.

Approach to setting remuneration

Remuneration levels are considered annually through a remuneration review that considers market data, insights into remuneration trends, the performance of the Group and individual, and the broader economic environment. The target remuneration mix for the 2018 year was as follows⁽¹⁾:

Executive KMP remuneration component at target	Malcolm Bunday %	Richard Betts %
Fixed Remuneration	36%	65%
Short term incentives	35%	31%
Long Term incentives (LTIP)	19%	4%
Long Term incentives (Initial Share Grant) ⁽²⁾	10%	-
Total	100%	100%

⁽¹⁾ Target remuneration is calculated as Fixed Remuneration, plus STI at target, plus long term incentives at target (based on the fair value of Performance Rights at grant date).

⁽²⁾ The initial share grant will form part of Mr Bunday's total remuneration for the first 3 years of employment (refer to pages 10 and 13 in the Remuneration Report).

DIRECTORS' REPORT– REMUNERATION REPORT

Detail of incentive plans

STI

Both the CEO and CFO participate in a STI which is paid in cash and dependent on achieving agreed performance targets for the following:

- EBITDA before significant items;
- cash conversion and working capital management; and
- non-financial measures that include safety, risk management, diversity targets and talent management.

Participation in the STI is dependent on the Group exceeding an EBITDA hurdle equal to 95% of target EBITDA. If this hurdle is not achieved no rewards are required to be paid to the CEO and CFO under the STI.

The Board considers these measures to be appropriate as they are strongly aligned with the interests of shareholders. Group EBITDA, cash conversion and working capital targets are key indicators of the underlying growth of the business, enabling the payment of dividends to shareholders.

The table on page 10 provides additional information on these performance measures, including an overview of performance versus target in the current year.

LTIP

Both the CEO and CFO participate in the LTIP, with an entitlement to performance rights to acquire fully paid shares in the Company, equal to 100% of annual base salary (ABS) for the CEO and 30% of fixed annual remuneration for the CFO with a vesting period of three years.

Key features of the LTIP are outlined below:

Grant Value

Performance rights are granted based on the volume weighted average price (VWAP) of the Pact Group share price over the five day period following the Company's announcement of its full year financial results. The number of performance rights granted represents the CEO and CFO's entitlement for that full year. For details on the performance rights granted for the FY2017 LTIP and FY2016 LTIP please refer to the respective Annual Reports.

Share based payments expense is based on the fair value of the performance rights over the performance period.

Performance Period

The performance period for the FY2016 LTIP is from 1 December 2015 to 30 November 2018. For all subsequent fiscal years, the performance period commences on the first day of that fiscal year and is measured over 3 years.

Performance Hurdles

Vesting of each LTIP tranche will be subject to the Company achieving its relative Total Shareholder Return (TSR) hurdle:

- This hurdle was selected by the Committee as it is clearly aligned with returns to shareholders. TSR is calculated by measuring the return to shareholders based on the Company's share price growth combined with the value of dividends declared and paid over the three year performance period.
- The TSR is then ranked on a relative basis with the TSR performance measured against the S&P/ASX 200 comparator group, excluding companies in the Financials, Metals and Mining sectors. The peer group has been selected by the Board at the time of the grant.
- The percentage of rights that vest, if any, will be determined by the Committee with reference to the percentile ranking achieved by the Company over the relevant Performance Period, compared to other entities in the relative TSR comparator peer group, as follows:

Vesting Schedule

TSR Relative to peer group	Vesting %
At or above the 75th percentile	100%
Between the 50th and 75th percentile	pro rata vesting between 50% to 100%
At the 50th percentile	50%
Below the 50 th percentile	Nil

Cessation of Employment

If an executive resigns or is terminated for cause, any unvested LTIP awards are forfeited, unless otherwise determined by the Board. A "good leaver" will retain a pro rata number of Performance Rights based on time elapsed since the initial grant date. Any such Performance rights will be subject to the original terms and conditions, and discretion of the Board.

Rights Attaching to Performance Rights

Performance rights do not carry any dividend or voting entitlements prior to vesting. Shares allocated upon vesting of performance rights will carry the same rights as other ordinary shares.

Clawback

100% of the award can be forfeited where there has been any fraud, dishonesty, or breach of obligations, including a material misstatement of the Financial Statements.

Change of Control Provisions

In the event of change of control, the performance period end date will be brought forward to the date of change of control, and awards will vest based on performance over this shortened period (subject to Board discretion).

DIRECTORS' REPORT– REMUNERATION REPORT

Initial Share Grant

The CEO was entitled to receive an initial share grant of \$1 million on his appointment as Managing Director and CEO on 1 December 2015. This share grant was approved at the AGM on 16 November 2016, and 209,205 performance rights were granted to the CEO. These shares will vest after three years of employment, being 1 December 2018. Should the CEO cease employment during this time the shares will be forfeited.

4. Executive remuneration outcomes for FY2018

Business performance in FY2018

The Group's FY2018 financial performance reflects the execution of recent strategic growth initiatives and disciplined management of a challenging input cost environment.

Over the last 5 financial years:

- compound growth in net profit after tax¹ (before significant items) was 12%;
- compound earnings per share growth² (before significant items) was 11%;
- an average of 19 cents per ordinary share per annum has been paid (or payable) to shareholders in dividends; and
- cumulative Total Shareholder Return (TSR)³, which represents the movement in the Company's share price plus dividends received by shareholders, was 68.8%.

The table below summarises key indicators of the performance of the Company and relevant shareholder returns over the past 5 financial years.

Performance measure	2014 ⁽⁴⁾	2015	2016	2017	2018
Statutory net profit after tax (\$000)	57,689	67,632	85,051	90,341	74,488
Net profit after tax (NPAT) ¹ (\$000)	59,725	85,214	94,310	100,003	94,661
NPAT growth % ¹	n/a	42.7%	10.7%	6.0%	(5.3%)
EBITDA ¹ (\$000)	198,226	208,678	220,157	233,116	237,251
EBITDA ¹ growth %	n/a	5.3%	5.5%	5.9%	1.8%
Dividends per ordinary share (cps)	9.5	19.5	21.0	23.0	23.0
Closing share price (30 June)	3.43	4.68	6.03	5.99	5.27
3 month average share price (1 April to 30 June)	3.41	4.28	5.46	6.44	5.57
Earnings per share ^{1,2} (cps)	20	29	32	33	30
Earnings per share ¹ growth %	n/a	45.0%	10.3%	3.1%	(9.1%)
Cumulative TSR % ³	(10.3%)	17.6%	53.9%	85.7%	68.8%

(1) Before significant items (refer to note 1.1 in the Consolidated Financial Report).

(2) Earnings per share in 2014 has been calculated assuming the post IPO share capital structure existed for the entire period. The basis for the calculation is 294.1 million shares outstanding.

(3) Cumulative TSR in each year has been calculated using the share issue price at 17 December, 2013 of \$3.80. The 3 month average share price has been used in all periods.

(4) The Group was listed on the ASX on 17 December 2013.

STI Outcomes - Executive KMP

The table below outlines the components of the STI, and how performance has been measured in fiscal year 2018.

Performance measure	Weighting	Overview of performance v target
EBITDA	64%	EBITDA growth of 1.8% compared to last year, minimum EBITDA hurdle of 95% of target was not achieved.
Cash Conversion	8%	Cash conversion is defined as operating cash flow divided by EBITDA, with operating cash defined as EBITDA less the change in working capital, less changes in other assets and liabilities. During the year target performance was achieved.
Working Capital Management	8%	Working capital management is measured by rolling working capital as a percentage of sales. During the year target performance was partially achieved.
Non-Financial Measures	20%	This measure is based on various safety, risk management, diversity and talent management targets. During the year target performance was partially achieved.

The minimum EBITDA hurdle was not achieved, therefore the KMP did not participate in the STI for fiscal year 2018.

DIRECTORS' REPORT– REMUNERATION REPORT

LTIP Outcomes – CEO and CFO

The table below outlines the performance rights granted to the CEO and CFO for participating in the LTIP, and the relevant performance period for each fiscal year.

CEO

Year	Grant date	Performance rights granted	Fair value of right	Performance period
2016 LTIP	22 June 2016	146,444	\$3.85	1 December 2015 to 30 November 2018
2017 LTIP	16 November 2016	192,376	\$3.54	1 July 2016 to 30 June 2019
2018 LTIP	15 November 2017	228,705	\$2.65	1 July 2017 to 30 June 2020

CFO

Year	Grant date	Performance rights granted	Fair value of right	Performance period
2018 LTIP	15 November 2017	33,182	\$2.65	1 July 2017 to 30 June 2020

The performance measure for the LTIP is achievement of relative TSR targets. The vesting conditions have been outlined on page 9.

DIRECTORS' REPORT– REMUNERATION REPORT

Executive KMP remuneration for the year ended 30 June 2018

Executive	Year	Short term benefits				Post-employment benefits	Long term benefits	Share Based Payments (equity settled)		Total	Performance Related %
		Salary & fees	STI	Non-monetary benefits ⁽¹⁾	Other Benefits ⁽²⁾	Superannuation	Long Service Leave ⁽³⁾	LTIP ⁽⁴⁾	Initial Grant		
		\$	\$	\$	\$	\$	\$	\$	\$	\$	%
Mr Malcom Bunday (CEO)	2018	1,230,000	-	91,437	(16,346)	25,000	-	647,275	333,334	2,310,700	28%
	2017	1,200,000	-	62,641	84,676	25,000	-	445,253	333,333	2,150,903	21%
Mr Richard Betts (CFO)	2018	530,485	-	49,584	10,351	25,000	-	29,311	-	644,731	5%
	2017	498,750	-	8,884	11,887	25,000	-	-	-	544,521	-
Total Executive KMP remuneration	2018	1,760,485	-	141,021	(5,995)	50,000	-	676,586	333,334	2,955,431	23%
	2017	1,698,750	-	71,525	96,563	50,000	-	445,253	333,333	2,695,424	17%

⁽¹⁾ Non-monetary benefits includes motor vehicle lease payments and FBT payments made by the Company on behalf of Mr Bunday and Mr Betts.

⁽²⁾ Other benefits is the movement in the annual leave provision for Mr Bunday and Mr Betts.

⁽³⁾ The Company policy is to provide for long service leave entitlements after 5 years of continuous service.

⁽⁴⁾ An independent valuation of the performance rights was performed to establish the fair value in accordance with AASB2 *Share Based Payments*. Valuation of the rights was done using Monte Carlo valuation simulations.

DIRECTORS' REPORT– REMUNERATION REPORT

Executive KMP remuneration for the year ended 30 June 2018 (continued)

The table on the previous page shows KMP remuneration in accordance with statutory obligations and accounting standards. The following table, which is audited, provides additional voluntary disclosure as the Directors believe this information is helpful to assist shareholders in understanding the benefits that the Executive KMP received during the financial year ended 30 June 2018. The table below has not been prepared in accordance with Australian accounting standards.

	Fixed Remuneration ⁽¹⁾	STI ⁽²⁾	Other Benefits ⁽³⁾	Performance rights vested in 2018	Total
Mr Malcolm Bunday	1,255,000	-	75,091	n/a ⁽⁴⁾	1,330,091
Mr Richard Betts	555,485	-	59,935	n/a ⁽⁵⁾	615,420

⁽¹⁾ Fixed remuneration includes salary and fees, and superannuation contributions, calculated on the same basis as the remuneration table on page 12.

⁽²⁾ STI relates to the 2018 performance period and is shown on an accruals basis.

⁽³⁾ Other benefits includes motor vehicle lease payments and FBT payments made by the Company on behalf of Mr Bunday and Mr Betts, and movement in the annual leave provision for Mr Bunday and Mr Betts, both shown on an accruals basis.

⁽⁴⁾ Not applicable as the first opportunity for performance rights to vest for the CEO will be on 30 November 2018 (the vesting of the 2016 LTIP), therefore no benefits were received during the current financial year.

⁽⁵⁾ Not applicable as the first opportunity for performance rights to vest for the CFO will be on 30 June 2020 (the vesting of the 2018 LTIP), therefore no benefits were received during the current financial year.

5. Executive KMP contracts

Remuneration arrangements for Executive KMP are formalised in employment agreements.

The following outlines the key details of contracts relating to Executive KMP:

Chief Executive Officer (CEO)

The CEO, Mr Malcolm Bunday, is employed under an employment contract with a notice period for termination of six months. There is no fixed term. Mr Bunday's remuneration package consists of the following components:

- The CEO receives fixed remuneration of \$1,255,000 per annum.
- The CEO has a maximum STI of 100% of ABS. Please refer to section 3 of the Remuneration Report for further details of the CEO's STI plan.
- The CEO participates in an LTIP, key features of the LTIP are outlined on page 9.
- The CEO received an initial share grant of \$1 million (209,205 performance rights). These shares will vest after three years of employment from a starting date of 1 December 2015.
- The CEO receives non-monetary benefits including motor vehicle lease payments and FBT payments made by the Company on his behalf.
- There are no provisions for redundancy payments. The Company is not required to make any payment of a benefit which is not permitted by Part 2D.2, Division 2 or Chapter 2E of the Act in the absence of shareholder approval or the ASX Listing Rules. The Company must use its reasonable endeavours to try and obtain shareholder approval, if required.

Chief Financial Officer (CFO)

The CFO, Mr Richard Betts, is employed under an employment contract, with a notice period for termination of three months. There is no fixed term. Mr Betts' remuneration package consists of the following components:

- The CFO receives fixed remuneration of \$555,485 per annum.
- The CFO has a maximum STI of 50% of ABS. Please refer to section 3 of the Remuneration Report for further details of the CFO's STI plan.
- The CFO participates in an LTIP, key features of the LTIP are outlined on page 9.
- The CFO receives non-monetary benefits including motor vehicle lease payments and FBT payments made by the Company on his behalf.
- In the event a redundancy occurs, the CFO is entitled to receive a redundancy payment of 3 weeks for every year of service which is capped at 52 weeks. The Company is not required to make any payment of a benefit which is not permitted by Part 2D.2, Division 2 or Chapter 2E of the Act in the absence of shareholder approval or the ASX Listing Rules. The Company must use its reasonable endeavours to try and obtain shareholder approval, if required.

DIRECTORS' REPORT– REMUNERATION REPORT

6. Non-Executive Directors' remuneration arrangements

Remuneration policy

The Committee seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain non-executive directors (NEDs) of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

The amount of aggregate remuneration sought to be approved by shareholders and the fee structure is reviewed annually against fees paid to NEDs of comparable companies (S&P/ASX 200 comparator group, excluding companies in the Financials, Metals and Mining sectors).

The Company's Constitution and the ASX Listing Rules specify that the NED fee pool shall be determined from time to time by a general meeting. Consistent with prior years, the total amount paid to NEDs must not exceed a fixed sum of \$1,000,000 per financial year in aggregate. Raphael Geminder does not receive a fee for his position as Chairman and a NED of the Company.

Structure

The remuneration of NEDs consists of directors' fees and committee fees. The payment of additional fees for serving on a committee or being the Chair of a committee recognises the additional time commitment required by NEDs who serve on committees.

The table below summarises payments made for NED fees.

Responsibility	2018	2017
Board fees		
Non-executive Directors (excluding the Chairman)	\$112,750	\$110,000
Audit, Business Risk and Compliance Committee		
Chair	\$30,750	\$30,000
Member	\$7,688	\$7,500
Nomination and Remuneration Committee		
Chair	\$30,750	\$30,000
Member	\$7,688	\$7,500

NEDs do not participate in any incentive programs.

The remuneration of NEDs for the year ended 30 June 2018 is detailed in the following table.

DIRECTORS' REPORT– REMUNERATION REPORT

Non executive KMP remuneration for the year ended 30 June 2018

		Short term benefits	Post-employment benefits	
		Fees	Superannuation	TOTAL
		\$	\$	\$
Ms Lyndsey Cattermole	2018	117,009	11,116	128,125
	2017	114,155	10,845	125,000
Mr Raphael Geminder	2018	-	-	-
	2017	-	-	-
Mr Jonathan Ling	2018	143,500	-	143,500
	2017	127,854	12,146	140,000
Mr Peter Margin	2018	151,187	-	151,187
	2017	134,703	12,797	147,500
Mr Ray Horsburgh	2018	109,989	10,449	120,438
	2017	107,306	10,194	117,500
Total Non-executive KMP remuneration	2018	521,685	21,565	543,250
	2017	484,018	45,982	530,000

DIRECTORS' REPORT– REMUNERATION REPORT

7. Equity holdings of KMP

The following table shows the respective shareholdings of KMP (directly and indirectly) including their related parties and any movements during the year ended 30 June 2018:

KMP	Balance 1 July 2017	Movements	Balance 30 June 2018
Raphael Geminder	117,556,458	14,111,829	131,668,287
Lyndsey Cattermole	78,948	196,471	275,419
Peter Margin	22,092	5,988	28,080
Jonathan Ling	10,455	7,012	17,467
Ray Horsburgh	30,100	11,532	41,632
Malcolm Bunday	-	-	-
Richard Betts	4,900	681	5,581

8. Related party transactions with KMP

The following table provides the total amount of transactions with related parties for the year ended 30 June 2018:

		Sales to related parties	Purchases from related parties	Other (income) / expense with related parties	Amounts (owed to) / receivable from related parties
	\$'000's				
Related parties – director's interests⁽¹⁾	2018	11,469	18,408	(138)	2,573
	2017	11,061	19,274	547	766

⁽¹⁾ Related parties – director's interests includes the following entities: P'Auer Pty Ltd, Pro-Pac Packaging Limited, Centralbridge Pty Ltd (as trustee for the Centralbridge Unit Trust), Centralbridge Two Pty Ltd, Centralbridge (NZ) Limited, Albury Property Holdings Pty Ltd, Green's General Foods Pty Ltd and Remedy Kombucha Pty Ltd.

P'Auer Pty Ltd (P'Auer)

P'Auer, an entity controlled by Mr Raphael Geminder (the Non-Executive Chairman of Pact), has a supply agreement to provide label products to Pact. Pact has a Transitional Services and Support Agreement with P'Auer to provide support services. Agreements are on arm's length terms. In addition, P'Auer provides Pact with periodic warehousing services.

Pro-Pac Packaging Limited (Pro-Pac)

Pro-Pac, an entity for which Mr Raphael Geminder owns 40% (2017 49%), is an exclusive supplier of certain raw materials such as flexible film packaging, flexible plastic bags and tapes to Pact. The agreement was extended in early 2017 through to 31 December 2021. Total value under this arrangement is approximately \$4.3 million (2017: \$4.5 million). The supply arrangement is at arm's length terms.

DIRECTORS' REPORT– REMUNERATION REPORT

Terms and conditions of transactions with related parties

The Group leased 13 properties (10 in Australia and 3 in New Zealand) from Centralbridge Pty Ltd (as trustee for the Centralbridge Unit Trust), Centralbridge Two Pty Ltd, Centralbridge (NZ) Limited and Albury Property Holdings Pty Ltd ("Centralbridge Entities"), which are each controlled by entities associated with Mr Raphael Geminder and are therefore related parties of the Group ("Centralbridge Leases"). The aggregate annual rent payable by Pact under the Centralbridge Leases for the year ended 30 June 2018 was \$6.1 million (2017: \$6.7 million). The rent payable under these leases was determined based on independent valuations and market conditions at the time the leases were entered into.

Of the Centralbridge Leases in Australia:

- six of the leases contain early termination rights in favour of the landlord to terminate the lease at the expiry of the 9th term;
- two of the leases contain early termination rights in favour of the landlord to terminate the lease at the expiry of the 8th term; and
- two of the leases do not contain standard default provisions which give the landlord the right to terminate the lease in the event of default.

Except as set out above, the Centralbridge Leases in Australia are on arm's length terms.

The Centralbridge Leases in New Zealand, contain early termination rights in favour of the landlord to terminate the lease at the expiry of the 9th term. With the exception of the early termination rights, the Centralbridge Leases in New Zealand are on arm's length terms.

Terms and conditions of transactions with related parties

The purchases from and sales to related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the end of the period are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 30 June 2018, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (2017: nil).

DIRECTORS' REPORT

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Act is set out at page 19.

ROUNDING

Is presented in Australian dollars with all values rounded to the nearest \$1,000, unless otherwise stated, in accordance with the ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 dated 1 April 2016.

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



Raphael Geminder
Chairman

15 August 2018



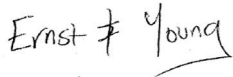
Malcolm Bunday
Managing Director and Chief Executive Officer

Auditor's Independence Declaration to the Directors of Pact Group Holdings Ltd

As lead auditor for the audit of Pact Group Holdings Ltd for the financial year ended 30 June 2018, I declare to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Pact Group Holdings Ltd and the entities it controlled during the financial year.



Ernst & Young



Glenn Carmody
Partner
15 August 2018

FINANCIAL REPORT

Consolidated Statement of Comprehensive Income For the year ended 30 June 2018

\$'000	Notes	2018	2017
Sales revenue	1.1	1,674,188	1,475,336
Raw materials and consumables used		(734,260)	(623,818)
Employee benefits expense	5.2	(410,018)	(364,377)
Occupancy, repair and maintenance, administration and selling expenses		(306,299)	(265,162)
Interest and other income		11,199	8,234
Other gains / (losses)	6.2	(22,404)	(11,524)
Depreciation and amortisation expense	3.2	(72,745)	(63,700)
Finance costs and loss on de-recognition of financial assets	4.1	(32,695)	(30,818)
Share of profit in associates	2.3	2,159	2,008
Profit before income tax expense		109,125	126,179
Income tax expense	1.2	(34,637)	(35,838)
Net Profit for the year		74,488	90,341
Net Profit attributable to equity holders of the parent entity		74,488	90,341
Other comprehensive income			
Items that will be not be reclassified subsequently to profit or loss			
Remeasurements of defined benefit liability / (asset)		125	-
Items that will be reclassified subsequently to profit or loss			
Cash flow hedges gains / (losses) taken to equity		2,293	1,451
Foreign currency translation (losses) / gains		(78)	(4,157)
Income tax on items in other comprehensive income		(692)	(443)
Other comprehensive (loss) / income for the year, net of tax		1,648	(3,149)
Total comprehensive income for the year		76,136	87,192
Attributable to:			
Equity holders of the parent entity		76,136	87,192
Total comprehensive income for the Group		76,136	87,192
cents			
Basic earnings per share	1.1	23.4	30.2
Diluted earnings per share	1.1	23.3	30.2

The Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

FINANCIAL REPORT

Consolidated Statement of Financial Position

As at 30 June 2018

\$'000	Notes	2018	2017
CURRENT ASSETS			
Cash and cash equivalents		67,980	39,592
Trade and other receivables	3.1	161,734	132,735
Inventories	3.1	210,956	168,906
Other current financial assets		2,683	155
Prepayments		10,263	9,192
TOTAL CURRENT ASSETS		453,616	350,580
NON-CURRENT ASSETS			
Trade and other receivables		2,570	1,798
Prepayments		4,284	4,528
Property, plant and equipment	3.2	755,413	677,132
Investments in associates and joint ventures	2.3	19,507	18,501
Intangible assets and goodwill	3.2	584,193	547,333
Deferred tax assets	1.2	31,004	30,518
TOTAL NON-CURRENT ASSETS		1,396,971	1,279,810
TOTAL ASSETS		1,850,587	1,630,390
CURRENT LIABILITIES			
Trade and other payables	3.1	437,259	383,484
Employee benefits provisions	5.2	36,932	35,587
Other provisions	3.4	4,424	3,084
Other current financial liabilities		79	2,155
TOTAL CURRENT LIABILITIES		478,694	424,310
NON-CURRENT LIABILITIES			
Trade and other payables		17,594	18,694
Employee benefits provisions	5.2	7,549	6,425
Other provisions	3.4	28,817	24,932
Interest-bearing loans and borrowings	4.1	667,253	686,210
Other non-current financial liabilities		616	1,421
Deferred tax liabilities	1.2	66,864	63,290
TOTAL NON-CURRENT LIABILITIES		788,693	800,972
TOTAL LIABILITIES		1,267,387	1,225,282
NET ASSETS		583,200	405,108
EQUITY			
Contributed equity	4.2	1,690,476	1,517,097
Reserves	4.2	(902,984)	(905,732)
Retained earnings		(204,292)	(206,257)
TOTAL EQUITY		583,200	405,108

The Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

FINANCIAL REPORT

Consolidated Statement of Changes in Equity

For the year ended 30 June 2018

\$'000	Attributable to equity holders of the Parent entity						Total equity
	Contributed equity	Common control reserve	Cash flow hedge reserve	Foreign currency translation reserve	Share based payments reserve	Retained Earnings	
Year ended 30 June 2018							
As at 1 July 2017	1,517,097	(928,385)	(1,490)	23,043	1,100	(206,257)	405,108
Profit for the year	-	-	-	-	-	74,488	74,488
Other comprehensive income / (loss)	-	-	1,601	(78)	-	125	1,648
Total comprehensive income / (loss)	-	-	1,601	(78)	-	74,613	76,136
Issuance of share capital	175,559	-	-	-	-	-	175,559
Transaction costs taken to equity	(2,986)	-	-	-	-	-	(2,986)
Tax benefit on transaction costs	806	-	-	-	-	-	806
Total equity transactions	173,379	-	-	-	-	-	173,379
Dividends paid	-	-	-	-	-	(72,648)	(72,648)
Share based payments expense	-	-	-	-	1,225	-	1,225
Transactions with owners in their capacity as owners	173,379	-	-	-	1,225	(72,648)	101,956
Year ended 30 June 2018	1,690,476	(928,385)	111	22,965	2,325	(204,292)	583,200
Year ended 30 June 2017							
As at 1 July 2016	1,502,097	(928,385)	(2,498)	27,200	322	(229,542)	369,194
Profit for the year	-	-	-	-	-	90,341	90,341
Other comprehensive income / (loss)	-	-	1,008	(4,157)	-	-	(3,149)
Total comprehensive income / (loss)	-	-	1,008	(4,157)	-	90,341	87,192
Shares issued as consideration for business acquisitions	15,000	-	-	-	-	-	15,000
Dividends paid	-	-	-	-	-	(67,056)	(67,056)
Share based payments expense	-	-	-	-	778	-	778
Transactions with owners in their capacity as owners	15,000	-	-	-	778	(67,056)	(51,278)
Year ended 30 June 2017	1,517,097	(928,385)	(1,490)	23,043	1,100	(206,257)	405,108

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

FINANCIAL REPORT

Consolidated Statement of Cash Flows For the year ended 30 June 2018

\$'000	Notes	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		998,426	860,480
Receipts from securitisation program		874,417	785,898
Payments to suppliers and employees		(1,658,784)	(1,436,054)
Income tax paid		(33,148)	(24,326)
Interest received		151	180
Proceeds from securitisation of trade debtors		3,181	16,209
Borrowing, trade debtor securitisation and other finance costs paid		(33,820)	(30,921)
Net cash flows provided by operating activities	4.1	150,423	171,466
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment		(90,180)	(116,390)
Purchase of businesses and subsidiaries, net of cash acquired	2.1	(127,863)	(138,245)
Proceeds from sale of property, plant and equipment		5,844	9,785
Sundry items		546	4,289
Net cash flows used in investing activities		(211,653)	(240,561)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		529,715	515,217
Repayment of borrowings		(540,053)	(390,800)
Net proceeds from share issue		172,573	-
Payment of dividend		(72,648)	(67,056)
Net cash flows provided by financing activities		89,587	57,361
Net (decrease)/ increase in cash and cash equivalents		28,357	(11,734)
Cash and cash equivalents at the beginning of the year		39,592	51,885
Effect of exchange rate changes on cash and cash equivalents		31	(559)
Cash and cash equivalents at the end of the year		67,980	39,592

The Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

Section 1 – Our Performance

A key element of Pact's strategy is to maximise long-term shareholder value. This section highlights the results and performance of the Group for the year ended 30 June 2018.

1.1 GROUP RESULTS

Sales revenue

\$'000	2018	2017
Pact Australia	1,279,880	1,117,829
Pact International	394,308	357,507
TOTAL	1,674,188	1,475,336

Pact's chief operating decision maker is the Managing Director and Chief Executive Officer (CEO). The CEO monitors results by reviewing two reportable segments, namely Pact Australia and Pact International, focusing on reported EBIT (earnings before finance costs and loss on de-recognition of financial assets, net of interest income, tax and significant items). As required by AASB 8: *Operating Segments*, the results above have been reported on a consistent basis to that supplied to the CEO.

Reportable segments	Countries of Operation	Products/services
<ul style="list-style-type: none">• Pact Australia	<ul style="list-style-type: none">• Australia	<ul style="list-style-type: none">• Manufacture and supply of rigid plastic and metal packaging and associated services
<ul style="list-style-type: none">• Pact International	<ul style="list-style-type: none">• New Zealand• China• Indonesia• Philippines• Singapore• Thailand• Hong Kong• South Korea• Nepal• India	<ul style="list-style-type: none">• Contract manufacturing and packing services (Pact Australia only)• Manufacture and supply of materials handling products and the provision of associated services• Recycling and sustainability services• Supply of crate pooling services

How Pact accounts for Revenue

Revenue from the sale of goods is recognised when there has been a transfer of risks and rewards to the customer (through the execution of a sales agreement at the time of delivery of the goods to the customer), no further work or processing is required, the quantity and quality of the goods has been determined, the price is determined and title has passed. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Revenue from services rendered is recognised in income on a straight line basis over the lease term.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

1.1 GROUP RESULTS (CONTINUED)

EBIT

\$'000	2018	2017
Pact Australia	103,421	99,529
Pact International	61,085	69,887
EBIT	164,506	169,416

Net profit after tax

The reconciliation of EBIT before significant items shown above and the net profit after tax disclosed in the Consolidated Statement of Comprehensive Income is as follows:

\$'000	2018	2017
EBIT (Pact Australia + Pact International)	164,506	169,416
Significant items		
Acquisition costs ⁽¹⁾	(4,411)	(2,206)
Deferred settlement costs (earnout) ⁽²⁾	(8,781)	-
New business start up costs	-	(3,335)
Business Restructuring Programs⁽³⁾		
• restructuring costs	(8,524)	(6,711)
• asset write downs	(1,589)	(788)
	(10,113)	(7,499)
Total significant items	(23,305)	(13,040)
EBIT after significant items	141,201	156,376
Finance costs ⁽⁴⁾	(32,076)	(30,197)
Net profit before tax	109,125	126,179
Income tax expense	(34,637)	(35,838)
Net profit after tax	74,488	90,341

(1) Acquisition costs includes professional fees, stamp duty and all other costs associated with business acquisitions.

(2) Adjustments to contingent consideration provisions raised in relation to acquisitions made in the year ended 30 June 2017.

(3) The business restructuring programs relate to the optimisation of business facilities across the Group.

(4) Net finance costs includes interest income of \$619,000 (2017: \$621,000).

Basic and diluted earnings per share

	2018	2017
Earnings per share (EPS) (cents) - Basic	23.4	30.2
Earnings per share (EPS) (cents) - Diluted	23.3	30.2
Calculated using:		
• Net profit attributable to ordinary equity holders (\$'000s)	74,488	90,341
• Weighted average of ordinary shares (shares) - Basic	318,642,850	298,705,565
• Weighted average of ordinary shares (shares) - Diluted	319,695,783	299,253,590

Earnings per share is calculated by dividing the net profit for the year attributable to ordinary equity holders of Pact by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to include the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive shares. This would include items such as performance rights as disclosed in Note 5.3.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

1.2 TAXATION

Reconciliation of tax expense

\$'000	2018	2017
Accounting profit before tax	109,125	126,179
Income tax calculated at 30% (2017: 30%)	32,737	37,854
Adjustments in respect of income tax of previous years	(345)	(2,911)
Sundry items	2,245	895
Income tax expense reported in the Consolidated Statement of Comprehensive Income	34,637	35,838
Comprising of:		
• Current year income tax expense	35,303	35,967
• Deferred income tax expense / (benefit)	(321)	2,782
• Adjustments in respect of previous years income tax	(345)	(2,911)

Included in the above is a tax benefit on significant items of \$3.1 million for the year ended 30 June 2018 (2017: \$3.4 million).

Recognised current and deferred tax assets and liabilities

\$'000	2018 Current Income tax	2018 Deferred Income tax	2017 Current Income tax	2017 Deferred Income tax
Opening balance	(16,913)	(32,772)	(4,841)	(20,764)
Charged to income	(35,303)	321	(35,967)	(2,782)
Adjustments in respect of income tax of previous years	977	(632)	1,942	969
Charged to other comprehensive income	-	(692)	-	(443)
Tax benefit on equity raising	-	806	-	-
Payments	33,148	-	24,326	-
Acquisitions / disposals	(1,073)	(3,102)	(2,359)	(9,792)
Foreign exchange translation movement	89	211	(14)	40
Closing balance	(19,075)	(35,860)	(16,913)	(32,772)
Comprises of:				
• Deferred tax assets				
▫ Employee entitlements provision		12,517		12,420
▫ Provisions		9,813		9,503
▫ Hedges		-		625
▫ IPO transaction costs		1,319		1,684
▫ Unutilised tax losses		87		-
▫ Lease incentives and rent free		5,071		4,334
▫ Other		2,197		1,952
		31,004		30,518
• Deferred tax liabilities				
▫ Property, plant and equipment		(51,587)		(49,968)
▫ Intangibles		(9,754)		(10,751)
▫ Other		(5,523)		(2,571)
		(66,864)		(63,290)



Key Estimates and Judgements – Taxation

Pact is subject to income tax in Australia and foreign jurisdictions. The calculation of the Group's tax charge requires management to determine whether it is probable that there will be sufficient future taxable profits to recoup deferred tax assets.

Judgements and assumptions are subject to risk and uncertainty, hence if final tax determinations or future actual results do not align with current judgements, this may have an impact to the carrying value of deferred tax balances and corresponding credits or charges to the Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

1.2 TAXATION (CONTINUED)

How Pact accounts for taxation

Income tax charges:

- Comprise of current and deferred income tax charges and represent the amounts expected to be paid to and recovered from the taxation authorities in the jurisdictions that Pact operates.
- Are recorded in Equity when the underlying transaction that the tax is attributable to is recorded within Other Comprehensive Income.
- Are recorded in equity when associated with share issue costs

Pact uses the tax laws in place or those that have been substantively enacted at reporting date to calculate income tax. For deferred income tax, Pact also considers whether these tax laws are expected to be in place when the related asset is realised or liability is settled. Management periodically re-evaluate their assessment of their tax positions, in particular where they relate to specific interpretations of applicable tax regulation.

Deferred tax assets and liabilities are recognised on all assets and liabilities that have different carrying values for tax and accounting, except for:

- initial recognition of goodwill; and
- any undistributed profits of Pact's subsidiaries, associates or joint ventures where either the distribution of those profits would not give rise to a tax liability or the directors consider they have the ability to control the timing of the reversal of the temporary differences.

Specifically for deferred tax assets:

- They are recognised only to the extent that it is probable that there is sufficient future taxable amounts to be utilised against. This assessment is reviewed at each reporting date.
- They are offset against deferred tax liabilities in the same tax jurisdiction, when there is a legally enforceable right to do so.
- If acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about the existing facts and circumstances at acquisition date became available. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it occurred during the measurement period or in the Consolidated Statement of Comprehensive Income.

Australian tax consolidated group

Pact Group Holding Ltd and its wholly-owned Australian subsidiaries formed a tax consolidated group (Australian tax consolidated group), effective January 2014. A tax funding agreement is also in place such that Pact Group Holdings Ltd pays any taxes owed by the Group to the Australian Tax Office.

1.3 DIVIDENDS

\$'000	2018	2017
Dividends paid during the financial year	72,648	67,056
Proposed dividend ⁽¹⁾	38,236	34,412

⁽¹⁾ Since the end of the financial year the directors have determined payment of a final dividend of 11.5 cents per ordinary share 65% franked (2017: 11.5 cents, 65% franked). The amount disclosed is based on the number of shares on issue at reporting date. The final dividend is expected to be paid on 4 October 2018.

Franking credit balance

Franking account balance as at the end of the financial year at 30% (2017: 30%)	5,038	5,014
Franking credits that will arise from the payment of income tax payable as at the end of the financial year	10,103	11,324
Franking credits that will be utilised from the payment of dividends as at the end of the financial year	(10,651)	(9,586)
Total franking credit available for the subsequent financial year	4,490	6,752

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

Section 2 – Our Operational Footprint

This section provides details of acquisitions which the Group has made in the financial year, as well as details of controlled entities and interests in associates and joint ventures.

2.1 BUSINESSES ACQUIRED

Summary of 30 June 2018 acquisitions:

\$'000	ECP Industries Pty Ltd ⁽¹⁾	Asia acquisition ⁽²⁾	Total
Comprising of:			
• Cash consideration paid	10,281	142,453	152,734
• Deferred consideration	-	6,839	6,389
• Contingent consideration	406	-	406
Gross consideration paid	10,687	149,292	159,979
Less: cash acquired	-	(20,063)	(20,063)
Net consideration paid	10,687	129,229	139,916
• Assets			
▫ Trade and other receivables	-	29,772	29,772
▫ Inventory	234	20,977	21,211
▫ Property, plant & equipment	1,128	75,011	76,139
▫ Deferred tax assets	184	16	200
▫ Other assets	-	1,230	1,230
• Liabilities			
▫ Trade payables and other provisions	(130)	(31,829)	(31,959)
▫ Employee benefits provisions	(128)	(967)	(1,095)
▫ Deferred tax liabilities	-	(3,315)	(3,315)
Fair value of identifiable net assets	1,288	90,895	92,183
Provisional goodwill arising on acquisition	9,399	38,334	47,733

(1) On 30 November 2017 the Group purchased the net assets of ECP Industries Pty Ltd ('ECP'), for a consideration of \$10.7 million. ECP is a Western Australia based intermediate bulk container ('IBC') reconditioning business that also deals in the reconditioning, repairing and leasing of bulk liquid tanks.

The acquisition provides Pact with the capability to offer national coverage for these services, and provides the opportunity for future growth.

Provisional goodwill of \$9.4 million has arisen as a result of the purchase consideration exceeding the fair value of identifiable net assets acquired, and represents the synergistic value with the current business. Goodwill is allocated to the Pact Australia reportable segment. This goodwill will not be deductible for tax purposes.

From the date of acquisition to 30 June 2018, ECP contributed \$3.3 million of revenue and \$0.7 million to net profit before tax of the Group. If the combination had taken place at 1 July 2017, contributions to revenue for the period ended 30 June 2018 would have been \$2.7 million higher and the contribution to profit before tax for the Group would have been \$0.8 million higher.

(2) On 15 February 2018, Pact Group Holdings Pty Ltd acquired shares and assets in CSI International (CSI Asia) and Graham Packaging Group (GPC Asia), and completed the acquisition of Closure Systems International Nepal on 25 May 2018. For the total acquisition (Asia acquisition) the Group recognised gross consideration of \$149.3 million, comprising cash of \$142.5 million and deferred consideration of \$6.8 million.

CSI Asia is a leader in plastic closure design, manufacturing, and high-speed capping equipment and application systems. GPC Asia produces plastic bottles via injection blow moulding and extrusion blow moulding. The acquisition complements Pact's existing capability and customer footprint in Asia, and includes seven manufacturing sites across China, South Korea, Nepal, India and the Philippines.

The fair value of trade and other receivables acquired amounts to \$29.8 million. Provisional goodwill of \$38.3 million has arisen as a result of the purchase consideration exceeding the fair value of identifiable net assets acquired, and represents the value attributed to the networks and customer relationships established within the Asia region. Goodwill is allocated to the Pact International reportable segment. This goodwill will not be deductible for tax purposes.

From the date of acquisition the Asia acquisition has contributed \$66.6 million of revenue and a net profit before tax of \$3.0 million to the Group. If the combination had taken place at 1 July 2017, contributions to revenue for the period ended 30 June 2018 would have been \$95.1 million higher and the contribution to profit before tax for the Group would have been \$3.7 million higher.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

2.1 BUSINESSES ACQUIRED (CONTINUED)



Key Estimate and Judgement – Business combinations

Certain assets and liabilities either given up or acquired as part of a business combination may not be normally traded in active markets, thus management judgement is required in determining the fair values. Management judgement is also required in ascertaining the assets and liabilities which should be recognised, in particular with respect to intangible assets such as brand names, customer relationships, patents and trademarks and contingent liabilities.

How Pact accounts for business acquisitions

When Pact acquires a business, if it satisfies the conditions of being a business combination under AASB 3: *Business Combinations*, then:

- the cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree;
- where settlement of any part of the consideration is deferred, and if the impact of discounting is significant, the amounts payable in the future are discounted to their present value. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions;
- assets given, shares issued or liabilities incurred or assumed at the date of exchange are recorded at fair value;
- acquisition related costs are expensed as incurred;
- transaction costs arising on the issue of any equity instruments are recognised directly in equity;
- if the cost of the business combination is in excess of the net fair value of the Group's share of the identifiable net assets acquired, the difference is recognised as goodwill. For impairment testing, this goodwill has been allocated to and tested at the level of their respective CGU's, or group of CGU's, in accordance with the level at which management monitors goodwill; and
- if the cost of acquisition is less than the Group's share of the net fair value of the identifiable net assets of the subsidiary, the difference is recognised as a gain in the income statement.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

2.2 CONTROLLED ENTITIES

Australian incorporated entities that are party to the Deed of Cross Guarantee at 30 June 2018⁽¹⁾

-
- | | |
|--|--|
| • Pact Group Industries (ANZ) Pty Ltd | • Jalco Group Pty Ltd |
| • Australian Pharmaceutical Manufacturers Pty Ltd ⁽²⁾ | • Jalco Automotive Pty Ltd |
| • Pact Group Holdings (Australia) Pty Ltd | • Jalco Powders Pty Ltd |
| • Pact Group Finance (Australia) Pty Ltd | • Jalco Plastics Pty Ltd |
| • Power Plastics Pty Ltd | • Jalco Australia Pty Ltd |
| • Pascoes Pty Ltd ⁽²⁾ | • Jalco Care Products Pty Ltd |
| • Bidware Pty Ltd ⁽²⁾ | • Packaging Employees Pty Ltd |
| • Middleton Asset Financing & Leasing Pty Ltd ⁽²⁾ | • Jalco Cosmetics Pty Ltd |
| • Alto Packaging Australia Pty Ltd | • Jalco Promotional Packaging Pty Ltd |
| • Summit Manufacturing Pty Ltd | • VIP Plastic Packaging Pty Ltd |
| • Astron Plastics Pty Ltd | • Skyson Pty Ltd |
| • Sunrise Plastics Pty Ltd | • Brickwood (VIC) Pty Ltd |
| • INPACT Innovation Pty Ltd | • Brickwood (Dandenong) Pty Ltd |
| • Cinqplast Plastop Australia Pty Ltd | • Brickwood (NSW) Pty Ltd |
| • Steri-Plas Pty Ltd | • Brickwood (QLD) Pty Ltd |
| • Sulo MGB Australia Pty Ltd | • Alto Manufacturing Pty Ltd |
| • VIP Steel Packaging Pty Ltd | • Baroda Manufacturing Pty Ltd |
| • VIP Drum Reconditioners Pty Ltd | • Salient Asia Pacific Pty Ltd |
| • Vmax Returnable Packaging Systems Pty Ltd | • Plaspak Closures Pty Ltd |
| • Viscount Plastics Pty Ltd | • Plaspak Pty Ltd |
| • Viscount Plastics (Australia) Pty Ltd | • MTWO Pty Ltd |
| • Viscount Rotational Mouldings Pty Ltd | • Snopak Manufacturing Pty Ltd |
| • Viscount Logistics Services Pty Ltd | • Pact Group Industries (Asia) Pty Ltd |
| • Viscount Pooling Company Pty Ltd | • Viscount Plastics (China) Pty Ltd |
| • Viscount Pooling Systems Pty Ltd | • Ruffgar Holdings Pty Ltd |
-

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

2.2 CONTROLLED ENTITIES (CONTINUED)

Entities that are not party to the Deed of Cross Guarantee, incorporated in the following jurisdictions⁽¹⁾

AUSTRALIA

- Plaspak Contapas Pty Ltd⁽³⁾
- Plaspak Management Pty Ltd⁽³⁾
- Plaspak (PET) Pty Ltd⁽³⁾
- Plaspak Minto Pty Ltd⁽⁴⁾
- Sustainapac Pty Ltd

NEW ZEALAND

- Pact Group Holdings (NZ) Ltd
- Pact Group Finance (NZ) Ltd
- Pact Group (NZ) Ltd
- VIP Steel Packaging (NZ) Ltd
- VIP Plastic Packaging (NZ) Ltd
- Alto Packaging Ltd
- Auckland Drum Sustainability Services Ltd
- Viscount FCC Ltd
- Tecpak Industries Ltd
- Astron Plastics Ltd
- Pacific BBA Plastics (NZ) Ltd
- Viscount Plastics (NZ) Ltd
- Stowers Containment Solutions Ltd
- Sulo NZ Ltd⁽¹⁰⁾

CHINA

- Guangzhou Viscount Plastics Co Ltd⁽⁵⁾
- Langfang Viscount Plastics Co Ltd⁽⁵⁾
- Changzhou Viscount Plastics Co Ltd⁽⁵⁾
- Closure System International (Guangzhou) Co., Ltd⁽²⁾⁽¹¹⁾
- Closure System International (Tianjin) Co., Ltd⁽²⁾⁽¹¹⁾
- Graham Packaging (Guangzhou) Co., Ltd⁽²⁾⁽¹²⁾

- ⁽¹⁾ All entities are wholly owned unless otherwise stated
⁽²⁾ Entities acquired in the 2018 financial year (see Note 2.1)
⁽³⁾ Owned by Skyson Pty Ltd
⁽⁴⁾ Owned by Snopak Manufacturing Pty Ltd
⁽⁵⁾ Owned by Viscount Plastics (China) Pty Ltd
⁽⁶⁾ Owned by Asia Peak Pte Ltd

HONG KONG

- Pact Group Holdings (Hong Kong) Limited⁽²⁾⁽⁸⁾
- Roots Investment Holding Private Limited⁽²⁾⁽¹¹⁾

INDIA

- Closure System International (I) Private Limited⁽²⁾⁽⁸⁾

INDONESIA

- PT Plastop Asia Indonesia⁽⁶⁾
- PT Plastop Asia Indonesia Manufacturing⁽⁶⁾

KOREA

- Closure System International (Korea), Ltd⁽²⁾⁽¹¹⁾

NEPAL

- CSI Nepal Private Limited⁽²⁾

PHILIPPINES

- Plastop Asia Inc⁽⁷⁾
- Closure System International (Philippines), Inc⁽²⁾⁽⁸⁾

SINGAPORE

- Asia Peak Pte Ltd⁽⁸⁾

UNITED STATES OF AMERICA

- Pact Group (USA) Inc⁽⁹⁾

- ⁽⁷⁾ Owned by Ruffgar Holdings Pty Ltd
⁽⁸⁾ Owned by Pact Group Industries (Asia) Pty Ltd
⁽⁹⁾ Owned by Pact Group Industries (ANZ) Pty Ltd
⁽¹⁰⁾ Owned by Sulo MGB Australia Pty Ltd
⁽¹¹⁾ Owned by Pact Group Holdings (Hong Kong) Limited
⁽¹²⁾ Owned by Roots Investment Holding Private Limited



Key Estimate and Judgement – Control and significant influence

Determining whether Pact can control or exert significant influence over an entity can at times require judgement. It requires management to consider whether Pact is exposed to, or has the rights to, variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. In making such an assessment, a range of factors are considered, including if and only if the Group has: power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee); exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect its returns.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

2.2 CONTROLLED ENTITIES (CONTINUED)

How Pact accounts for controlled entities

Controlled entities are fully consolidated when the Group obtains control and cease to be consolidated when control is transferred out of the Group. The Group controls an entity when it:

- is exposed, or has the rights, to variable returns from its involvement with the investee; and
- has the ability to affect those returns through its power over the entity, for example has the ability to direct the relevant activities of the entity, which could affect the level of profit the entity makes.

2.3 ASSOCIATES AND JOINT VENTURES

Pact has entered into a number of strategic partnering arrangements with third parties and / or associates and joint arrangements. The following are entities that Pact have significant influence or joint control over:

Entity	Principal place of operation	About	Pact's ownership interest	Carrying Value	
				2018	2017
\$'000				2018	2017
Changzhou Viscount Oriental Mould Co Ltd (Oriental Mould) ⁽¹⁾	China	Is an associate company, which is a manufacturer of moulds, of which a proportion is purchased by the local Chinese subsidiaries of Viscount Plastics (China) Pty Ltd.	40%	202	188
Spraypac Products (NZ) Ltd (Spraypac) ⁽¹⁾	New Zealand	Is an associate company distributing plastic bottles and related spray products.	50%	694	861
Weener Plastop Asia Inc (Weener) ⁽¹⁾	Philippines	A joint venture with Weener Plastik GMBH which manufactures plastic jars and bottles for the Personal Care, Food & Beverage and Home Care markets.	50%	1,997	2,909
Gempack Weener (Gempack) ⁽¹⁾	Thailand	A joint venture with Weener Plastik GMBH which manufactures plastic jars and bottles for the Personal Care, Food & Beverage and Home Care markets.	50%	15,552	13,538
Weener Plastop Indonesia Inc ⁽²⁾	Indonesia	A joint venture with Weener Plastik GMBH which manufactures closures and roll-on balls for the Personal Care and Home Care markets.	50%	1,063	1,005

⁽¹⁾ Ownership interest at 30 June 2018 and 30 June 2017.

Summary of associates and joint venture financial information at 30 June

\$'000	2018	2017
Carrying value of investment		
Current assets	18,604	15,396
Non-current assets	27,351	25,942
Current liabilities	(7,575)	(5,004)
Net assets	38,380	36,334
Carrying amount of the Group's investment	19,507	18,501
Group's share of profit for the year		
Revenue	34,745	30,666
Expense	(30,426)	(26,656)
Net profit after tax	4,319	4,010
Group's share of profit for the year	2,159	2,008

Dividends received from associates and joint ventures during the year was \$2.0 million (2017: \$2.8 million).

The joint ventures and associates had no contingent liabilities or significant capital commitments at 30 June 2018 (2017: nil).

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

2.3 ASSOCIATES AND JOINT VENTURES (CONTINUED)

How Pact accounts for investment in associates and joint ventures and jointly controlled entities

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group uses the equity method to account for their investments in associates and joint ventures, where they consider they have significant influence but they do not have control. Generally significant influence is deemed if Pact has over 20% of the voting rights.

Under the equity method:

- Investments in the associates are carried at cost plus post-acquisition changes in the Group's share of associates' net assets.
- Goodwill relating to an associate is included in the carrying amount of the investment and is not tested for impairment separately.
- The Group's share of its associates' post-acquisition profits or losses is recognised in the Consolidated Statement of Comprehensive Income, and its share of post-acquisition movements in reserves is recognised in reserves.
- When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables and loans, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise any impairment loss with respect to the Group's net investment in associates. Goodwill included in the carrying amount of the investment in associates is not tested separately, rather the entire carrying amount of the investment is tested for impairment as a single asset. The Group applies AASB 139: *Financial Instruments: Recognition and Measurement* to determine whether there is an indicator that the Group's net investment in associates is impaired, after first applying equity accounting in accordance with AASB 128: *Investments in Associates*. The Group must apply judgement to determine whether there is objective evidence that one or more events have had an impact on the estimated future cash flows of its associates.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

Section 3 – Our Operating Assets

This section highlights the primary operating assets used and liabilities incurred to support the Group's operating activities.

Liabilities relating to the Group's financing activities are disclosed in Note 4.1 *Net Debt*, Deferred tax assets and liabilities are disclosed in Note 1.2 *Taxation* and employee benefits provisions are disclosed in Note 5.2 *Employee Benefits Expenses and Provisions*.

3.1 WORKING CAPITAL

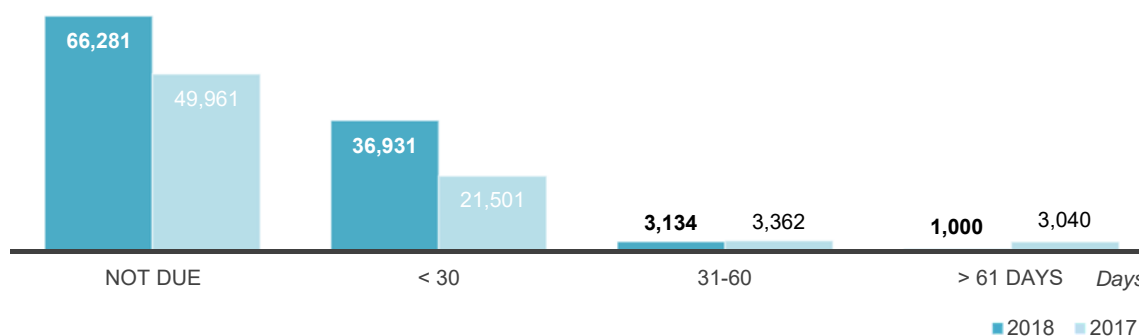
Trade and other receivables

Trade and other receivables at 30 June comprise of:

\$'000	2018	2017
Trade receivables ⁽¹⁾	107,951	77,981
Allowance for impairment loss	(605)	(117)
Other receivables ⁽²⁾	54,388	54,871
Total current trade and other receivables	161,734	132,735

⁽¹⁾ Below is a breakdown of the ageing of trade receivables:

Ageing of trade receivables as at 30 June (\$'000)



⁽²⁾ At 30 June 2018 \$32.4 million (2017: \$31.2 million) has been recognised as part of other receivables representing the Group's participation in a securitisation program. The program requires the Group (or an entity other than the bank) to be a participant of the program. Given the short term nature of this financial asset, the carrying value of the associated receivable approximates its fair value and represents the Group's maximum exposure to the receivables derecognised as part of the program.

At 30 June 2018, trade receivables with an invoice value of \$0.6 million (2017: \$0.1 million) were impaired and fully provided for. The Group has a number of mechanisms in place which assist in minimising financial losses due to customer non-payment. These include:

- all customers who wish to trade on credit terms are subject to strict credit verification procedures, which may include an assessment of their independent credit rating, financial position, past experience and industry reputation;
- individual risks limits, which are regularly monitored in line with set parameters;
- monitoring receivable balances on an ongoing basis; and
- a debtors securitisation program which allow Pact to sell receivables, at a discount to a third party on a non-recourse basis. The securitisation program has a committed facility limit of \$115.0 million (2017: \$125.0 million).

How Pact accounts for trade and other receivables

Pact's trade receivables are non-interest bearing, are recorded at the amount on the sales invoice and include Goods and Services Tax (GST). Trade receivables generally have 30 day terms from the end of the month.

If there is a concern over the collectability of a specific receivable and objective evidence exists, then the amount recorded may be reduced by management's best estimate of the potential impairment loss. Impairment losses incurred which were specifically provided for in previous years are eliminated against the provision for impairment. In all other cases, impairment losses are written off as an expense in the Consolidated Statement of Comprehensive Income.

Under the Group's debtors securitisation programs:

- The Group transfers substantially all the risks and rewards of receivables within the programs to a third party.
- Receivables are sold at a discount and at the date of sale the receivable is derecognised and the discount is included as part of the loss on derecognition of financial assets in the Consolidated Statement of Comprehensive Income. The costs associated with establishing the program are also recognised on a pro rata basis within the same account (refer to Note 4.1).
- The Group may act as a servicer to the programs to facilitate the collection of receivables. Income received for being a servicer is recorded as an offset to the loss on derecognition of receivables.
- At balance date, a liability is recognised if received collections have not been paid to other participants of the programs.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

3.1 WORKING CAPITAL (CONTINUED)

Inventories

Inventories at 30 June comprise of:

\$'000	2018	2017
Raw materials and stores	98,886	75,421
Work in progress	22,844	18,944
Finished goods	89,226	74,541
Total inventories	210,956	168,906

How Pact accounts for inventories

Inventories are recorded at cost, which for Pact includes:

- Raw materials: the invoice price of the product, net of any discount, rebates, duties and taxes, as well as the cost of internal freight.
- Work in Progress and Finished Goods: cost of raw materials, direct labour and a proportion of manufacturing overheads based on a normal level of operating capacity, but excluding costs that relate to general administration, finance, marketing, selling and distribution.

If the estimated selling price in the ordinary course of business, less estimated cost of completion and making the sale, is less than the cost of the inventory, the carrying value of inventory is reduced to this lower amount.

Trade and other payables

Current trade and other payables at 30 June comprise of:

Trade payables	341,077	294,100
Other payables	77,107	72,471
Income tax payable	19,075	16,913
Total current trade and other payables	437,259	383,484

How Pact accounts for trade and other payables

Trade and other payables are carried at their principal amounts, are not discounted and include GST. They represent amounts owed for goods and services provided to the Group prior to, but were not paid for, at the end of the financial year. The amounts are generally unsecured and are usually paid within 30 – 90 days of recognition.

3.2 NON-CURRENT ASSETS

The below outlines the geographical location of Pact's property, plant and equipment, intangible assets and goodwill.

\$'000	2018	2017
Australia	851,994	848,504
New Zealand	303,205	304,234
Asia	184,407	71,727
TOTAL	1,339,606	1,224,465

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

3.2 NON-CURRENT ASSETS (CONTINUED)

Property, plant and equipment

The key movements in property, plant and equipment over the year were:

\$'000	Property ⁽¹⁾	Plant and equipment	Capital work in progress	Total
Estimated useful life	Freehold: 40 – 50 years Leasehold: 10 – 15 years	3 – 20 years	n/a	
Year ended 30 June 2018				
At 1 July 2017 net of accumulated depreciation	33,193	517,662	126,277	677,132
Additions and transfers	-	108,067	(28,578)	79,489
Acquisition of subsidiaries and businesses	15,882	58,098	2,159	76,139
Disposals	(3,376)	(1,602)	-	(4,978)
Asset write downs	-	(1,551)	-	(1,551)
Foreign exchange translation movement	1,371	(2,750)	(198)	(1,577)
Depreciation charge for the year	(3,218)	(66,023)	-	(69,241)
At 30 June 2018 net of accumulated depreciation	43,852	611,901	99,660	755,413
Represented by:				
• At cost	79,882	1,325,056	99,660	1,504,598
• Accumulated depreciation	(36,030)	(713,155)	-	(749,185)
Year ended 30 June 2017				
At 1 July 2016 net of accumulated depreciation	38,916	502,689	41,118	582,723
Additions and transfers	5,506	50,534	84,018	140,058
Acquisition of subsidiaries and businesses	778	23,931	1,259	25,968
Disposals	(7,832)	(289)	-	(8,121)
Asset write downs	-	(788)	-	(788)
Foreign exchange translation movement	(1,008)	(719)	(118)	(1,845)
Depreciation charge for the year	(3,167)	(57,696)	-	(60,863)
At 30 June 2017 net of accumulated depreciation	33,193	517,662	126,277	677,132
Represented by:				
• At cost	52,234	1,035,590	126,277	1,214,101
• Accumulated depreciation	(19,041)	(517,928)	-	(536,969)

⁽¹⁾ Property consists of the following: leasehold improvements of \$20.6 million (2017: \$19.0 million) and accumulated depreciation of \$9.9 million (2017: \$8.4 million), and freehold property of \$59.3 million (2017: \$33.2 million) and accumulated depreciation of \$26.1 million (2017: \$10.6 million).



Key Estimates and Judgements – Estimation of useful lives of assets

The estimation of the useful lives of assets has been based on historical experience and lease terms. In addition, the condition of the assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful lives are made when considered necessary.



Key Estimates and Judgements – Recoverability of property, plant and equipment

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include product and manufacturing performance, technology, social, economic and political environments and future product expectations. If an impairment trigger exists the recoverable amount of the asset is assessed.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

3.2 NON-CURRENT ASSETS (CONTINUED)

Property, plant and equipment (continued)

How Pact accounts for property plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure directly attributable to the acquisition of the item and subsequent costs incurred to replace parts that are eligible for capitalisation. Depreciation is calculated on a straight line basis over the estimated useful life of the assets. Where assets are in the course of construction at the reporting date they are classified as capital works in progress. Upon completion, capital works in progress are reclassified to plant and equipment and are depreciated from this date.

The Group assesses at each reporting date whether there is an indication that an asset with a finite life may be impaired. If any such indication exists, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset generates cash inflows that are largely dependent on those from other assets or groups of assets and the asset's value in use cannot be estimated to approximate its fair value. In such cases the asset is tested for impairment as part of the CGU to which it belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset or CGU is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in the Consolidated Statement of Comprehensive Income.

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amounts are estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If this is the case the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

Goodwill and other intangibles

Intangible assets are comprised of the following:

\$'000	Customer contracts ⁽¹⁾	Other intangibles ⁽¹⁾	Goodwill	Total
Year ended 30 June 2018				
At 1 July 2017 net of accumulated amortisation and impairment	25,881	10,395	511,057	547,333
Additions	-	145	-	145
Intangible asset arising on acquisition ⁽²⁾	-	-	46,392	46,392
Foreign exchange translation movements	-	(4)	(6,169)	(6,173)
Amortisation	(2,811)	(693)	-	(3,504)
At 30 June 2018 net of accumulated amortisation and impairment⁽³⁾	23,070	9,843	551,280	584,193
Represented by:				
At cost	28,106	12,684	551,280	592,070
Accumulated amortisation and impairment	(5,036)	(2,841)	-	(7,877)

(1) Customer contracts are recognised at cost and amortised over 10 years. Other intangibles includes a balance of \$1.8m which has an indefinite life and is not amortised, all other intangibles are recognised at cost and amortised over their useful lives.

(2) Refer to Note 2.1 for goodwill recognised in the current financial year. A decrease of \$4.9 million in goodwill has been recognised during the year in relation to contingent consideration adjustments on prior year acquisitions, and a \$3.6m increase in goodwill has been recognised on the finalisation of fair values acquired on prior year acquisitions.

(3) There are \$nil impairment charges against the goodwill balance at 30 June 2018 (2017: \$nil).

\$'000	Customer contracts ⁽¹⁾	Other intangibles ⁽¹⁾	Goodwill	Total
Year ended 30 June 2017				
At 1 July 2016 net of accumulated amortisation and impairment	-	2,472	415,472	417,944
Intangible asset arising on acquisition	28,106	8,544	95,760	132,410
Foreign exchange translation movements	-	(9)	(175)	(184)
Amortisation	(2,225)	(612)	-	(2,837)
At 30 June 2017 net of accumulated amortisation and impairment⁽³⁾	25,881	10,395	511,057	547,333
Represented by:				
At cost	28,106	12,554	511,057	551,717
Accumulated amortisation and impairment	(2,225)	(2,159)	-	(4,384)

\$'000	2018	2017
Goodwill and intangible assets with indefinite lives are allocated to the following group of CGU's and segments⁽⁴⁾:		
Pact Australia	310,834	304,460
Pact International	242,208	208,359

(4) This is the lowest level where goodwill is monitored.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

3.2 NON-CURRENT ASSETS (CONTINUED)

Goodwill and other intangibles (continued)



Key Estimate and Judgement – Impairment of goodwill and other intangibles

The recoverable amount of each of the CGU's has been determined based on value in use calculations using cash flow projections contained within next year's financial budget approved by management and other forward projections up to a period of 5 years. Management have used their current expectations and what is considered reasonably achievable when assigning values to key assumptions in their value in use calculations.

The calculations of value in use (VIU) for both Pact Australia and Pact International CGU's are sensitive to the following assumptions:

- **Gross margins and raw material price movement** – Gross margins are based on average budgeted (next year's) margins which reflect current gross margins adjusted for any expected (and likely) efficiency improvements or price changes.
- **Cash Flows** – Cash flows beyond the one year period are extrapolated using growth rates which are a combination of volume growth and price growth. Rates are based on published industry research and economic forecasts relating to GDP growth rates. The long term growth rates are in the range of 2.1% - 7.7% (2017: 2.0% - 5.6%).
- **Discount rates** – The discount rates for each CGU are calculated using rates based on an external assessment of the Group's pre-tax weighted average cost of capital in conjunction with risk factors specific to the countries in which the CGU's operate. Foreign currency cash flows are discounted using the functional currency of the CGU's and then translated to Australian Dollars using the closing exchange rate. The pre-tax discount rates applied to cash flow projections are in the range of 9.8% - 20.5% (2017: 11.8% - 19.8%).

At 30 June 2018 the recoverable amount of Pact Australia was 1.11 times the carrying amount of \$1.08 billion, including non-current assets and net working capital. This CGU is most sensitive to assumptions in relation to GDP growth rates and discount rates.

Using external forecasts, the Group expects the Australian long term growth rate to be 2.2% per annum, and pre-tax VIU cash flows are discounted utilising a 12.0% pre-tax discount rate over the projection period, however these assumptions are uncertain. To illustrate sensitivity to these assumptions, if they were to differ such that the expected growth rates for Pact Australia were to decrease by 0.7% or discount rates were to increase by 1.0%, across the forecast period, without implementation of mitigation plans, the recoverable amount would be equal to the carrying amount.

For the prior year, no reasonable possible change in key assumptions used in the determination of recoverable amounts for Pact Australia would have resulted in an impairment.

No reasonable possible change in key assumptions used in the determination of recoverable amounts for Pact International would result in an impairment for both the current year and prior year.

How Pact accounts for goodwill and intangibles

Goodwill is:

- initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the acquired identifiable assets, liabilities and contingent liabilities;
- subsequently measured at cost less any accumulated impairment losses; and
- reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Impairment is determined by assessing the recoverable amount of the CGU (or group of CGU's), to which the goodwill relates. When the recoverable amount of the CGU (or group of CGU's) is less than the carrying amount, an impairment loss is recognised.

When goodwill forms part of a CGU (or group of CGU's) and an operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this manner is measured based on the relative values of the operation disposed of and the portion of the CGU's retained.

Intangible assets with:

- finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.
- indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

3.3 COMMITMENTS AND CONTINGENCIES

Operating leases

\$'000	2018	2017
Operating lease and rental expense ⁽¹⁾	61,501	51,991

⁽¹⁾ The Group leases buildings and plant and equipment such as office equipment and motor vehicles. The Group has determined that it does not obtain all the significant risks and rewards of the leased property and has thus classified the leases as operating leases. Rental payments are generally fixed, but with inflation escalation clauses. Where the escalation clauses are fixed they are accounted for through the fixed rent provision. Property leases generally provide the Group with a right of renewal at which time terms are renegotiated. There are no restrictions placed upon the lessee by entering into these leases.

The future minimum lease payments under non-cancellable operating leases contracted for but not capitalised in the financial statements are payable as follows:

Within one year	59,774	56,184
After one year but not more than five years	180,773	179,364
More than five years	125,712	151,532
Total lease expenditure commitments	366,259	387,080

How Pact accounts for Operating lease commitments

Operating lease payments are recognised as an expense in the Consolidated Statement of Comprehensive Income on a straight-line basis over the lease term. Lease incentives are recognised as a liability when received and subsequently reduced by allocating lease payments between rental expense and reduction of the liability.

Other expenditure commitments

Other expenditure commitments contracted for at reporting date, but not provided for are:

Payable within one year	17,061	11,887
Payable after one year but not more than five years	16	27
Total	17,077	11,914

Contingencies

From time to time, the Group may be involved in litigation relating to claims arising out of its operations. The Group is not party to any legal proceedings that are expected, individually or in the aggregate, to have a material adverse effect on its business, financial position or operating results.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to the taxation authority.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

3.4 OTHER PROVISIONS

Total other provisions at 30 June comprise of:

\$'000's	2018	2017
CURRENT		
Business restructuring	4,424	3,084
Total current provisions	4,424	3,084
NON-CURRENT		
Fixed rent	19,233	16,169
Make good on leased premises	9,584	8,763
Total non-current provisions	28,817	24,932

Movement in provisions

\$'000	Business restructuring ⁽¹⁾	Fixed rent provision ⁽²⁾	Make good on leased premises ⁽³⁾	Total
Year ended 30 June 2018				
At 1 July 2017	3,084	16,169	8,763	28,016
Acquisition of subsidiaries and businesses	-	-	170	170
Provided for during the year	8,524	3,175	885	12,584
Utilised	(7,290)	-	(70)	(7,360)
Transfers	106	-	(106)	-
Foreign exchange translation movement	-	(111)	(58)	(169)
At 30 June 2018	4,424	19,233	9,584	33,241

(1) Business restructuring - The business restructuring programs relate to the optimisation of business facilities across the Group.

(2) Fixed rent - Annual rentals for some of the property operating leases increase annually by fixed increments. The provision has been recognised to apportion these increments on a straight line basis over the lease term.

(3) Make good on leased premises - In accordance with the form of lease agreements, the Group may be required to restore leased premises to their original condition at the end of the lease term and upon exiting the site. The provision is based on the costs which are expected to be incurred using historical costs as a guide.



Key Estimates and Judgements – Business restructuring

Business restructuring provisions are only recognised when a detailed plan has been approved and the business restructuring has either commenced or been publicly announced, or contracts relating to the business restructuring have been entered into. Costs related to ongoing activities are not provided for.

How Pact accounts for other provisions

Provisions are recognised when the following three criteria are met:

- the Group has a present obligation (legal or constructive) as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

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

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

Section 4 – Our Capital Structure

This section details specifics of the Groups' capital structure. When managing capital, Management's objective is to ensure that the entity continues as a going concern as well as to provide optimal returns to shareholders and other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity. Primary responsibility for identification and control of capital and financial risks rests with the Treasury Risk Management Committee.

4.1 NET DEBT

Debt profile

NON- CURRENT

Pact has the following non-current interest bearing loans and borrowings at 30 June 2018:

\$'000	2018	2017
Syndicated Facility Agreements ⁽¹⁾	671,279	688,500
Capitalised borrowing costs	(4,026)	(2,290)
Total non-current interest bearing loans and borrowings	667,253	686,210

⁽¹⁾ The Group has several revolving debt facilities and a working capital facility with total commitments of \$1,001.1 million. The facilities are spread across multiple maturities, with the working capital facility revolving with an annual review. The debt facilities include a \$378.6 million loan facility maturing in July 2020, a \$183.5 million loan facility maturing in January 2023, a \$297.6 million loan facility maturing in March 2023 and a \$120 million loan facility maturing in November 2024.

The Group uses interest rate swaps to manage interest rate risk.

(a) Fair values

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

Fair values of the Group's interest-bearing loans and borrowings are determined by using a discounted cash flow method, applying a discount rate that reflects the issuer's borrowing rate at the end of the reporting period. As the underlying debt has a floating interest rate (excluding the impact of the separate interest rate swaps), the Group's own performance risk at 30 June 2018 was assessed to be insignificant.

The computation of the fair value of borrowings is derived using significant observable inputs (Fair Value Hierarchy Level 2).

The carrying amount and fair value of the Group's non-current borrowings are as follows:

	2018		2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Syndicated Facility Agreements	671,279	671,279	688,500	688,500
Total borrowings	671,279	671,279	688,500	688,500

(b) Defaults and breaches

During the current period, there were no defaults or breaches on any of the loan terms and conditions.

Pact has incurred the following finance costs during the year ending 30 June:

\$'000	2018	2017
Interest expense	26,152	26,403
Capitalised interest	(110)	(1,046)
Borrowing costs amortisation	1,260	1,249
Amortisation of securitisation program costs	333	461
Sundry items	1,521	861
Total finance costs	29,156	27,928
Loss on de-recognition of financial assets	3,539	2,890
Total finance costs & loss on de-recognition of financial assets	32,695	30,818

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

4.1 NET DEBT (CONTINUED)

How Pact accounts for loans and borrowings

All loans and borrowings are:

- Initially recognised at the fair value of the consideration received less directly attributable transaction costs.
- Subsequently measured at amortised cost using the effective interest method, which is calculated based on the principal borrowing amount less directly attributable transaction costs.
- Are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Fair value of the Group's interest-bearing loans and borrowings are determined by using a discounted cash flow method, applying a discount rate that reflects the issuer's borrowing rate at the end of the reporting period. As the underlying debt has a floating interest rate (excluding the impact of the separate interest rate swaps), the Group's own performance risk at 30 June 2018 was assessed to be insignificant.

The carrying amount of the Group's current and non-current borrowings materially approximates fair value. The computation of the fair value of borrowings is derived using significant observable inputs (Fair Value Hierarchy Level 2).

Finance costs are recognised as an expense when incurred. Finance costs which are directly attributable to the acquisition of, or production of, a qualifying asset are capitalised as part of the cost of that asset using the weighted average cost of borrowings.

Reconciliation of net profit after tax to net cash flows from operations

\$'000	2018	2017
Net profit for the year	74,488	90,341
Non cash flows in operating profit:		
Depreciation and amortisation	72,745	63,700
Gain on sale of property, plant and equipment	(866)	(1,664)
Share of net profit in associates	(2,159)	(2,008)
Share based payments expense	1,225	778
Other	(1,510)	140
Changes in assets and liabilities:		
(Increase) / decrease in trade and other receivables	(3,684)	8,941
Increase in inventory	(21,892)	(9,625)
Increase in deferred tax assets	(196)	(508)
Increase in trade and other payables	22,951	8,724
Increase in employee entitlement provisions	1,698	1,897
Increase / (decrease) in other provisions	5,315	(1,329)
Increase in current tax liabilities	1,809	9,766
Increase in deferred tax liabilities	499	2,313
Net cash flow provided by operating activities	150,423	171,466

Non-cash activities

\$'000	Notes	2018	2017
Acquisition of assets, liabilities and business via issue of shares	2.1	-	15,000

How Pact accounts for cash and cash equivalents

Cash and cash equivalents in the Consolidated Statement of Financial Position comprise cash at bank and on hand and short-term deposits with a maturity of twelve months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of bank overdraft balances. Bank overdrafts are included within interest-bearing loans and borrowings in current liabilities on the Consolidated Statement of Financial Position. Cash flows are included in the Consolidated Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

4.2 CONTRIBUTED EQUITY AND RESERVES

Terms, conditions and movements of contributed equity

Ordinary shares are classified as equity. Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held.

	2018		2017	
	Number of shares	\$'000's	Number of shares	\$'000's
Movements in contributed equity				
Ordinary shares:				
Beginning of the year	299,234,086	1,517,097	296,760,880	1,502,097
Issued during the period ⁽¹⁾	33,249,804	175,559	2,473,206	15,000
Transaction costs taken to equity	-	(2,986)	-	-
Tax benefit on transaction costs	-	806	-	-
End of the period	332,483,890	1,690,476	299,234,086	1,517,097

⁽¹⁾ Shares issued during the year include:

- On 27 November 2017 28,642,023 shares were issued for \$5.28 as part of an institutional offer. On 11 December 2017 a further 4,607,781 shares were issued for \$5.28 as part of a retail offer.
- Details of the movement in shares issued during the comparative period are disclosed in the 30 June 2017 Pact Group Annual Report.

How Pact accounts for contributed equity

Issued and paid up capital is classified as contributed equity and recognised at the fair value of the consideration received by the entity. Incremental costs directly attributable to the issue of new shares or options are shown in contributed equity as a deduction, net of tax, from the proceeds.

Reserves

\$'000	2018	2017
Foreign currency translation reserve ⁽¹⁾	22,965	23,043
Cash flow hedge reserve ⁽²⁾	111	(1,490)
Common control transaction reserve ⁽³⁾	(928,385)	(928,385)
Share based payments reserve ⁽⁴⁾	2,325	1,100
Total reserves	(902,984)	(905,732)

⁽¹⁾ The foreign currency translation reserve is used to record foreign exchange fluctuations arising from the translation of the financial statements of foreign subsidiaries.

⁽²⁾ This reserve records the portion of the gain or loss on a hedging instrument and the related transaction in a cash flow hedge that are determined to be an effective relationship.

⁽³⁾ The common control reserve of \$928.4 million includes a balance of \$942.0 million that arose through a Group restructure in the financial year ended 30 June 2011, less \$13.6 million in relation to the acquisition of Viscount Plastics (China) Pty Ltd and Asia Peak Pte Ltd in the year ended 30 June 2014.

⁽⁴⁾ The share based payments reserve records items recognised as expenses on the valuation of employee rights issues.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

4.3 MANAGING OUR FINANCIAL RISKS

There are a number of financial risks the Group is exposed to that could adversely affect the achievement of future business performance. The Group's risk management program seeks to mitigate risks and reduce volatility in the Group's financial performance. Financial risk management is managed centrally by the Treasury Risk Management Committee.

The Group's principal financial risks are:

- Interest rate risk;
- Foreign currency risk;
- Liquidity risk;
- Credit risk; and
- Commodity price risk.

Managing interest rate risk

Pact seeks to manage its finance costs by assessing and, where appropriate, utilising a mix of fixed and variable rate debt. When variable debt is utilised it exposes the Group to interest rate risk.

What is the risk?	How does Pact manage this risk?	Impact at 30 June 2018
Pact has variable interest rate debt, and therefore if interest rates increase, the amount of interest Pact is required to pay would also increase.	<ul style="list-style-type: none"> • Utilises interest rate swaps to lock in the amount of interest that Pact will be required to pay. • Considers alternative financing and mix of fixed and variable debt, as appropriate. 	<p>At 30 June 2018, the Group hedge cover is 37% (2017: 36%) of its long term variable debt excluding working capital facilities.</p> <p>Sensitivity analysis performed by the Group showed that a +1 percentage point movement in AUD interest rates would reduce net profit after tax by \$1.2 million and increase equity by \$0.2 million (2017: \$1.8 million reduction in net profit after tax and increase equity by \$1.0 million).</p> <p>Sensitivity analysis performed by the Group showed that a +1 percentage point movement in NZD interest rates would reduce net profit after tax and equity by \$1.3 million (2017: \$1.4 million reduction).</p> <p>Sensitivity analysis performed by the Group showed that a +1 percentage point movement in USD interest rates would reduce net profit after tax and equity by \$0.6 million (2017: nil).</p>

⁽¹⁾ The impact of a +/- 1% movement in interest rates was determined based on the Group's mix of debt, credit standing with finance institutions, the level of debt that is expected to be renewed and economic forecasters' expectations.

Managing foreign currency risk

The Group's exposure to the risk of changes in foreign exchange rates relates to the Group's (i) operating activities which are denominated in a different currency from the entities functional currency, (ii) financing activities, and (iii) net investments in foreign subsidiaries.

The Group currently operates in ten countries outside of Australia, with the following functional currencies:

Country of domicile	New Zealand	Thailand	Singapore	China	Philippines	Indonesia	Hong Kong	Nepal	India	South Korea
Functional Currency	NZD	THB	USD	RMB	PHP	IDR	USD	NPR	INR	KRW

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

4.3 MANAGING OUR FINANCIAL RISKS (CONTINUED)

As Pact has an Australian dollar (AUD) presentation currency, which is also the functional currency of its Australian entities, this exposes Pact to foreign exchange rate risk.

What is the risk?	How does Pact manage this risk?	Impact at 30 June 2018
If transactions are denominated in currencies other than the functional currency of the operating entity, there is a risk of an unfavourable financial impact to earnings if there is an adverse currency movement.	Utilises forward foreign currency contracts to eliminate or reduce currency exposures of individual transactions once the Group has entered into a firm commitment for a sale or purchase.	<p>The Group has a significant exposure to the USD against the AUD and NZD from USD purchase commitments, while the Group's exposure to sales denominated in currencies other than the functional currency of the operating entity is less than 1%.</p> <p>At 30 June 2018, the Group has the majority of its foreign currency committed purchase orders hedged.</p> <p>Sensitivity analysis of the foreign currency net transactional exposures (including hedges) was performed to movements in the Australian dollar against the relevant foreign currencies, with all other variables held constant, taking into account all underlying exposures and related hedges.</p> <p>This analysis showed that a 10% movement in its major trading currencies would not materially impact net profit after tax or equity.</p>
As Pact's overseas entities do not have an Australian dollar (AUD) functional currency, if currency rates move adversely compared to the AUD, then the amount of AUD-equivalent profit would decrease and the balance sheet net investment value would decline.	Pact utilises borrowing in the functional currency of the overseas entity to naturally hedge offshore entities where considered appropriate. The foreign currency debt provides a balance sheet hedge of the asset, while the foreign currency interest cost provides a natural hedge of the offshore profit.	<p>Sensitivity analysis performed by management showed that a 10% +/- movement in its major translational currencies as at 30 June 2018 would have the following impact on equity:</p> <p>AUDNZD (\$9.0) million to \$11.0 million AUDCNY (\$11.0) million to \$14.0 million AUDPHP Immaterial AUDUSD Immaterial</p> <p>Sensitivity analysis performed by management showed that a 10% +/- movement in its major translational currencies during the year, would have the following impact on net profit after tax:</p> <p>AUDNZD (\$3.0) million to \$4.0 million AUDCNY Immaterial AUDPHP Immaterial AUDUSD Immaterial</p>

How Pact accounts for foreign currency transactions

Transactions in foreign currencies are initially recorded in the functional currency of the individual entity by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange prevailing at reporting date.

Non-monetary items that are measured at:

- Historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.
- Fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

As at the reporting date the assets and liabilities of the controlled entities with non-Australian dollar functional currencies are translated into the presentation currency of Pact at the rate of exchange at the reporting date and their statements of comprehensive income are translated at the weighted average exchange rate for the year (where appropriate).

The exchange rate differences arising on the translation to presentation currency are taken directly to the foreign currency translation reserve, in equity.

On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the Consolidated Statement of Comprehensive Income.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

4.3 MANAGING OUR FINANCIAL RISKS (CONTINUED)

Managing liquidity risk

Liquidity risk arises from the financial liabilities of the Group and the Group's ability to meet its obligations to repay these financial liabilities as and when they fall due. Pact has a range of liabilities at 30 June that will be required to be settled at some future date.

What is the risk?	How does Pact manage this risk?	Impact at 30 June 2018
The risk that Pact cannot meet its obligations to repay its financial liabilities as and when they fall due.	<ul style="list-style-type: none"> Having access to an adequate amount of committed credit facilities. Maintains a balance between continuity of funding and flexibility through the use of bank overdrafts, loans and debtor securitisation. 	<p>The Group is in a net current asset deficiency of \$25.1 million at balance date, however it has:</p> <ul style="list-style-type: none"> \$308.4 million of unused credit within its syndicated facilities; and \$21.4 million unused overdraft facility. <p>The Directors have assessed that due to the Group's access to undrawn facilities and forecast positive cash flows into the future they will be able to pay their debts as and when they fall due, and therefore it is appropriate the financial statements are prepared on a going concern basis.</p>

The maturity profile of the Group's assets and liabilities based on contractual undiscounted receipt / payments terms is as follows:

\$'000	≤ 6 months	6–12 months	1–5 years	> 5 years	Total
Year ended 30 June 2018					
Financial assets⁽¹⁾					
Cash and cash equivalents	67,980	-	-	-	67,980
Trade and other receivables	161,734	-	2,570	-	164,304
Foreign exchange forward contracts	84,439	1,597	-	-	86,036
Interest rate swaps	-	-	-	-	-
Total inflows	314,153	1,597	2,570	-	318,320
Financial liabilities⁽¹⁾					
Trade and other payables	(418,184)	-	(17,594)	-	(435,778)
Foreign exchange forward contracts	(81,824)	(1,608)	-	-	(83,432)
Interest rate swaps	(266)	(198)	(176)	-	(640)
Syndicated Facility Agreement ⁽²⁾	(12,132)	(11,934)	(610,055)	(124,528)	(758,649)
Total outflows	(512,406)	(13,740)	(627,825)	(124,528)	(1,278,499)
Net outflow	(198,253)	(12,143)	(625,255)	(124,528)	(960,179)
Year ended 30 June 2017					
Financial assets⁽¹⁾					
Cash and cash equivalents	39,592	-	-	-	39,592
Trade and other receivables	132,735	-	1,798	-	134,533
Foreign exchange forward contracts	72,414	5,348	-	-	77,762
Interest rate swaps	-	-	18	-	18
Total inflows	244,741	5,348	1,816	-	251,905
Financial liabilities⁽¹⁾					
Trade and other payables	(351,592)	(14,979)	(18,694)	-	(385,265)
Foreign exchange forward contracts	(74,250)	(5,512)	-	-	(79,762)
Interest rate swaps	(1,068)	(452)	(53)	-	(1,573)
Syndicated Facility Agreement ⁽²⁾	(11,232)	(11,049)	(713,659)	-	(735,940)
Total outflows	(438,142)	(31,992)	(732,406)	-	(1,202,540)
Net outflow	(193,401)	(26,644)	(730,590)	-	(950,635)

⁽¹⁾ The Group's principal financial instruments comprise cash, receivables, payables, bank loans, bank overdrafts and derivative instruments.

⁽²⁾ When the Group is committed to make amounts available in instalments, each instalment is allocated to the earliest period in which the Group is required to pay.

The following table represents the changes in financial liabilities arising from financing activities:

\$'000	1 July 2017	Cash flows	Foreign exchange movement	30 June 2018
Non-current interest-bearing loans and borrowings	(688,500)	13,200	4,021	(671,279)
Issue of shares	-	(172,573)	-	(172,573)
Total liabilities from financing activities	(688,500)	(159,373)	4,021	(843,852)

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

4.3 MANAGING OUR FINANCIAL RISKS (CONTINUED)

Managing credit risk

Credit risk represents the loss that would be recognised if counterparties failed to meet their obligations under a contract or arrangement. The Group is exposed to credit risk arising from its operating activities (primarily from customer receivables) and financing activities. The Group manages this risk through the following measures:

- Operating activities: The Group has in place a number of mechanisms to manage its exposure to customer credit risk, discussed in Note 3.1, including debtor's securitisation programs where substantially all the risks and rewards of the receivables within the program are transferred to a third party.
- Financial activities: Restricting dealings to counterparties with high credit ratings and limiting concentration of credit risk.

The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period is equivalent to the carrying amount as presented in the Consolidated Statement of Financial Position.

Commodity price risk

The Group is exposed to changes in the price of raw materials and other input costs, including energy. In managing this risk the Group seeks to pass on price risk contractually through pricing adjustments. This can be subject to timing differences. In periods of significant price volatility the Group may not adequately recover input cost movements through pricing. The Group manages this risk through improving efficiency and reducing consumption of both raw materials and energy through the use of recycled materials, new technologies and automation.

Utilising hedging contracts to manage risk

As discussed above, the Group utilises interest rate swaps and foreign exchange forward contracts to hedge its risks associated with interest rate and foreign currency fluctuations. All of Pact's hedging instruments are designated in cash flow hedging relationships, providing increased certainty over future cash flows associated with foreign currency purchases or interest payments on variable interest rate debt facilities.

How Pact accounts for derivative financial instruments in a cash flow hedge relationship

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes:

- identification of the hedging instrument;
- the hedged item or transaction; and
- the nature of the risk being hedged; and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they have actually been highly effective throughout the financial reporting period for which they were designated.

Derivative financial instruments are:

- Recorded at fair value at inception and every subsequent reporting date.
- Classified as assets when their fair value is positive and as liabilities when their fair value is negative.

The fair value of:

- Forward currency contracts is calculated by using valuation techniques such as present value techniques, comparison to similar instruments for which market observable prices exist and other relevant models used by market participants. These valuation techniques use both observable and unobservable market inputs, which are not considered to be significant (Fair value hierarchy level 2).
- Cross currency interest rate swaps and interest rate swap contracts is determined by reference to market values for similar instruments.

The effective portion of the gain or loss on the hedging instrument is recognised directly in equity, while the ineffective portion is recognised in the Consolidated Statement of Comprehensive Income.

Amounts taken to equity are transferred to the Consolidated Statement of Comprehensive Income when the hedge transaction affects the Consolidated Statement of Comprehensive Income, such as when hedged income or expenses are recognised or when a forecast sale or purchase occurs. When the hedged item is the cost of a non-financial asset or liability, the amounts taken to equity are transferred to the initial carrying amount of the non-financial asset or liability.

If the forecast transaction is no longer expected to occur, amounts previously recognised in equity are transferred to the Consolidated Statement of Comprehensive Income. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, amounts previously recognised in equity remain in equity until the forecast transaction occurs. If the related transaction to which the hedging instrument relates is not expected to occur, the amount is taken to the Consolidated Statement of Comprehensive Income.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

Section 5 – Remunerating Our People

This section provides financial insight into employee reward and recognition designed to attract, retain, reward and motivate high performing individuals so as to achieve the objectives of the company, in alignment with the interests of the Group and its shareholders.

This section should be read in conjunction with the Remuneration Report, contained within the Directors Report, which provides specific details on the setting of remuneration for Key Management Personnel.

5.1 DEFINED BENEFIT PLAN

The Group has defined benefit plans in the following four entities:

- Closure Systems International India Pvt Ltd (CSI India)
- Closure Systems International Philippines Inc (CSI Philippines)
- Closure Systems International Korea Ltd (CSI Korea)
- Plastop Asia Inc (Plastop Asia)

Under the Group's Defined Benefit Plans, the amount of pension benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the Defined Benefit Plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The liability recognised in the statement of financial position for Defined Benefit Plans is the present value of the Defined Benefit Obligation ('DBO') at the reporting date less the fair value of plan assets.

Management uses independent actuaries to estimate the DBO annually. Estimates reflect standard rates of inflation, salary growth and mortality in those countries.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised directly in other comprehensive income. They are included as a separate component of equity in the statement of financial position and in the statement of changes in equity. Net interest expense on the net defined benefit liability is included in finance costs.

Measurement Assumptions

The principal assumptions used in the valuation are shown in the table below

	2018			
	CSI India	CSI Philippines	CSI Korea	Plastop Asia
Discount rate	7.75%	7.98%	3.51%	7.79%
Salary increase rate	12.00%	6.50%	5.00%	5.00%

India

The discount rate assumption is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

The salary rate assumption takes into account the inflation seniority, promotion and other relevant factors.

Philippines

The discount rate assumption is based on the theoretical spot yield curve calculated from the Philippine Dealing Exchange market yields by stripping the coupons from government bonds to create virtual zero coupon bonds at the valuation date.

The salary rate assumption is based on the actual salary increment during the financial year.

Korea

The discount rate assumption is based on yields available on high quality AA- corporate bonds of suitable duration at the valuation date.

The salary rate assumption is based on long term expectations of salary increases for the employees within the plan.

Plastop Asia

The discount rate assumption represents the single weighted average discount rate based on Philippine Dealing Exchange rates at various tenors on valuation date.

The salary rate assumption is based on expected long-term average rate of salary increase for the employees within the plan.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

5.1 DEFINED BENEFIT PLAN (CONTINUED)

Movement in net defined benefit liability/(asset)

The following table shows a reconciliation of the movement in the net defined benefit liability/(asset) and its components:

\$'000	
	Total
Present value of the defined benefit obligation	
At 1 July 2017	89
Acquisition of subsidiaries	971
Current service cost	92
Net interest cost	16
Actuarial (gains)/ losses:	
Changes in Financial assumptions	(126)
Changes in Experience assumptions	1
Benefits paid	(70)
Employer contributions	(5)
Foreign exchange translation movements	68
Present value of defined benefit obligation at end of the year	1,036

The following table shows a reconciliation of the DBO and the fair value of plan assets that comprises the net defined benefit liability/(asset):

\$'000	
	Total
Defined Benefit Obligation	1,653
Fair Value of plan assets	(617)
Present value of net defined benefit obligation at end of the year	1,036

Sensitivity analysis

The present value of the DBO is based on the assumptions detailed on page 48. Changes at the reporting date to one of the assumptions, holding other assumptions constant, would have affected the DBO by the amounts shown below:

\$'000		
	Total	
Discount rate	Increase by 1 percentage point	(145)
	Reduction by 1 percentage point	169
Salary increase rate	Increase by 1 percentage point	159
	Reduction by 1 percentage point	(141)



Key Estimate and Judgement – Actuarial assessments

In accordance with AASB 119 ('Employee Benefits'), defined benefit obligations are recognised to cover obligations arising from current and future pension entitlements of active and (after the vesting period has expired) former employees of the Group. For each geographic location, the discount rate used to calculate the defined benefit obligations at each reporting date is determined on the basis of current capital market data and long-term assumptions of future salary increases. These assumptions vary depending on the economic conditions affecting the currency in which benefit obligations are denominated and in which fund assets are invested, as well as capital market expectations. Benefit obligations are calculated on the basis of current biometric probabilities as determined in accordance with actuarial principles. The calculations also include assumptions about future employee turnover based on employee age and years of service, probability of retirement and mortality rate.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

5.2 EMPLOYEE BENEFITS EXPENSES AND PROVISIONS

The Group's employee benefits expenses for the year ended 30 June were as follows:

\$'000	2018	2017
Wages and salaries	367,699	324,080
Defined contribution superannuation expense	19,439	17,412
Other employee benefits expense	21,655	22,107
Share based payments expense	1,225	778
Total employee benefits expense	410,018	364,377

The current employee benefits provisions as at 30 June comprise of the following:

Annual leave	20,602	19,149
Long service leave	16,330	16,438
Total current provisions	36,932	35,587

The Group's non-current employee benefits provisions of \$7.5 million relate to long service leave entitlements of \$6.5 million (2017: \$6.4 million), and a defined benefit net liability of \$1.0 million (2017: nil)

How Pact accounts for employee benefits

Provision is made for employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave and long service leave.

Benefits expected to be settled within twelve months of the reporting date are classified as current and are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled.

The liability for long service leave is recognised and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Under this method consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds (except for Australia where high quality corporate bond rates are used in accordance with the standards) with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

5.3 SHARE BASED PAYMENTS

Long Term Incentive Plan (LTIP)

A LTIP was introduced in 2016 as a component of the CEO's remuneration. The CEO is entitled to performance rights equal to 100% of annual base salary with a vesting period of three years. In the current financial year the LTIP was extended to select senior executives of the Company. Performance rights issued to these executives have performance hurdles and vesting conditions consistent with those of the CEO.

Under the 2018 LTIP scheme 228,705 performance rights were granted to the CEO (approved by resolution at the Annual General Meeting on 15 November 2017), and 276,941 performance rights were granted to senior executives. These rights were independently valued to establish the fair value in accordance with AASB 2: *Share Based Payments*. The fair value of each right at the valuation date of 15 November 2017 is \$2.65.

A total share based payment expense for the Company of \$892,000 (2017: \$445,000) has been recognised in the current period in relation to the 2016-2018 LTIP schemes.

The key assumptions in the independent valuation in relation to 2018 LTIP were as follows:

Share price at valuation date	\$5.81
Annualised volatility	25.0%
Annual dividend yield	4.5%
Risk free rate	1.9%
Expected life of performance right	36 months
Model used	Monte Carlo Simulation Model

Initial share grant

The share based payments expense in relation to the initial share grant recognised in the current year was \$334,000. (2017: \$333,000), refer to page 12 of the 2018 Directors Report.

5.4 KEY MANAGEMENT PERSONNEL

Compensation of Key Management Personnel (KMP) of the Group

The amounts disclosed in the table below are the amounts recognised as an expense during the year relating to KMP:

\$'000	2018	2017
Short-term employee benefits	2,417	2,351
Post-employment benefits	72	96
Share based payments expense	1,010	778
Total compensation	3,499	3,225

The following table provides the total amount of transactions with related parties for the year ended 30 June 2018:

\$'000's		Sales to related parties	Purchases from related parties	Other (income) / expense with related parties	Amounts (owed to) / receivable from related parties
Related parties – director's interests⁽¹⁾	2018	11,469	18,408	(138)	2,573
	2017	11,061	19,274	547	766

- ⁽¹⁾ Related parties – director's interests includes the following entities: P'Auer Pty Ltd, Pro-Pac Packaging Limited, Centralbridge Pty Ltd (as trustee for the Centralbridge Unit Trust), Centralbridge Two Pty Ltd, Centralbridge (NZ) Limited, Albury Property Holdings Pty Ltd, Green's General Foods Pty Ltd and Remedy Kombucha Pty Ltd.

P'Auer Pty Ltd (P'Auer)

P'Auer, an entity controlled by Mr Raphael Geminder (the Non-Executive Chairman of Pact), has a supply agreement to provide label products to Pact. Pact has a Transitional Services and Support Agreement with P'Auer to provide support services. Agreements are on arm's length terms. In addition, P'Auer provides Pact with periodic warehousing services.

Pro-Pac Packaging Limited (Pro-Pac)

Pro-Pac, an entity for which Mr Raphael Geminder owns 40% (June 2017 49%), is an exclusive supplier of certain raw materials such as flexible film packaging, flexible plastic bags and tapes to Pact. The agreement was extended in early 2017 through to 31 December 2021. Total value under this arrangement is approximately \$4.3 million (2017: \$4.5 million). The supply arrangement is at arm's length terms.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

5.4 KEY MANAGEMENT PERSONNEL (CONTINUED)

Terms and conditions of property leases with related parties

The Group leased 13 properties (10 in Australia and 3 in New Zealand) from Centralbridge Pty Ltd (as trustee for the Centralbridge Unit Trust), Centralbridge Two Pty Ltd, Centralbridge (NZ) Limited and Albury Property Holdings Pty Ltd (“Centralbridge Entities”), which are each controlled by entities associated with Mr Raphael Geminder and are therefore related parties of the Group (“Centralbridge Leases”). The aggregate annual rent payable by Pact under the Centralbridge Leases for the year ended 30 June 2018 was \$6.1 million (2017: \$6.7 million). The rent payable under these leases was determined based on independent valuations and market conditions at the time the leases were entered into.

Of the Centralbridge Leases in Australia:

- six of the leases contain early termination rights in favour of the landlord to terminate the lease at the expiry of the 9th term;
- two of the leases contain early termination rights in favour of the landlord to terminate the lease at the expiry of the 8th term; and
- two of the leases do not contain standard default provisions which give the landlord the right to terminate the lease in the event of default.

Except as set out above, the Centralbridge Leases in Australia are on arm’s length terms.

The Centralbridge Leases in New Zealand, contain early termination rights in favour of the landlord to terminate the lease at the expiry of the 9th term. With the exception of the early termination rights, the Centralbridge Leases in New Zealand are on arm’s length terms.

Terms and conditions of transactions with related parties

The purchases from and sales to related parties are made on terms equivalent to those that prevail in arm’s length transactions, except as detailed above. Outstanding balances at the end of the year are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 30 June 2018, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (2017: nil).

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

Section 6 – Other Disclosures

This section includes additional financial information that is required by the accounting standards and the *Corporations Act 2001*.

6.1 BASIS OF PREPARATION

Basis of preparation and compliance

This financial report:

- Comprises the financial statements of Pact Group Holdings Ltd, being the ultimate parent entity, and its controlled entities as specified in Note 2.2.
- Is a general purpose financial report.
- Has been prepared in accordance and complies with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board.
- Complies with International Financial Reporting Standards (IFRS) and Interpretations as issued by the International Accounting Standards Board.
- Has been prepared on a historical cost basis except for derivative financial instruments, which are measured at fair value.
- Has revenues, expenses and assets recognised net of GST except where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case GST is recognised as part of the acquisition of the asset or as part of the expense item to which it relates. The net amount of GST recoverable from or payable to the taxation authority is included as part of receivables or payables in the Consolidated Statement of Financial Position.
- Has research and development costs of \$430,000 (2017: \$345,000).
- Is presented in Australian dollars with all values rounded to the nearest \$1,000, unless otherwise stated, in accordance with the ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 dated 1 April 2016.
- Has all intercompany balances, transactions, income and expenses and profit and losses resulting from intra-group transactions eliminated in full.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

New Accounting Standards and Interpretations

There were no standards that were adopted during the year ended 30 June 2018 that have had a material impact on the Group. The Group applied for the first time an amendment to AABS 107 *Statement of Cash Flows*. The amendment requires the Group to provide a disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Group has provided this information for the current year in note 4.3 on page 46.

There are a number of Australian Standards and Interpretations that have been issued but are not yet effective and have not been adopted by the Group at 30 June 2018. The following has been identified as those which may impact the Group in the period of initial application:

New Standards, Interpretations or Amendments	Pact financial year that it is effective if not early adopted	Impact on Pact financial results
AASB 15: <i>Revenue from Contracts with Customers</i> (will replace AASB 118 <i>Revenue</i> and AASB 111 <i>Construction Contracts</i>)	Commencing 1 July 2018	During the current year a detailed review of AASB 15 and customer contracts was undertaken by the Group's internal project team and revenue subject matter specialists. One of the most significant changes identified to date in the way revenue is recognised will be for products manufactured for customers that are branded goods and with no alternative use. Under AASB 15, revenue is expected to be recognised earlier as the over-time revenue recognition model will apply.

Under current guidance, the Group currently recognises revenue when the established criteria of revenue recognition have been met, generally upon shipment or delivery of goods. Under the new guidance, revenue for products that follow an over-time revenue recognition model will be recognised prior to delivery dependent upon contract-specific terms.

The full financial impact of AASB 15 will be presented in the financial statements for the six months ended 31 December 2018. The Group will adopt the standard on a modified retrospective basis effective from 1 July 2018.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

6.1 BASIS OF PREPARATION (CONTINUED)

New Standards, Interpretations or Amendments	Pact financial year that it is effective if not early adopted	Impact on Pact financial results
AASB 16: <i>Leases</i>	Commencing 1 July 2019	During the year, the Group established an internal project team supported by external subject matter specialists to undertake a high-level impact assessment of AASB 16. The Group is currently reviewing the findings. A decision whether to apply the standard using either a full retrospective or a modified retrospective approach and the implementation changes to processes, systems and controls will be considered during the year ended 30 June 2019.

The AASB16 standard sets out the principles for the recognition, measurement, presentation and disclosures of leases and requires lessees to account for all leases under a single on-balance sheet model similar to accounting for finance leases under AASB17. It will require a lessee to recognise a liability to make the payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. The principle component of lease payments will be reclassified in the statement of cash flows from operating to financing activities.

New Standards, Interpretations or Amendments	Pact financial year that it is effective if not early adopted	Impact on Pact financial results
AASB 9: <i>Financial Instruments</i>	Commencing 1 July 2018	AASB 9 replaces AASB 139 Financial Instruments: Recognition and Measurement, and simplifies the classification and measurement of financial instruments, introduces a new expected credit loss model for calculating the impairment of financial assets, and aligns hedge accounting more closely with an entity's risk management practices.

The adoption of AASB 9 will not have a material impact on the financial statements of the Group. The impacts from the adoption of AASB 9 will result in the following changes in the Group's accounting and reporting:

- The calculation of the discount arising on sale of trade and other receivables (securitisation) will be brought forward to balance date. The treatment will continue to be recognised through profit and loss.
- Hedge effectiveness testing will now be performed on a prospective basis with no defined numerical range of effectiveness applied in this testing.
- For the Group's financial liabilities that are measured at fair value through profit or loss (FVTPL), the element of gains or losses attributable to changes in the Group's own credit risk will now be recognised in other comprehensive income (OCI) instead of profit or loss.

Comparatives

Comparative figures can be adjusted to conform to changes in presentation for the current financial year where required by accounting standards or as a result of changes in accounting policy.

Where necessary, comparatives have been reclassified and repositioned for consistency with current year disclosure. No material reclassifications have been made to prior year disclosures.

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

6.2 OTHER GAINS / (LOSSES)

The amounts disclosed in the table below are the amounts recognised in the Statement of Comprehensive Income:

\$'000	2018	2017
Significant items		
Acquisition Costs	(4,411)	(2,206)
Deferred settlement costs (earnout)	(8,781)	-
New business start up costs	-	(3,335)
Business Restructuring Programs		
• restructuring costs	(8,524)	(6,711)
• asset write downs	(1,589)	(788)
Business restructuring programs total	(10,113)	(7,499)
Total significant items before tax	(23,305)	(13,040)
Other gains / (losses)		
Unrealised (losses) / gains on revaluation of foreign exchange forward contracts	(81)	3
Gain on sale of property, plant and equipment	866	1,664
Realised net foreign exchange gains / (losses)	116	(151)
Total other gains	901	1,516
Total losses before tax	(22,404)	(11,524)

6.3 PACT GROUP HOLDINGS LTD – PARENT ENTITY FINANCIAL STATEMENTS SUMMARY

\$'000	2018	2017
Current assets	367,809	162,307
Total assets	1,653,344	1,377,543
Net assets	1,653,344	1,377,543
Issued capital	1,510,477	1,337,098
Reserves	2,325	1,100
Retained earnings	64	64
Profit reserve	140,478	39,281
Total equity	1,653,344	1,377,543
Profit of the Parent entity	173,845	70,317
Total comprehensive income of the Parent entity	173,845	70,317

The above is a summary of the individual financial statements for Pact Group Holdings Ltd at 30 June. Pact Group Holdings Ltd:

- is the ultimate parent of the Group;
- is a for-profit company limited by shares;
- is incorporated and domiciled in Australia;
- has its registered office at Level 1, Building 6, 650 Church Street, Richmond, Victoria, Australia; and
- is listed on the Australian Stock Exchange (ASX) and its shares are publicly traded.

How Pact accounted for information within parent entity financial statements

The financial information for the Company has been prepared on the same basis as the consolidated financial statements, except as set out below:

- Investments in subsidiaries are accounted for at cost in the financial statements of Pact Group Holdings Ltd.

6.4 AUDITORS REMUNERATION

During the year, the following fees were paid or payable for services provided by Pact Group Holdings Ltd's external auditors Ernst & Young:

\$'000	2018	2017
Ernst & Young		
Audit and Assurance Services		
Audit and review of financial statements	1,614	1,267
Other assurance related services	302	573
Total remuneration for audit and other assurance services	1,916	1,840
Other Services		
Tax compliance services and reviewing of company income tax returns	140	136
Tax consulting services and advice	216	402
Total remuneration for other services	356	538
Total auditor's remuneration of Ernst & Young	2,272	2,378

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

6.5 DEED OF CROSS GUARANTEE

\$'000	2018	2017
Closed group consolidated income statement		
Profit before income tax	57,964	63,529
Income tax expense	(20,252)	(17,427)
Net profit for the year	37,712	46,102
Retained earnings at beginning of the year	60,797	34,920
Net profit for the year	37,712	46,102
Dividends provided for or paid	(36,856)	(20,225)
Retained earnings at end of the year	61,653	60,797
Closed group consolidated balance sheet		
CURRENT ASSETS		
Cash and cash equivalents	25,829	19,728
Trade and other receivables	88,894	85,676
Inventories	147,691	134,279
Loans to related parties	80,539	78,671
Other financial assets	2,684	156
Prepayments	15,592	12,073
TOTAL CURRENT ASSETS	361,229	330,583
NON-CURRENT ASSETS		
Trade and other receivables	1,319	1,798
Property, plant and equipment	511,852	509,830
Investments in subsidiaries	569,658	363,322
Investments in associates	17,581	16,700
Intangible assets and goodwill	340,143	338,673
Deferred tax assets	31,831	27,637
TOTAL NON-CURRENT ASSETS	1,472,384	1,257,960
TOTAL ASSETS	1,833,613	1,588,543
CURRENT LIABILITIES		
Trade and other payables	279,392	261,887
Loans from related parties	80,311	77,010
Current tax liabilities	9,655	12,668
Provisions	32,871	31,587
Other current financial liabilities	695	3,576
TOTAL CURRENT LIABILITIES	402,924	386,728
NON-CURRENT LIABILITIES		
Trade and other payables	17,593	18,694
Provisions	34,174	29,288
Interest bearing loans and borrowings	473,374	498,000
Deferred tax liabilities	54,368	49,999
TOTAL NON-CURRENT LIABILITIES	579,509	595,981
TOTAL LIABILITIES	982,433	982,709
NET ASSETS	851,180	605,834
EQUITY		
Contributed equity	1,760,773	1,517,097
Reserves	(971,246)	(972,060)
Retained earnings	61,653	60,797
TOTAL EQUITY	851,180	605,834

Pact has a number of Australian entities that are party to a Deed of Cross Guarantee (Deed), representing the 'Closed Group', entered into in accordance with ASIC Class Order 98/1418. This Deed grants these entities relief from preparing and lodging audited financial statements under the *Corporations Act 2001*.

The Closed Group is in a net current asset deficiency at balance date, however the Directors have assessed that due to the Group's access to undrawn facilities and forecast positive cash flows into the future they will be able to pay their debts as and when they fall due (refer to Note 4.3 Managing our liquidity risks).

FINANCIAL REPORT – NOTES TO THE FINANCIAL STATEMENTS

6.6 SEGMENT ASSETS AND SEGMENT LIABILITIES

Segment Assets

\$'000	2018	2017
Pact Australia	1,175,138	1,140,472
Pact International	675,449	489,918
Total Segment Assets	1,850,587	1,630,390

Segment Liabilities

\$'000	2018	2017
Pact Australia	924,907	926,877
Pact International	342,480	298,405
Total Segment Liabilities	1,267,387	1,225,282

6.7 REVENUE FROM SERVICES RENDERED

Revenue from services rendered of \$70.3 million was recognised for the year ended 30 June 2018 (2017 \$30.7 million), which is included in Group sales of \$1,674.2 million for the year ended 30 June 2018 (2017 \$1,475.3 million).

6.8 GEOGRAPHIC SALES

Australia is Pact's largest sales region with \$1,279.9 million sales made to Australian based customers during the year ended 30 June 2018 (2017: \$1,117.8 million). Pact's second largest region is New Zealand, with \$285.3 million sales made to New Zealand based customers during the year ended 30 June 2018 (2017: \$286.0 million). Pact's other remaining region is Asia with \$109.0 million sales made to Asian based customers during the year ended 30 June 2018 (2017: \$71.5 million).

6.9 SUBSEQUENT EVENTS

On 15 August 2018 the Group announced it had entered into an agreement to acquire TIC Retail Accessories Pty Ltd (TIC), a division of the TIC group of companies, for \$122.5 million. TIC is a closed loop plastic garment hanger and accessories re-use business. In addition, the agreement contains provisions for earn-out payments of up to \$30 million, payable on the delivery of specific financial hurdles for the 2019 and 2020 financial years. Completion is expected to occur on 1 October 2018, subject to customary conditions.

Other than the matter mentioned above, in the opinion of the Directors, there have been no other material matters or circumstances which have arisen between 30 June 2018 and the date of this report that have significantly affected or may significantly affect the operations of the Group, the results of those operations and the state of affairs of the Group in subsequent financial periods.

Directors' Declaration

In the Directors' opinion:

1. The consolidated financial statements and notes, and the remuneration report included in the Directors' report are in accordance with the *Corporations Act 2001* including:
 - (a) giving a true and fair view of the Group's financial position as at 30 June 2018 and of its performance for the year ended on that date;
 - (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
 - (c) complying with International Financial Reporting Standards as disclosed in Note 6.1;
2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
3. As at the date of this Declaration, there are reasonable grounds to believe that the members of the Closed Group identified in Note 6.5 will be able to meet any obligations or liabilities to which they are or may become subject by virtue of the Deed of Cross Guarantee described in Note 6.5.

This declaration has been made after receiving the declarations required to be made to the Directors by the Chief Executive Officer and Chief Financial Officer in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2018.

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



.....
Raphael Geminder
Chairman



.....
Malcolm Bunday
Managing Director and Chief Executive Officer

Dated 15 August 2018

Independent Auditor's Report to the Members of Pact Group Holdings Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Pact Group Holdings Ltd (the Company) and its subsidiaries (collectively the Group), which comprises the Consolidated Statement of Financial Position as at 30 June 2018, the Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- a) giving a true and fair view of the consolidated financial position of the Group as at 30 June 2018 and of its consolidated financial performance for the year ended on that date; and
- b) 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* (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 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 judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Recoverability of non-current assets including goodwill and intangible assets

Why significant

The Group performs an annual impairment test of goodwill and intangible assets.

Goodwill and intangible assets of \$584.2 million represents 32% of total assets. The annual impairment tests were significant to our audit as the assessment process is complex and is based upon the use of judgement in determining future market conditions.

Items that are subject to judgement which were key areas of focus of the audit include:

- Future cash flow assumptions;
- Discount and long term growth rate assumptions; and
- Appropriateness of sensitivities applied to the impairment test.

The Group's disclosures regarding goodwill and intangible assets are included in Note 3.2.

How our audit addressed the key audit matter

We examined the Group's forecast cash flows used in the impairment models, which underpin the Group's impairment assessment. We assessed the basis of preparing those forecasts taking into account the accuracy of previous forecasts and the historic evidence supporting underlying assumptions.

In considering future cash flow assumptions, we:

- performed a comparison to the Group's current trading performance;
- obtained supporting evidence to corroborate the Group's assumptions; and
- enquired with the Group in respect of key growth and trading assumptions.

We involved our valuation specialists in performing these procedures.

The appropriateness of other key assumptions such as the discount rate and long term growth rate were assessed with involvement from our valuation specialists, applying an independent assessment based on general market indicators. We assessed the mathematical accuracy of the impairment models and evaluated the Group's sensitivity calculations, including evaluating the Group's assessment of whether any reasonably possible change in these key assumptions would result in an impairment to goodwill or indefinite life intangible assets.

We assessed the adequacy of the goodwill and intangible assets disclosure.

Fair value measurement on business combinations

Why significant

The Group completed the acquisition of ECP Industries, CSI International Asia and Graham Packaging Group Asia during the financial year. The assessment of the fair value of assets acquired and liabilities assumed, and resultant purchase price allocation to these assets and liabilities required the Group to exercise judgement.

At 30 June 2018, as disclosed in Note 2.1, the Group chose to account for the acquisitions of CSI International Asia and Graham Packaging Group Asia in accordance with Australian Accounting Standards on a provisional basis.

The key judgements subject to our focus included those used in:

- the valuation of property, plant and equipment;
- the assessment of the fair value of liabilities to be recognised at acquisition date; and
- the assessment of contingent consideration payable.

The Group has disclosed key matters relating to the business combinations completed during the year ended 30 June 2018 in Note 2.1 of the financial report.

How our audit addressed the key audit matter

Our audit procedures included the following:

- Assessed the Group's identification and valuation of the fair value of assets acquired and liabilities assumed at the date of acquisition. In performing our procedures, we:
 - obtained evidence to support the value of assets recognised on acquisition;
 - assessed the assumptions used in determining the value of liabilities against historic costs incurred to settle similar liabilities;
 - assessed whether liabilities recorded related to events that occurred prior to the relevant-acquisition date; and
 - evaluated the contracts that gave rise to acquired liabilities.
- Considered the appropriateness of the disclosures and the associated supporting evidence, relating to the acquisitions accounted for on a provisional basis.
- Assessed the Group's assumptions used in calculating any contingent consideration payable.
- We also assessed the adequacy of disclosures within the financial report to determine whether these were made in accordance with the requirements of Australian Accounting Standards.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2018 Annual Report other than the financial report and our auditor's report thereon. We obtained the Directors' Report that is to be included in the Annual Report, prior to the date of this auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of this auditor's report.

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, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information 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 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.

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 Group's ability to continue as a going concern, disclosing, as applicable, matters relating 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 have 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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment 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 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, related safeguards.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year 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.

Report on the Audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 7 to 17 of the directors' report for the year ended 30 June 2018.

In our opinion, the Remuneration Report of Pact Group Holdings Ltd for the year ended 30 June 2018, 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.



Ernst & Young



Glenn Carmody
Partner
Melbourne
15 August 2018