



PSC Insurance Group Limited

ANNUAL REPORT 2018





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CHAIRMAN'S LETTER

My fellow Shareholders, I am once again pleased to report that the financial year 2018 has been another successful year for PSC Insurance Group, with statutory revenue up 40% to \$118.7 million, statutory EBITDA up 49% to \$45.4 million and statutory NPAT attributable to members up 40% to \$27.6 million.

Our Managing Director's Report will further expand on the financial results for 2018.

I discussed last year that our Customers and Clients are paramount in all we do. Over the year we have continued to evolve and strengthen the Client experience. Our worker's compensation consulting practice is increasingly adding value to our Clients, we have further invested in our online delivery platforms, we continue to invest in our claims services and have increased our compliance resources across the Group.

The existing businesses have continued to perform well, with strong organic growth evident. This is a key focus of the Board and management, and ultimate driver of long term value for all shareholders. The diversity of our operations is also a Board focus. The Group now operates over 40 businesses.

The businesses and investments acquired over the last 12-18 months are all performing solidly and to expectations. All acquisitions and investments are in our core area of insurance distribution businesses. Of particular highlight, we are excited about the future prospects of our medical and healthcare specialist broking and underwriting businesses. We also recently announced a majority investment in a UK retail broker; this is core business in Australia and we see this as a natural strategic progression.

I should also note our investment after balance date in B P Marsh & Partners plc. We are very pleased to have had the opportunity to partner with and invest in a very highly regarded and successful insurance intermediary investor. We see many potential mutual benefits and see that the investment will naturally increase the Group's international horizons over time.


The key Group stakeholders remain highly invested and motivated to ensure the sustained strong performance of the Group over the medium and long term. I have mentioned previously that there are few investments on the ASX with better alignment between its owners and management. This position continues today as the Board, Senior Management and Staff account for the majority of the equity of the group and clearly interests are well aligned to deliver results for all shareholders.

Following a successful year I am pleased to announce an increase in the fully franked final dividend to 4.5 cents per share. Total dividends for the period were up 20% to 7.2 cents per share and up 95% over a 2 year period.

Thanks to my fellow Directors for their continued commitment and support. Importantly, on behalf of the Board, we thank all the PSC staff for their continued and passionate support allowing our company to make 2018 such a success. Unquestionably, they continue to be the greatest asset of the Group. We as a Board also welcome our new staff members gained throughout the year by way of acquisitions and organic growth in our various businesses.

To my fellow shareholders, thank you for your continued support and confidence you have placed in your Board. The Board, Senior Management and Staff assure you of our intention to strongly grow our business in a measured and disciplined manner as we have in the past.

Yours sincerely,



Brian Austin
Non-Executive Chairman

MANAGING DIRECTOR'S REPORT

Key financial highlights in 2018 for PSC were:

- Underlying revenue was up 24% on the prior corresponding period (pcp) to \$101.1 million.
- Underlying¹ earnings before interest, tax, depreciation and amortisation (EBITDA) up 30% on the pcp to \$37.0 million.
- Underlying EBITDA margin up from 35.0% to 36.6%.
- Underlying net profit after tax and before amortisation (NPATA) up 31% on the pcp to \$24.2 million.
- Statutory net profit after tax up 39% on the pcp to \$27.8 million.

It has been another active and successful year for the Group. The underlying earnings growth has again been due to a healthy balance between organic improvements and acquisition based initiatives. Key operational highlights have included:

- Organic growth in underlying EBITDA of 18%.
- Continued enhancement in our client proposition. In particular:
 - Our workers compensation consulting business has expanded and continues to add value to our clients,
 - We have expanded our digital platforms,
 - We have a nationwide 24/7 emergency assistance service,
 - Continue to invest in our claims service and
 - have increased our compliance resources.
- Completing and integrating 3 broking businesses into our existing operations in Canberra, Melbourne (Moorabbin) and Gold Coast respectively. These are all performing to expectation.
- Completing the acquisition of the medical and healthcare specialist broker and underwriting agency IMGA and Medisure. This was predominantly a Qld based business and we see good growth opportunities to develop this expertise into a national presence. This process has commenced.
- We announced the acquisition of 70% of Turner Insurance Services, a Leicester, UK based retail commercial insurance broking business. This style of business is core to our operations in Australia and we see as a natural strategic progression for the Group. This completed post balance date.
- We commenced operations in the UK to expand our successful Chase Underwriting business in Australia.
- Rohan Stewart was formally appointed as the Group CEO. This appointment recognised the principal operational role Mr Stewart has been fulfilling for a number of years. Additionally, six divisional CEO roles have been formalised reporting to Mr Stewart across key areas of the businesses including Broking, Agency, Network, Franchise, UK and Compliance/Governance.

Outside of the core operational businesses, the Group now has a meaningful collection of investments:

- The Johns Lyng Group had a successful IPO during the period and this resulted in a fair value gain in excess of \$17 million. This was a fabulous result for the shareholders.
- We announced an investment in BP Marsh & Partners plc (BPM). This completed after balance date and the Group holds a 19.6% ownership position. BPM has been a very successful investor in insurance intermediation businesses for over 25 years and has been listed for over 13 years. We expect to collaborate where appropriate and expect over time the investment will expand the Group's international horizons and opportunities.
- We will complete a fit-out of the East Melbourne headquarters in the coming months and anticipate that the value of the asset has increased solidly since purchase approximately 2 years ago.

Post balance date, the collective book equity value of these investments is approximately \$60 million. Whilst we do not expect this to grow materially, we do expect that the results with these assets will over time be for the benefit of the core operating businesses. Any fair value revaluation of these investments will not be included in our core underlying EBITDA.

¹ Underlying EBITDA adjusts for one off fair value gains of \$17.3m, largely relating to Johns Lyng Group increase post their IPO in the period, one-off receivable write-downs of \$6.6m relating to APG and miscellaneous one off costs of \$2.3m relating to a combination of deferred consideration adjustments (\$1.4m) and transaction related costs.

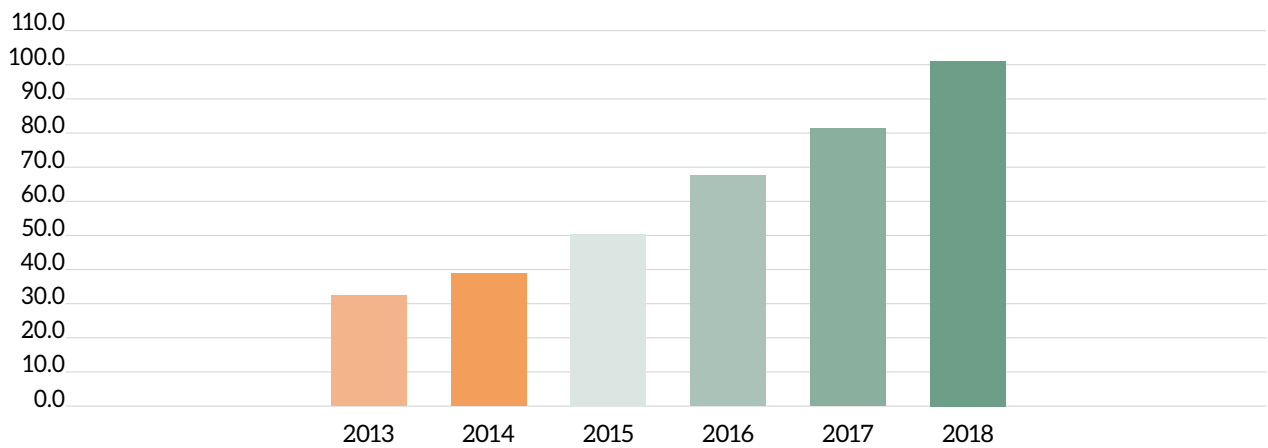
We have undertaken a strategic review of Alsford Page & Gems (APG) in the UK. As a result, management has changed and we have sold the renewal rights to our clients in specific areas of Africa (refer to Note 32: Subsequent Events) and re-oriented the business towards U.S. clients. A provision of \$3.9 million has been taken on predominantly African receivables and an unfavourable foreign exchange revaluation of \$3.0 million recognised relating to predominantly African receivables (both non-cash items).

We believe these changes place APG on a sound footing to recover and be a solid contributor for the Group over the medium term.

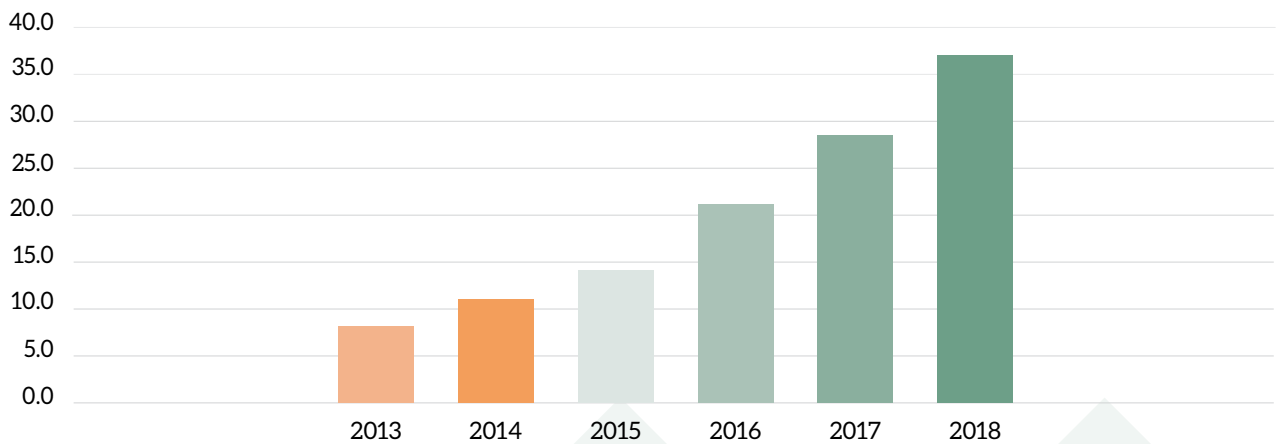
Financial Performance

The underlying financial performance of the Group over the last 5 years is summarised below:

UNDERLYING REVENUE

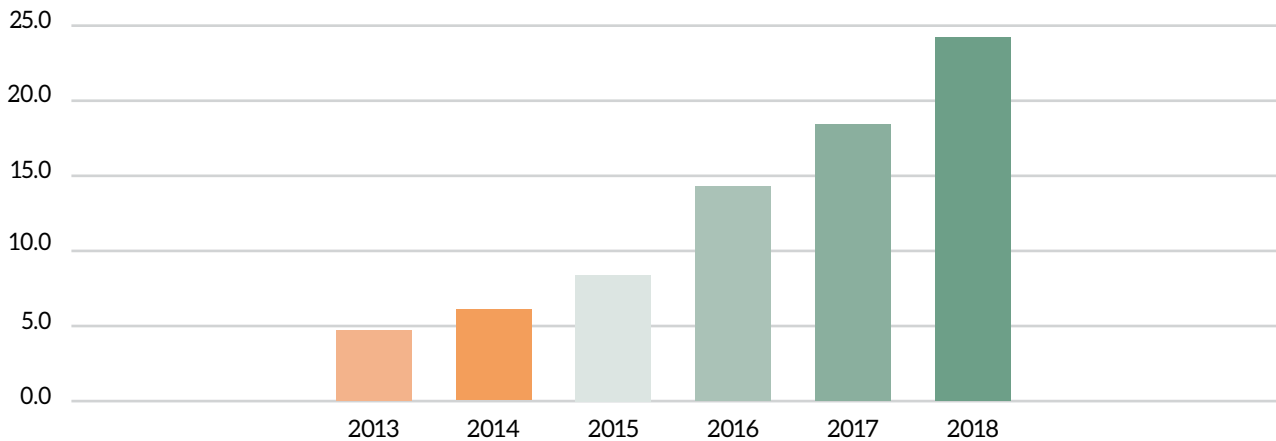


UNDERLYING EBITDA



MANAGING DIRECTOR'S REPORT (continued)

UNDERLYING NPATA

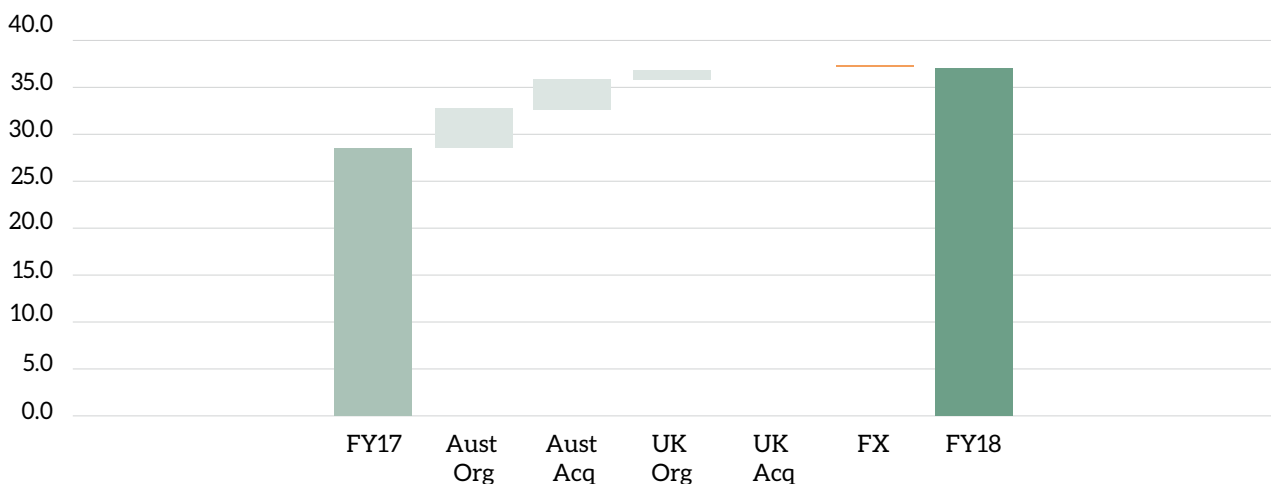


The underlying compound annual growth rates over this period have been:

- Revenue: 26%.
- EBITDA: 35%.
- NPATA: 39%.

We are pleased with the financial year 2018 results, which are outlined more closely below:

UNDERLYING EBITDA



Underlying EBITDA has increased from \$28.5 million to \$37.0 million. This represents 30% growth, categorised as follows:

- Organic growth: 18.0%.
- Acquisition led growth: 11.3%.
- FX movements: 0.7%.

The components of these results are:

- Organic EBITDA growth in the Australian operations was \$4.2 million. The Network (PSC Connect) and Agency businesses (particularly Chase Underwriting) have performed particularly strongly. The Broking operations have produced solid organic results for the year, with growth in the second half evident.
- Incremental acquired EBITDA growth in the Australian operations was \$3.2 million. This reflects a full annualised contribution of the acquisitions completed in financial year 2017 and part contribution for the businesses purchased in the current period. In particular, the contributions have been from Insurance Solutions (bolt in to SE Melbourne Broking and 5 months contribution), RP Hoxton Park (bolt in to Newcastle Broking and incremental 10 months contribution), Riley & Associates (bolt in to Gold Coast Broking and 9 months contribution), Capital (bolt in to Canberra Broking and 5 months contribution), IMGGA (10 months contribution), OIB (incremental 11 months contribution) and MIA (10 months contribution). Collectively these businesses are performing slightly ahead of expectations.
- Organic EBITDA growth in the UK was \$1.0 million. The Breeze Underwriting UK and Carroll Holman Lloyd's broking businesses had strong results, and the Chase UK business contributed a profitable result in its first 3 months of trading. Excluding the non-recurring charges outlined, the underlying contribution of APG was down by approximately \$0.4 million.
- FX impact on the underlying EBITDA was largely immaterial, making a positive contribution of approximately \$0.2 million, given a 3% strengthening in the average sterling rate over the period.

Underlying NPATA and Statutory NPAT:

A reconciliation between underlying NPATA and statutory NPAT is as follows:

(\$m)	2014	2015	2016	2017	2018
Statutory NPAT, incl NCI	6.7	8.7	10.8	20.0	27.8
Amortisation	0.2	0.2	0.5	0.7	1.1
Tax Adjusted Impact of Revenue and Expense Adjustments	(0.9)	(0.5)	2.4	(2.3)	(4.7)
IPO Interest Adjustment	0.0	0.0	0.7	0.0	0.0
Underlying NPATA	6.0	8.4	14.4	18.4	24.2

Underlying NPATA of \$24.2 million adjusts the statutory NPAT of \$27.8 million to reflect:

- The non-cash amortisation charge.
- The after tax adjusted fair value gain on Johns Lyng of approximately \$12.0 million.
- The after tax adjusted cost of the charges taken with APG of approximately \$5.6m million.
- The after tax adjusted cost of the deferred consideration accounting charges (\$1.1 million) and transaction costs (\$0.6 million) of approximately \$1.7 million. The majority of the deferred consideration accounting charge has been the good performance of the online travel insurance business.

Balance Sheet:

The balance sheet is in a sound position.

The Group raised gross equity capital of \$55 million in November. At balance date the Group had deployed approximately \$10 million of these funds, and post balance date deployed a further \$33 million on the BP Marsh investment.

During the period, the Group extended its Australian debt facility limits from \$55 million to \$80 million, with \$38 million is unused capacity at balance date. We extended our UK debt facility post balance date to complete the Turner acquisition.

The liquidity position of the Group is sound and the cash conversion for the period has been good.

MANAGING DIRECTOR'S REPORT (continued)

Dividends:

The Chairman announced an increased final, fully franked dividend to 4.5 cents per share, bringing total dividends for the financial period to 7.2 cents per share. This is an increase from 6.0 cents per share for the financial period 2017 (increase 20%) and from 3.7 cents per share for the financial period 2016 (increase 95% over 2 years).

This represents a payout ratio of approximately 73%, based on underlying NPATA.

Summary and Outlook:

2018 was a good year. The Group's organic growth in the operating businesses has been very good and we have completed on a number of acquisitions that have performed well. During the year and post balance date, we now have a material amount of capital in various non-operating investments. We expect that these will serve the operations well over time.

We are well placed for financial year 2019 and are confident we can continue to grow the Group for all stakeholders.

Beyond this, the Board and Senior Management remain highly invested in the future of the Group and are focused on continuing to grow the business in an efficient manner and are confident the business will continue to improve over the medium term.

PSC FOUNDATION



PSC Foundation

About the PSC Foundation

The PSC Foundation continues to support the endeavours of the people in the PSC group of companies in their charitable and community endeavours Australia wide. Our primary purpose is to build upon the amazing contributions our people make in the different communities where they live, work and support.

Our people continue to contribute their own time volunteering for community organisations. The PSC Foundation has been established to consolidate and actively support their community involvement so that our team's passions for the community can be fully realised. This provides benefits for both our team and community organisations and encourages individual involvement at a grassroots level.

It is our purpose to help anyone from within our group to be able to give back to the community and to society. We are fortunate enough to have passionate and committed individuals making significant contributions to their community in order to benefit others. The PSC Foundation enables them to contribute even more than on their own.

Our Objectives

Our activities are driven by the endeavours of our people and as such our key objectives are:

- To support and encourage our people to support the communities they live and work within;
- To contribute in skilled and sustainable ways to help community organisations succeed or overcome problems;
- To raise the profile of the organisations and causes we support; and
- To encourage good corporate citizenship by highlighting the depth and breadth of our community involvement across the group.

We seek to achieve these objectives by:

- providing grants to a charity or charitable cause where our people are involved.
- supporting team-led community activities and matching PSC team fundraising efforts; and
- recognising leadership and community commitment through internal and external communications.

Our Funding Approach

There are two ways the PSC Foundation can contribute to a charity or community endeavour:

- **Major donation grant** – providing grants to a charity or charitable cause sponsored by a PSC Group team member.
- **PSC team matching program** – gives our team the ability to direct funding towards the issues and commitments that are important to them. A total of \$20,000 (in six monthly lots of \$10,000) will be available to match team fundraising efforts dollar for dollar for fundraising activities in your community.

PSC FOUNDATION (continued)

Our Beneficiaries this Year



CORPORATE GOVERNANCE STATEMENT

The Board is responsible for the corporate governance of the Group.

Outlined are policies and practices adopted by the Group. We are committed to high standards in accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations unless stated otherwise.

Principle 1 – Lay solid foundations for management and oversight

The Board's role includes guiding the Group's strategic direction, driving its performance and overseeing the activities of management and the operation of the Group. The respective roles and responsibilities of the Board and executives are defined in the Board Charter, a copy of which is available on the Group's website at www.pscinsurancegroup.com.au. There is a clear delineation between the Board's responsibility for the Group's strategy and activities, and the day-to-day management of operations conferred upon the Group's officers.

More specifically, the Board is responsible for:

Strategy and financial performance

These include:

- develop, approve and monitor the Group's corporate strategy, investment and financial performance objectives;
- determine the Group's dividend policy;
- evaluate, approve and monitor all aspects of capital management, including material acquisitions, divestitures and other corporate transactions, including the issue of securities of the Group and undertaking of new debt facilities or issue of debt securities;
- approve all financial reports and material reporting and external communications by the Group;
- appoint the Chair of the Board and, where appropriate, any deputy chair or senior independent director.


Executive and Board management

These include:

- appoint, monitor and manage the performance of the Group's directors;
- manage succession planning for the Group's executive directors and any other key management positions as identified from time to time;
- ratify the appointment and, where appropriate, the removal of senior management of the Group and any subsidiaries;
- review and approve the remuneration of individual Board members and senior executives, having regard to their performance.

Audit and risk management

These include:

- appoint the external auditor and determine its remuneration and terms of appointment;
 - ensure effective audit, risk management and regulatory compliance programs are in place;
 - approve and monitor the Group's risk and audit framework and its Risk Management Policy;
 - monitor the Group's operations in relation to, and in compliance with, relevant regulatory and legal requirements;
 - approve and oversee the integrity of the accounting, financial and other corporate reporting systems and monitor the operation of these systems.
- 

CORPORATE GOVERNANCE STATEMENT (continued)

Corporate governance and disclosure

These include:

- evaluate the overall effectiveness of the Board, its committees and its corporate governance practices and policies;
- supervise the public disclosure of all matters that the law and the ASX Listing Rules require to be publicly disclosed in a manner consistent with the Continuous Disclosure Policy;
- approve the appointment of directors to committees established by the Board and oversee the conduct of each committee;

The Group Secretary, Stephen Abbott, reports directly to the Chairman of the Board. The role of the Group Secretary is outlined in the Board Charter.

The responsibility for the operation of the Group is delegated by the Board to the Managing Director.

The Board and senior management monitor the performance of the Group through monthly reporting of the operating performance of each business, with reference to Board approved budgets and prior corresponding periods. The Remuneration and Nomination Committee monitors the performance of Key Management Personnel.

All Directors have a written agreement setting out the terms of their employment.

Principle 2 – Structure the Board to add value

The Board currently comprises three Non-Executive Directors and two Executive Directors. Of these five Directors, two are independent Non-Executive Directors; Mr Antony Robinson and Mr Melvyn Sims.

Whilst the Chairman is not independent, the Board are highly invested in the Group and believe this is in the best interests of all shareholders to drive the performance and add value. Mr Brian Austin, Mr Paul Dwyer and Mr John Dwyer are all substantial shareholders in the Group, directly and indirectly controlling approximately 58% of the shares on issue.

The experience and expertise relevant to the position of Director held by each director at the date of this report is included in the Directors' Report.

The term in office held by each director at the date of this report is as follows:

Name	Term in office
Mr Brian Austin – Chairman, Non-Executive	8 years
Mr Paul Dwyer – Managing Director	8 years
Mr John Dwyer – Executive Director	8 years
Mr Antony Robinson – Independent	3 years
Mr Melvyn Sims – Independent	2 years

Principal 2.4 and 2.5 of the ASX Corporate Governance Principles and Recommendations recommends that the Board comprise a majority of Directors who are independent, and an independent Chairperson. The Board as currently composed does not comply with those recommendations.

The Board has established two committees to assist it in its endeavours:

- Audit & Risk Committee.
- Remuneration & Nomination Committee.

The charter of each of these committees can be reviewed at www.pscinsurancegroup.com.au.

In considering the skills required by members of the Board, consideration is given to the following:

- Insurance industry experience.
- Executive management experience.
- Financial acumen.
- Legal knowledge.
- UK business experience.
- Operational and acquisition experience.

The Board has considered these requirements and is satisfied with the current composition.

To enable performance of their duties, all directors:

- are provided with appropriate information in a timely manner and can request additional information at any time,
- have access to the Company Secretary,
- are able to seek independent professional advice at the Company's expense,
- are able to undertake professional development opportunities to further develop their knowledge and skill needed to perform their role as director, and
- have undergone an induction process to enable them to be effective Directors and gain substantial knowledge of the company.

Principle 3 – Promote ethical and responsible decision making

The Group is committed to operating honestly and ethically in all its business dealings and to embody this commitment has adopted a Code of Conduct which applies to all Directors, officers, employees, contractors or consultants of the Group as well as a Securities Trading Policy. Each of these has been prepared having regard to the ASX Corporate Governance Principles and Recommendations and is available on the Group's website at www.pscinsurancegroup.com.au.

The Group has adopted a Diversity Policy, a copy of which is available on the Group's website at www.pscinsurancegroup.com.au. Where candidates for Board and Executive positions have commensurate experience and expertise, the Group will have a preference for appointments that enhance our diversity. Presently, the proportion of females employees across the Group is 46%.

Principle 4 – Safeguard integrity in financial reporting

The Group has established an Audit & Risk Management Committee to oversee the management of financial and internal risks. The Committee is chaired by Independent Non-Executive Director, Mr Robinson. Mr Paul Dwyer is the other member of this Committee. Principal 4.1 of the ASX Corporate Governance Principles and Recommendations recommends that the audit committee have at least three members all of whom are Non-executive Directors.

The Audit & Risk Management Committee is governed by an Audit & Risk Management Committee Charter, a copy of which is available on the Group's website at www.pscinsurancegroup.com.au. Key roles of the Committee include:

- Review of the half year and full year statutory financial statements.
- Consideration of the performance of the external audit and the periodic rotation of that role.
- Review of risk management assessment and the Group's Risk Management Policy and internal financial controls.
- The Audit and Risk Management Committee met three times during the year and each member attended all meetings.

Prior to the approval of the financial statements, the Board received a declaration from the Managing Director and Chief Financial Officer that, in their opinion, the financial records have been properly maintained, are in accordance with Australian Accounting Standards and give a true and fair view of the financial performance and financial position of the Group.

The company's auditor, Pitcher Partners, has indicated their representatives will be attending the Annual General Meeting.

Principle 5 – Make timely and balanced disclosure

The Group is committed to providing timely and balanced disclosure to the market in accordance with its Continuous Disclosure Policy, a copy of which is available on the Group's website at www.pscinsurancegroup.com.au. The Continuous Disclosure Policy is designed to ensure compliance with ASX Listing Rules and the *Corporations Act 2001*. All disclosures are subject to Board ratification.

CORPORATE GOVERNANCE STATEMENT (continued)

Principle 6 – Respect the rights of Shareholders

The Group has adopted a Shareholder Communications Policy for Shareholders wishing to communicate with the Board, a copy of which is available on the Group's website at www.pscinsurancegroup.com.au. The Group seeks to recognise numerous modes of communication, including electronic communication, to ensure that its communication with Shareholders is timely, frequent, clear and accessible.

The Group provides investors with comprehensive and timely access to information about it, and its governance on its website at www.pscinsurancegroup.com.au.

All Shareholders are invited to attend the Group's annual meeting, either in person or by representative. The Board regards the annual meeting as an excellent forum in which to discuss issues relevant to the Group and accordingly encourages full participation by Shareholders. Shareholders have an opportunity to submit questions to the Board and to the Group's auditor.

Principle 7 – Recognise and manage risk

In conjunction with the Group's other corporate governance policies, the Group has adopted a Risk Management Policy, which is designed to assist the Group to identify, evaluate and mitigate risks affecting the Group.

The Audit & Risk Management Committee is responsible for reviewing whether the Group has any material exposure to any economic and commercial risks, and if so, to develop strategies to manage such risks, and present such strategies to the Board. The Audit & Risk Management Committee is supported by the Group Manager Governance and Compliance who has a direct line of report into this committee.

The Group has identified certain key risks that could materially impact its performance, and implemented measures to manage these risks. These include, however are not limited to:

- Regulatory risk – as a Group of regulated financial services businesses, changes in regulation or actions by regulators could impact the Group;
- Personnel risk – competent employees and management are very important to the ongoing success of the Group;
- Financial risk – sound risk management of the financial controls around client monies and financial reporting are very important;
- Underwriter risk – the Group's underwriting agency businesses require the ongoing support of their underwriters. If this support is withdrawn it could impact the Group.
- Risk management within the Group is further enhanced by a separate Compliance and Risk Management Committee that meets quarterly to assess operational compliance risks across the Group and is comprised of the Group's compliance managers, finance staff, Company Secretary and chaired by the Group Manager, Governance and Compliance. This Committee provides a written report to each full Board Meeting. The Group Manager, Governance and Compliance attends each full Board Meeting. Compliance managers are responsible for monitoring and auditing insurance related operational functions to ensure continuing compliance with respective jurisdictional licensing requirements.

Regular internal communication between the Group's Management and Board supplements the Group's Risk Management Policy.

The Group at least annually evaluates the effectiveness of its risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis. Under the Audit & Risk Management Committee Charter, the Audit & Risk Management Committee is responsible for providing an independent and objective assessment to the Board regarding the adequacy, effectiveness and efficiency of the Group's risk management and internal control process. A copy of the Group's Risk Management policy is available on the Group's website at www.pscinsurancegroup.com.au.

Principle 8 – Remunerate fairly and responsibly

The Group has a Remuneration & Nomination Committee to oversee the level and composition of remuneration of the Group's Directors and executives. The Group's Remuneration & Nomination Committee is governed by a Remuneration & Nomination Committee Charter, a copy of which is available on the Group's website at www.pscinsurancegroup.com.au.

The committee comprises two Non-Executive Directors:

- Mr Antony Robinson – Independent (Chairman)
- Mr Brian Austin

Principal 8.1 of the ASX Corporate Governance Principals and Recommendations recommends that the Remuneration and Nomination Committee have at least three members all of whom are Non-Executive Directors.

DIRECTORS' REPORT

The directors present their report together with the financial report of the consolidated entity consisting of PSC Insurance Group Limited and the entities it controlled, for the financial year ended 30 June 2018 and auditor's report thereon. This financial report has been prepared in accordance with Australian Accounting Standards.

Directors

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

Brian Austin (appointed 10 December 2010)

John Dwyer (appointed 10 December 2010)

Paul Dwyer (appointed 10 December 2010)

Antony Robinson (appointed 13 July 2015)

Melvyn Sims (appointed 8 August 2016)

The directors have been in office since the start of the year to the date of this report unless otherwise stated.

Company Secretary

Mr Stephen Abbott holds the office of Company Secretary (appointed 18 May 2015).

Principal activities

The principal activity of the consolidated entity during the course of the financial year remained unchanged, namely operating a diverse range of insurance services businesses across Australia, the UK and New Zealand, the results of which are disclosed in the attached financial statements.

Results

The consolidated profit after income tax and eliminating non-controlling interest attributable to the members of PSC Insurance Group Limited was \$27,573,000 (2017: \$19,724,000).

Review of operations

A review of the operations of the consolidated entity during the financial year and the results of those operations are as follows:

Statutory revenue increased from \$84.5m to \$118.7m and statutory net profit after tax attributable to owners of PSC Insurance Group Limited increased from \$19.7m to \$27.6m. Underlying operating revenue from core operations increased 24% from \$81.2m to \$101.1m, underlying earnings before interest, tax, depreciation and amortisation (EBITDA) increased 30% from \$28.5m to \$37.0m and underlying net profit after tax before amortisation (NPATA), increased 31% from \$18.4m to \$24.2m.

Underlying EBITDA margin has improved from 35.0% to 36.6%.

Gearing¹ as measured on a book value basis has decreased from 36% to 27%. The Group remains well capitalised. Underlying return on equity was 22%.

The Board maintains a positive view and outlook on the prospects of the business.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial year.

¹ Gross borrowings/(Gross borrowings+Equity).

DIRECTORS' REPORT (continued)

After balance date events

The consolidated entity acquired 70% of Turner Insurance Services Ltd on 2 July 2018.

The consolidated entity acquired a shareholding of 19.6% in B P Marsh & Partners plc (BPM) on 5 July 2018.

Refer to Note 32: Subsequent Events.

Likely developments

The consolidated entity will continue to focus on creating, acquiring and enhancing its operations to create shareholder value over the medium term to ensure our Clients get the best possible service and value.

Environmental regulation

The consolidated entity's operations are not subject to any significant environmental Commonwealth or State regulations or laws.

Dividend paid, recommended and declared

Details of dividends paid, declared or recommended are as follows:

	2018 \$	2017 \$
(a) Dividends paid or declared by PSC Insurance Group Limited		
Dividends paid fully franked	15,639,646	10,148,015
(b) Dividends paid to non-controlling interests		
Dividends paid partially franked	300,000	-
(c) Dividend declared after the reporting period and not recognised		
Since the end of the reporting period the directors have recommended/declared dividends in PSC Insurance Group Limited at 4.5 cents per share fully franked (2017: 4.0 cents)	11,000,408	9,039,957
Since the end of the reporting period the directors have recommended/declared dividends to non-controlling interests	-	-

Shares under option

Unissued ordinary shares of PSC Insurance Group Limited under option at the date of this report as follows:

Date option granted	Number of unissued ordinary shares under option	Issue price of shares	Expiry date of the options
14 December 2015	300,000	\$1.00 per share	14 December 2020
8 August 2016	600,000	\$1.66 per share	8 July 2021

The options granted on 14 December 2015 were to Antony Robinson.

Options granted on 8 August 2016 were to Melvyn Sims.

No option has any right to participate in any other share issue of the company.

Shares issued on exercise of options

No shares were issued during the reporting period or up to the date of this report on exercise of options.

Information on Directors and Company Secretary

The qualifications, experience and special responsibilities of each person who has been a director of PSC Insurance Group Limited at any time during or since 1 July 2017 is provided below, together with details of the company secretary as at the year end.

Director	Expertise, experience and qualifications
<p>Brian Austin Non-Executive Chairman <i>Member of Remuneration and Nomination Committee</i></p>	<p>Brian Austin was appointed to the Board on 10 December 2010. With over 35 years industry experience, Mr Austin has held senior executive positions in the insurance industry, including CEO of OAMPS Insurance Brokers Limited. Over that time Mr Austin has been instrumental in setting the strategy of capital raising and acquisitions. The executive positions Mr Austin has held has enabled him to develop a global network of key relationships that allow the future growth strategies of the entity to be pursued with much confidence. Mr Austin is a Director of the ASX listed AMA Group Limited.</p>
<p>Paul Dwyer Managing Director Dip Fin Serv (Ins) <i>Member of Audit and Risk Management Committee</i></p>	<p>Paul Dwyer was appointed to the Board on 10 December 2010. Prior to being the Founder of PSC Insurance Group, Mr Dwyer held a senior executive position with OAMPS Insurance Brokers Limited and previous to that role was a Regional Underwriter with CGU. As Group Managing Director and Founder of the PSC Insurance Group, Mr Dwyer's focus remains the strategic direction of the entity, exploring acquisition and organic growth opportunities and to manage and work with the executive and staff within the entity to continually improve business operations. Mr Dwyer continues to drive the business ensuring that the finances and decision-making are robust, in order to deliver the financial outcomes of the Company. Mr Dwyer is a Director of the ASX listed Johns Lyng Group Limited.</p>
<p>John Dwyer Executive Director Dip Fin Serv (Ins)</p>	<p>John Dwyer was appointed to the Board on 10 December 2010. Mr Dwyer has over 30 years experience in the insurance industry, spending time with QBE as a Regional Underwriting Manager, commencing a joint venture with OAMPS Insurance Brokers Limited and eventually becoming Eastern Region Manager (NSW & ACT). As Director of Broking across the PSC Insurance Group, Mr Dwyer brings specialist business integration and practical operational skills pivotal to a growing business. Mr Dwyer has not held directorships of other listed companies in the last three years.</p>
<p>Antony Robinson Non-Executive Director B Com (Melb), ASA, MBA (Melb) <i>Chair of Audit and Risk Management Committee and Remuneration and Nomination Committee</i></p>	<p>Antony Robinson was appointed to the Board on 13 July 2015. Mr Robinson has significant experience in wealth management and insurance, including Managing Director of Centrepoint Alliance Limited, Chief Executive Officer and Executive Director of IOOF Holdings Ltd and OAMPS Limited, joint Managing Director of Falkiners Stockbroking, Managing Director of WealthPoint, and senior executive positions at Link Telecommunications and Mayne Nickless.</p> <p>Mr Robinson is a Director of three ASX listed entities being Bendigo and Adelaide Bank Limited, Pacific Current Group Limited and Longtable Group Limited and holds a number of directorships of private companies, including River Capital Pty Limited.</p>

DIRECTORS' REPORT (continued)

Director	Expertise, experience and qualifications
<p>Melvyn Sims Non-Executive Director LLB (Hons) Nottm.</p>	<p>Melvyn Sims was appointed to the Board on 8 August 2016. Mr Sims is a highly regarded London based corporate lawyer with extensive experience in the insurance industry gained during his 27 years as a partner in the international law firm DLA Piper and currently DWF Law.</p> <p>Over the course of Mr Sims' career he has held senior management roles and advised businesses in commercial and transactional matters often with an international perspective and in diverse markets ranging from general retail, aviation, sport and leisure through to regulated financial services businesses. Mr Sims has extensive board experience, having served as a board member of the UK listed Towergate Insurance Limited for over 15 years. Mr Sims has not held directorships of other listed companies in the last three years.</p>
<p>Stephen Abbott BBus, CA, CTA</p>	<p>Stephen Abbott was appointed Company Secretary on 18 May 2015, having joined the PSC Insurance Group in March 2012. Mr Abbott has over 35 years experience in accounting and finance both within industry and commerce and professional services firms with the last 11 years in insurance broking.</p>

Directors' meetings

The number of meetings of the Board of Directors and of each Board Committee held during the financial year and the numbers of meetings attended by each Director were:

	Board of Directors		Audit & Risk Committee		Remuneration Committee	
	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended
Paul Dwyer	6	6	3	3		
John Dwyer	6	6				
Brian Austin	6	6			1	1
Antony Robinson	6	6	3	3	1	1
Melvyn Sims	6	6				

In addition to the scheduled Board Meetings, the Board has informal discussions on a regular basis to consider relevant issues. It also discusses strategic, operational and risk matters with senior management on an ongoing basis.

Director's interests in contracts

Directors' interests in contracts are disclosed in the Remuneration Report.

Directors' interests in shares or options

Directors' relevant interests in shares of PSC Insurance Group Limited or options over shares in the company are detailed below.

Directors' relevant interests in:	Ordinary shares of PSC Insurance Group Limited	Options over shares in PSC Insurance Group Limited
Paul Dwyer	70,223,000	-
John Dwyer	35,280,522	-
Brian Austin	35,410,600	-
Antony Robinson	418,000	300,000
Melvyn Sims	-	600,000

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* in relation to the audit for the financial year is provided with this report.

Non-Audit Services

Non-audit services are approved by resolution of the Audit Committee to the Board. Non-audit services provided by the auditors of the consolidated entity, Pitcher Partners (Melbourne), network firms of Pitcher Partners, and other non-related audit firms, are detailed below. The Directors are satisfied that the provision of the non-audit services during the year by the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by PSC Insurance Group Limited and have been reviewed and approved by the Audit Committee to ensure they do not impact on the integrity and objectivity of the auditor; and
- the non-audit services provided do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for PSC Insurance Group Limited or any of its related entities, acting as an advocate for PSC Insurance Group Limited or any of its related entities, or jointly sharing risks and rewards in relation to the operations or activities of PSC Insurance Group Limited or any of its related entities.

	2018 \$	2017 \$
Amounts paid/payable to Pitcher Partners (Melbourne) for non-audit services:		
Taxation Services	18,715	29,550
Other Services	-	4,743
	18,715	34,293
Amounts paid/payable to non-related auditors of group entities for non-audit services:		
Taxation services	32,086	14,115
Other services	19,522	8,402
	51,609	22,517
Total Amount Paid/Payable	63,530	56,810

DIRECTORS' REPORT (continued)

Indemnification and insurance of directors, officers and auditors

During or since the end of the year, the consolidated entity has given indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums in order to indemnify the Directors of the consolidated entity.

Further disclosure required under section 300(9) of the *Corporations Act 2001* is prohibited under the terms of the contract.

No indemnities have been given or insurance premiums paid, during or since the end of the year, for any person who is or has been an auditor of the consolidated entity.

Proceedings on behalf of the consolidated entity

No person has applied for leave of Court to bring proceedings on behalf of PSC Insurance Group Limited or any of its subsidiaries.

Rounding Amounts

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the Directors' Report and in the Consolidated Financial Statements have been rounded to the nearest one thousand dollars, unless otherwise indicated.

Remuneration Report (Audited)

The Directors present the consolidated entity's 2018 Remuneration Report which details the remuneration information for PSC Insurance Group Limited's Executive Directors, Non-Executive Directors and other Key Management Personnel.

A. Details of the Key Management Personnel

Directors	Period of Responsibility	Position
Brian Austin	Full Year	Chairman, Non-Executive Director
Antony Robinson	Full Year	Independent, Non-Executive Director
Melvyn Sims	Full Year	Independent, Non-Executive Director
Paul Dwyer	Full Year	Managing Director
John Dwyer	Full Year	Executive Director
Other Key Management Personnel	Period of Responsibility	Position
Rohan Stewart	Full Year	Chief Executive Officer
Joshua Reid	Full Year	Chief Financial Officer

B. Remuneration Policies

Remuneration and Nomination Committee

The Remuneration and Nomination Committee of the Board of Directors was established on 1 June 2015 and is responsible for making recommendations to the Board on the remuneration arrangements for all key management personnel.

The current members of the Remuneration and Nomination Committee are: Brian Austin and Antony Robinson.

The Remuneration and Nomination Committee assesses the appropriateness of the nature and amount of remuneration of executives on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum shareholder benefit from the retention of high quality, high performing directors and executive team. In determining the level and composition of executive remuneration, the Remuneration and Nomination Committee may also engage external consultants to provide independent advice.

The primary responsibility of the Remuneration and Nomination Committee is to review and recommend to the Board:

- Executive remuneration and incentive policies and practices;
- The Executive Directors' total remuneration having regard to remuneration and incentive policies;
- The design and total proposed payments from any incentive plan and reviewing the performance hurdles for any equity based plan;
- The remuneration and related policies of Non-Executive Directors for serving on the board and any committee (both individually and in total); and
- Any other responsibilities as determined by the Remuneration and Nomination Committee or the Board from time to time.

Remuneration Strategy

The remuneration strategy of the consolidated entity is designed to attract, motivate and retain employees, Executives and Non-Executive Directors by identifying and rewarding high performers and recognising the contribution of executives and employees to the continued growth and success of the consolidated entity.

To this end, the key objectives of the consolidated entity's reward framework are to:

- Align remuneration with the consolidated entity's business strategy;
- Offer an attractive mix of remuneration benchmarked against the applicable market's region;
- Provide strong linkage between individual and the consolidated entity's performance and rewards; and
- Support the corporate mission statement, values and policies through the approach to recruiting, organizing and managing people.

Remuneration Structure

In accordance with best practice corporate governance, the structure of the Non-Executive Directors and executive remuneration is separate and distinct.

DIRECTORS' REPORT (continued)

Non-Executive Director Remuneration Structure

The ASX Listing Rules specify that an entity must not increase the total aggregate amount of remuneration of Non-Executive Directors without the approval of holders of its ordinary securities.

The Board and the Remuneration and Nomination Committee, considers the level of remuneration required to attract and retain directors with the necessary skills and experience for the consolidated entity's Board. This remuneration is reviewed with regard to market practice and directors' duties and accountability.

The consolidated entity set the following annual Non-Executive Directors' fees:

- Chairman: \$300,000 per annum inclusive of superannuation;
- Non-Executive Directors (Australia based): \$60,000 per annum inclusive of superannuation; and
- Non-Executive Directors (United Kingdom based): £50,000 per annum.

The consolidated entity determines the maximum amount for remuneration, including thresholds for share-based remuneration for executives, by resolution. The remuneration received by the Non-Executive Directors for the year ended 30 June 2018 is detailed in Table 1 of this section of the report.

Executive Remuneration Structure

The contracts for service between the consolidated entity and executives are on a continuing basis, the terms of which are not expected to change in the immediate future.

Remuneration may consist of the following elements:

- Fixed remuneration (base salary and superannuation);
- Variable remuneration – short term incentives (STI) in the form of performance based incentives; and
- Long term incentive (LTI) (shares, options, performance rights and/or loan funded shares).

Fixed Remuneration

Fixed remuneration is reviewed annually by the Board/Remuneration and Nomination Committee. The process consists of a review of the consolidated entity and individual performance, relevant comparative remuneration from external and internal sources.

Variable Remuneration – Short-Term Incentive (STI)

Objective

The key objective of the STI program is to link the achievement of the consolidated entity's operational targets with the remuneration received by the Managing Director charged with meeting those targets.

Structure

Any STI payments granted depends on the extent to which specific targets set at the beginning of the financial year or on appointment are met. The Key Milestones or Key Performance Indicators (KPIs) cover individual and organisational financial measures of performance.

The consolidated entity has predetermined benchmarks that must be met in order to trigger bonus payments. On a financial year basis, after consideration of performance against the Key Milestones or KPIs, the Remuneration and Nomination Committee, in line with its responsibilities determine the amount, if any, of the STI to be paid to the Managing Director.

There have been no STI payments to the Managing Director in the 2018 year. (2017: \$200,000) See Table 3

Variable Remuneration – Long-Term Incentive (LTI)

Objective

The objectives of providing LTI's are: to attract, motivate and retain key PSC Directors and staff through the acquisition of, or entitlements to, shares and options.

Structure

The Board offers LTI's to reward the performance of Directors and staff, which is in alignment with shareholders' interests and the long-term benefit of the consolidated entity. LTI awards are made under the PSC Insurance Group Limited Long Term Incentive Plan (Plan).

Rewards under the LTI Plan will only vest and be exercisable if the applicable performance hurdles to vesting conditions have been satisfied, waived by the Board or are deemed to have been satisfied under the Plan Rules.

Service Agreements

The consolidated entity has entered into Agreements with all Executives, including the Managing Director. The consolidated entity may terminate the Executive Director's Agreements by providing at least six month's written notice or providing payment in lieu of the notice period (based on the fixed component of the Executive's remuneration). The consolidated entity may terminate the contract at any time without notice if serious misconduct has occurred.

Managing Director's Remuneration

Under Paul Dwyer's Agreement his fixed remuneration is \$25,000 per month inclusive of superannuation giving a total of \$300,000 inclusive of superannuation per annum. Mr Dwyer may also be eligible to participate in the Long Term Incentive arrangements operated by the consolidated entity in accordance with the terms and conditions governing those arrangements and as agreed to by the Board.



DIRECTORS' REPORT (continued)

C. Details of key management personnel remuneration

(a) Directors' remuneration:

Table 1

2018	Short-Term			
	Salary fees \$	Cash bonus \$	Non- monetary \$	Other \$
Executive Directors				
Paul Dwyer (i)	300,000	-	-	-
John Dwyer (ii)	300,000	-	-	-
Non-Executive Directors				
Brian Austin (iii)	300,000	-	-	-
Antony Robinson	54,795	-	-	-
Melvyn Sims	86,775	-	-	-
	1,041,570	-	-	-

(i): Paul Dwyer provides his services via Paul Dwyer Holdings Pty Ltd.

(ii): John Dwyer provides his services via Glendale Dwyer Pty Ltd (ATF Dwyer Family Trust).

(iii): Brian Austin provides his services via Melimar Estate Pty Ltd.

2017	Short-Term			
	Salary fees \$	Cash bonus \$	Non- monetary \$	Other \$
Executive Directors				
Paul Dwyer	300,000	200,000	-	-
John Dwyer	300,000	-	-	-
Non-Executive Directors				
Brian Austin	300,000	-	-	-
Antony Robinson	54,795	-	-	-
Melvyn Sims	75,272	-	-	58,814
	1,030,067	200,000	-	58,814

	Post employment			Long-term	Share-based payments	TOTAL	Total performance related	Options as % of total
	Superannuation \$	Retirement benefits \$	Termination benefits \$					
	-	-	-	-	-	300,000	-	-
	-	-	-	-	-	300,000	-	-
	-	-	-	-	-	300,000	-	-
	5,205	-	-	-	-	60,000	-	-
	-	-	-	-	-	86,775	-	-
	5,205	-	-	-	-	1,046,775	-	-

	Post employment			Long-term	Share-based payments	TOTAL	Total performance related	Options as % of total
	Superannuation \$	Retirement benefits \$	Termination benefits \$					
	-	-	-	-	-	500,000	-	-
	-	-	-	-	-	300,000	-	-
	-	-	-	-	-	300,000	-	-
	5,205	-	-	-	-	60,000	-	-
	-	-	-	-	152,785	286,871	-	-
	5,205	-	-	-	152,785	1,446,871	-	-

DIRECTORS' REPORT (continued)

(b) Other Key Management Personnel's remuneration:

Table 2

2018	Short-Term			
	Salary fees \$	Cash bonus \$	Non- monetary \$	Other \$
Other Key Management Personnel				
Rohan Stewart (i)	350,000	-	-	-
Joshua Reid	273,973	-	-	-
	623,973	-	-	-

(i): Rohan Stewart provides his services via H&S Nominee Holdings Pty Ltd.

(ii): These individuals were not Key Management Personnel in 2017.

	Post employment			Long-term	Share-based payments	TOTAL	Total performance related	Options as % of total
	Superannuation \$	Retirement benefits \$	Termination benefits \$	Incentive plans \$	Options \$		%	%
	-	-	-	-	-	350,000	-	-
	26,027	-	-	-	-	300,000	-	-
	26,027	-	-	-	-	650,000	-	-

DIRECTORS' REPORT (continued)

D. Relationship between remuneration and consolidated entity performance

(a) Remuneration not dependent on satisfaction of performance condition

The non-executives remuneration policy is not directly related to the consolidated entity's performance. The Board considers a remuneration policy based on short-term returns may not be beneficial to the long-term creation of wealth by the consolidated entity for shareholders.

(b) Remuneration dependent on satisfaction of performance condition

A portion of the Managing Director's Remuneration in 2017 was based on attainment of IPO prospectus forecasts. This performance-based remuneration was granted to the Managing Director.

Table 3

Year	Executive Director	Amount included in Remuneration \$	Awarded/ Guaranteed %	Forfeited %	Estimated Maximum total value of Bonus
2018	Paul Dwyer	0	0%	0%	-
2017	Paul Dwyer	200,000	100%	0%	200,000

(c) Consequences of the consolidated entity's performance on shareholder wealth

The following table summarises the consolidated entity's performance and key performance indicators:

Table 4

	2018	2017	2016	2015
Revenue and other income	118,685,706	84,475,859	67,766,163	52,071,674
% increase in revenue and other income	40%	25%	30%	28%
Profit before tax	40,327,294	27,114,780	15,973,533	11,778,678
% increase in profit before tax	49%	70%	36%	24%
Change in share price	\$0.60	\$0.55	N/a	N/a
Dividend paid to shareholders	15,639,646	10,148,015	6,505,295	1,550,000
Return on capital	11%	12%	16%	35%
Total remuneration of KMP	1,696,775	1,446,871	1,051,346	900,000
Total performance based remuneration	-	200,000	-	-

E. Key Management Personnel's share-based compensation**(a) Details of compensation Options**

In 2018 no options were granted to Key Management Personnel.

(b) Shares issued on exercise of compensation options

In 2018 no options were exercised by Key Management Personnel.

F. Key Management Personnel's equity holdings**(a) Number of options held by key management personnel**

As at 30 June 2018, Key Management Personnel hold options under PSC's Long Term Incentive Plan to purchase 900,000 ordinary shares of the consolidated entity.

Table 5

2018	Balance 1/07/17	Granted as remuneration	Exercise of options	Net change Other	Balance 30/06/18
Directors					
Antony Robinson	300,000	-	-	-	300,000
Melvyn Sims	600,000	-	-	-	600,000
	900,000	-	-	-	900,000

(b) Number of shares held by Key Management Personnel (consolidated)

The relevant interest of each Key Management Personnel in the share capital of the consolidated entity as notified the ASX as at 30 June 2018 is as follows:

Table 6

2018	Balance 1/07/17	LTIP Allocation	Received as Remuneration	Exercise of options	Net change Other	Balance 30/06/18
Directors						
Brian Austin	35,310,600	-	-	-	100,000	35,410,600
Antony Robinson	418,000	-	-	-	-	418,000
Melvyn Sims	-	-	-	-	-	-
Paul Dwyer	70,223,000	-	-	-	-	70,223,000
John Dwyer	35,150,522	-	-	-	130,000	35,280,522
Executives						
Rohan Stewart	3,142,479	-	-	-	-	3,142,479
Joshua Reid	1,000,000	-	-	-	-	1,000,000
	145,244,601	-	-	-	230,000	145,474,601

DIRECTORS' REPORT (continued)

G. Loans to and from Key Management Personnel

(a) Aggregate of loans made

In the financial year, a loan of \$563,000 Canadian dollars was made to, and repaid by Rohan Stewart, at an interest rate of 5.65%. There has been no other loans made, guaranteed or secured, directly or indirectly, by the consolidated entity and any of its subsidiaries, in the financial year to any other key management personnel, their close family members and entities related to them.

(b) Aggregate of loans made is greater than \$100,000

With the exception of the disclosure in G (a) above, there have been no loans made, guaranteed or secured, directly or indirectly, by the consolidated entity and any of its subsidiaries, in the financial year to a particular key management person, close members of the family of the key management person and entities related to them greater than \$100,000.

(c) Aggregate of loans received

There have been no loans received, guaranteed or secured, directly or indirectly, by the consolidated entity and any of its subsidiaries, in the financial year to a particular key management person, close members of the family of the key management person and entities related to them.

H. Other transactions with Key Management Personnel

The Lead Agency Pty Ltd, Fuse Recruitment Pty Ltd and ADD Aviation Services Pty Ltd are related parties as they are entities where John Dwyer, Paul Dwyer and Brian Austin or their closely related entities are shareholders.

Johns Lyng Group, JLG Investments Unit Trust and Retail Sports Unit Trust are related parties where Paul Dwyer holds Directorships.

During the year ended 30 June 2018 the following related entities provided or received services to/from the consolidated entity:

- The Lead Agency were paid for marketing services provided. Total value of these goods and services was \$353,422 (2017: \$338,073).
- Fuse Recruitment were paid for the provision of recruitment services and the provision of temporary staff. Total value of these goods and services was \$166,373 (2017: \$106,575).
- ADD Aviation were paid for the provision of transport services. Total value of these goods and services was \$266,390 (2017: \$66,368).

All the above services supplied were in the normal course of business and on normal terms and conditions.

Additionally, during the year the PSC Insurance Group Limited provided insurance services to related parties of a Director totalling \$334,320 (2017: \$258,262). The services supplied were in the normal course of business and on normal commercial terms and conditions.

Additionally, during the year the PSC Insurance Group Limited received trust distributions from a related party of a Director totalling \$2,186,386 (2017: 1,466,966).

No other transactions occurred between key management personnel of the entity, their personally related entities or other related parties.

I. Use of remuneration consultants

No remuneration consultants were engaged during the course of the 2018 financial year.

Signed in accordance with a resolution of the directors



Brian Austin
Chairman

Melbourne

Date: 20 August 2018



Paul Dwyer
Managing Director

Melbourne

Date: 20 August 2018

AUDITOR'S INDEPENDENCE DECLARATION



**PSC INSURANCE GROUP LIMITED AND CONTROLLED ENTITIES
AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF PSC INSURANCE GROUP LIMITED**

In relation to the independent audit for the year ended 30 June 2018, to the best of my knowledge and belief there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- (ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants*.

This declaration is in respect of PSC Insurance Group Limited and the entities it controlled during the year.

A handwritten signature in black ink, appearing to read 'S. Schonberg'.

S SCHONBERG
Partner
22 August 2018

A handwritten signature in black ink, appearing to be a stylized 'P.P.'.

PITCHER PARTNERS
Melbourne

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the Year ended 30 June 2018

	Notes	30 June 2018 \$'000	30 June 2017 \$'000
Revenue and other income			
Fee and commission income	3	95,158	77,554
Other revenue	3	5,046	3,674
Other income	3	18,482	3,247
	3	118,686	84,475
Less: expenses			
Administration and other expenses	4	(18,493)	(7,443)
Depreciation and amortisation expense	4	(2,307)	(1,515)
Employee benefits expense	4	(43,116)	(36,717)
Occupancy expense		(3,222)	(2,902)
Finance costs	4	(2,789)	(1,761)
Employee contractors		(2,866)	(2,282)
Information technology costs		(3,966)	(3,287)
Professional fees		(1,600)	(1,453)
		(78,359)	(57,360)
Profit before income tax expense		40,327	27,115
Income tax expense	5	(12,505)	(7,144)
Net profit from continuing operations		27,822	19,971
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit and loss</i>			
Exchange differences on translation of foreign operations		826	(622)
Other comprehensive income for the year		826	(622)
Total comprehensive income		28,648	19,349
Profit is attributable to:			
- Owners of PSC Insurance Group Limited		27,573	19,724
- Non-controlling interests		249	247
		27,822	19,971
Total comprehensive income is attributable to:			
- Owners of PSC Insurance Group Limited		28,399	19,102
- Non-controlling interests		249	247
		28,648	19,349
Earnings per share for profit attributable to the equity holders of the parent entity:			
Diluted earnings per share	25	11.6 cents	8.8 cents
Basic earnings per share	25	11.6 cents	8.7 cents

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2018

	Notes	June 2018 \$'000	June 2017 \$'000
Current assets			
Cash and cash equivalents	7	160,972	80,124
Receivables	8	359,938	328,805
Other current assets	9	3,098	2,167
Total current assets		524,008	411,096
Non-current assets			
Receivables	8	3,189	3,747
Other financial assets	10	24,036	5,863
Equity accounted investments	11	8,151	8,123
Property, plant and equipment	13	12,967	11,963
Deferred tax asset	5	3,543	1,893
Intangible assets	14	95,672	73,078
Total non-current assets		147,558	104,667
Total assets		671,566	515,763
Current liabilities			
Payables	15	443,420	375,437
Borrowings	16	935	635
Provisions	17	2,930	2,031
Current tax liabilities	5	3,279	3,239
Other liabilities	18	6,945	6,755
Total current liabilities		457,509	388,097
Non-current liabilities			
Borrowings	16	53,410	43,748
Provisions	17	398	337
Deferred tax liabilities	5	13,482	4,835
Other liabilities	18	1,347	774
Total non-current liabilities		68,637	49,694
Total liabilities		526,146	437,791
Net assets		145,420	77,972
Equity			
Share capital	19	140,395	85,994
Reserves	20	(37,368)	(38,194)
Retained earnings	20	40,429	28,496
Equity attributable to owners of PSC Insurance Group Limited		143,456	76,296
Non-controlling interests	21	1,964	1,676
Total equity		145,420	77,972

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2018

Consolidated	Share capital \$'000	Reserves \$'000	Retained Earnings \$'000	Non- controlling Interest \$'000	Total Equity \$'000
Balance as at 1 July 2016	85,194	(37,740)	18,920	1,429	67,803
Profit for the year	-	-	19,724	247	19,971
Exchange differences on translation of foreign operations, net of tax	-	(622)	-	-	(622)
Total comprehensive income for the year	-	(622)	19,724	247	19,349
Transactions with owners in their capacity as owners:					
Shares in lieu of cash for acquisition of subsidiary undertaking	500	-	-	-	500
Converted Share Options	300	-	-	-	300
Employee share issues	-	168	-	-	168
Dividends paid	-	-	(10,148)	-	(10,148)
Total transactions with owners	800	168	(10,148)	-	(9,180)
Balance as at 30 June 2017	85,994	(38,194)	28,496	1,676	77,972

Consolidated Entity	Share capital \$'000	Reserves \$'000	Retained Earnings \$'000	Non- controlling Interest \$'000	Total Equity \$'000
Balance as at 1 July 2017	85,994	(38,194)	28,496	1,676	77,972
Profit for the year	-	-	27,573	249	27,822
Exchange differences on translation of foreign operations, net of tax	-	826	-	-	826
Total comprehensive income for the year	-	826	27,573	249	28,648
Transactions with owners in their capacity as owners:					
Increase in non-controlling interests	-	-	-	339	339
Capital Raising issue	55,002	-	-	-	55,002
Capital Raising issue costs	(1,155)	-	-	-	(1,155)
Shares in lieu of cash for acquisition of subsidiary undertaking	554	-	-	-	554
Dividends paid	-	-	(15,640)	(300)	(15,940)
Total transactions with owners	54,401	-	(15,640)	39	38,800
Balance as at 30 June 2018	140,395	(37,368)	40,429	1,964	145,420

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

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2018

	Notes	2018 \$'000	2017 \$'000
Cash flow from Operating activities			
Receipts from customers		98,062	80,472
Payments to suppliers and employees		(71,973)	(61,191)
Trust distributions received		2,086	1,100
Interest received		1,678	1,110
Interest paid		(2,789)	(1,761)
Income tax paid		(6,608)	(3,676)
Operating cash before movement in customer trust accounts		20,456	16,054
Net movement in customer trust accounts		35,344	(8,608)
Net cash provided by operating activities	22(b)	55,800	7,446
Cash flow from investing activities			
Payment for property, plant and equipment		(1,815)	(10,030)
Proceeds from sale of financial assets		578	-
Proceeds from sale of equity investments		505	-
Payment for deferred consideration/business acquisitions		(21,821)	(8,785)
Proceeds from loan		-	-
Payment for other investments		(851)	(2,854)
Payment for other financial assets		-	(1,400)
Proceeds from sale of shares held for resale		-	-
Net cash flow provided by (used in) investing activities		(23,404)	(23,069)
Cash flow from financing activities			
Proceeds from borrowings		14,352	36,445
Repayments of borrowings		(4,660)	(18,782)
Share Issues : Market		55,002	300
Capital raising costs		(1,650)	-
Dividends paid		(15,940)	(10,148)
Increase/(Decrease) in loans to related entities		237	2,618
Net cash provided by (used in) financing activities		47,341	10,433
Reconciliation of cash			
Cash at beginning of the financial year		80,124	87,252
Net increase in cash		79,737	(5,190)
Effect of exchange rate fluctuation on cash held		1,111	(1,938)
Cash at end of financial year	22(a)	160,972	80,124

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

NOTES TO THE FINANCIAL STATEMENTS

year ended 30 June 2018

Note 1: Statement of Significant Accounting Policies

The following is a summary of significant accounting policies adopted by the consolidated entity in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

(a) Basis of preparation of the financial report

This financial report is a general purpose financial report that has been prepared in accordance with the *Corporations Act 2001* and Australian Accounting Standards, Interpretations and other applicable authoritative pronouncements of the Australian Accounting Standards Board (AASB).

The financial report covers PSC Insurance Group Limited and controlled entities as a consolidated entity. PSC Insurance Group Limited is a company limited by shares, incorporated and domiciled in Australia.

The address of PSC Insurance Group Limited's registered office and principal place of business is 96 Wellington Parade, East Melbourne, Victoria, 3002.

PSC Insurance Group Limited is a for-profit entity for the purpose of preparing the financial statements.

Compliance with IFRS

The consolidated financial statements of the consolidated entity also comply with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

Historical cost convention

The financial report has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

Fair value measurement

For financial reporting purposes, 'fair value' is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants (under current market conditions) at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

When estimating the fair value of an asset or liability, the consolidated entity uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Inputs to valuation techniques used to measure fair value are categorised into three levels according to the extent to which the inputs are observable:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

Significant accounting estimates

The preparation of the financial report requires the use of certain estimates and judgements in applying the consolidated entity's accounting policies. Those estimates and judgements significant to the financial report are disclosed in Note 2 to the consolidated financial statements.

(b) Going concern

The financial report has been prepared on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 1: Statement of Significant Accounting Policies (continued)

(c) Principles of consolidation

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

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies, which may exist.

All inter-company balances and transactions, including any unrealised profits or losses have been eliminated on consolidation. Subsidiaries are consolidated from the date on which control is established and are de-recognised from the date that control ceases.

Equity interests in a subsidiary not attributable directly or indirectly to the consolidated entity are presented as non-controlling interests. Non-controlling interests are initially recognised either at fair value or at the non-controlling interests' proportionate share of the acquired entity's net identifiable assets. This decision is made on an acquisition-by-acquisition basis.

Non-controlling interests in the results of subsidiaries are shown separately in the consolidated Statement of Profit or Loss and other Comprehensive Income and consolidated Statement of Financial Position respectively.

Details of the consolidated entity's controlling and non-controlling interests are detailed in Note 21.

(d) Revenue

Commission, brokerage and fees are recognised when the related service has been provided and it is probable that the consolidated entity will be compensated for services rendered and the amount of consideration for such services can be reliably measured. An allowance is made for anticipated lapses and cancellations.

Interest income is recognised when it becomes receivable on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividend income is recognised when the right to receive a dividend has been established. Dividends received from associates and joint ventures are accounted for in accordance with the equity method.

Profit on sale of financial assets is determined as the difference between the carrying amount of the asset at the time of disposal and the proceeds of disposal, net of disposal costs. This is recognised as an item of revenue in the year in which the significant risks and rewards of ownership transfer to the buyer.

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

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

(e) Cash and cash equivalents

Cash and cash equivalents, and cash held on trust, in the Consolidated Statement of Financial Position comprise cash at bank, in hand and short-term deposits with an original maturity of three months or less.

Cash held on trust is held for insurance premiums received from policyholders which will ultimately be paid to underwriters.

Cash held on trust cannot be used to meet business obligations/operating expenses other than payments to underwriters and/or refunds to policyholders.

For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents as defined above are shown net of outstanding bank overdrafts.

(f) Receivables from broking, reinsurance and underwriting agency operations

Receivables from broking, reinsurance and underwriting agency operations are initially recognised based on the invoiced amount to customers. After initial recognition, provision is made for lapses or cancellations of insurance policies or other matters that may lead to cancellation.

Receivables from reinsurance are initially recognised based on contract value. Following fulfilment of the contract, amounts are then invoiced to customers.

Invoices are generally due for settlement within 14 to 60 days. Collectability of trade receivables is reviewed on an ongoing basis.

(g) Property, plant and equipment

Each class of property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation

The depreciable amounts of all property, plant and equipment are depreciated over their estimated useful lives commencing from the time the asset is held ready for use.

Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The useful lives for each class of assets are:

	Depreciation rate	Depreciation Basis
Leasehold improvements at cost	2.5% – 30%	Straight line and diminishing Value
Buildings at cost	2.5%	Straight line
Office equipment at cost	2%-67%	Straight line and diminishing value
Computer equipment at cost	10% – 67%	Straight line and diminishing value
Motor Vehicles at cost	12.50%	Straight line

(h) Leases

Leases are classified at their inception as either operating or finance leases based on the economic substance of the agreement so as to reflect the risks and benefits incidental to ownership.

Operating leases

Lease payments for operating leases are recognised as an expense on a straight-line basis over the term of the lease.

Lease incentives received under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 1: Statement of Significant Accounting Policies (continued)

(i) Business combinations

A business combination is a transaction or other event in which an acquirer obtains control of one or more businesses and results in the consolidation of the assets and liabilities acquired. Business combinations are accounted for by applying the acquisition method.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquire. Deferred consideration payable is measured at its acquisition date fair value. Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. At each reporting date subsequent to the acquisition, contingent consideration payable is measured at its fair value with any changes in the fair value recognised in profit or loss unless the contingent consideration is classified as equity, in which case the contingent consideration is carried at its acquisition-date fair value.

Goodwill is recognised initially at the excess over the aggregate of the consideration transferred, the fair value of the non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest (in case of step acquisition), less the fair value of the identifiable assets acquired and liabilities assumed.

If the net fair value of the acquirer's interest in the identifiable assets acquired and liabilities assumed is greater than the aggregate of the consideration transferred, the fair value of the non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest (in case of step acquisition), the gain is immediately recognised in the profit or loss.

Acquisition related costs are expensed as incurred.

(j) Intangibles

Goodwill

Goodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identifiable or separately recognised. Refer to Note 1(i) for a description of how goodwill arising from a business combination is initially measured.

Goodwill on consolidation represents the excess of the cost of an acquisition over the fair value of the consolidated entity's share of net identifiable assets of the acquired entities at the date of acquisition.

Goodwill is not amortised but is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is carried at cost less accumulated impairment losses.

Identifiable intangible assets

Identifiable intangible assets acquired separately or in a business combination (mainly customer lists) are initially measured at cost.

The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. The useful lives of these intangible assets are assessed on acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and impairment losses.

Intangible assets with finite lives are amortised over the useful lives, currently estimated to be up to 10 years, and their useful lives are reviewed annually.

(k) Impairment of non-financial assets

Goodwill, intangible assets not yet ready for use and intangible assets with indefinite useful lives are not subject to amortisation and are therefore tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

For impairment assessment purposes, assets are generally grouped at the lowest levels for which there are largely independent cash flows ('cash generating units'). Accordingly, most assets are tested for impairment at the cash-generating unit level. Because it does not generate cash flows independently of other assets or groups of assets, goodwill is allocated to the cash generating unit or units that are expected to benefit from the synergies arising from the business combination that gave rise to the goodwill.

Assets other than goodwill, intangible assets not yet ready for use and intangible assets with indefinite useful lives are assessed for impairment whenever events or circumstances arise that indicate the asset may be impaired.

An impairment loss is recognised when the carrying amount of an asset or cash generating unit exceeds the asset's or cash generating unit's recoverable amount. The recoverable amount of an asset or cash generating unit is defined as the higher of its fair value less costs to sell and value in use. Refer to Note 2 for a description of how management determines value in use.

Impairment losses in respect of individual assets are recognised immediately in profit or loss unless the asset is carried at a revalued amount such as property, plant and equipment, in which case the impairment loss is treated as a revaluation decrease in accordance with the applicable Standard. Impairment losses in respect of cash generating units are allocated first against the carrying amount of any goodwill attributed to the cash generating unit with any remaining impairment loss allocated on a pro rata basis to the other assets comprising the relevant cash generating unit.

(l) Income tax

Current income tax expense or revenue is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities.

Deferred tax balances

Deferred tax assets and liabilities are recognised for temporary differences at the applicable tax rates when the assets are expected to be recovered or liabilities are settled. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss.

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

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity. Deferred tax assets and liabilities are shown on a net basis in the Consolidated Statement of Financial Position.

Tax consolidation

The parent entity and its 100% Australian controlled entities formed an income tax consolidated group under the tax consolidation legislation on 8 December 2015. This replaced the three pre-existing tax consolidated groups on that date.

Within the consolidated group there is an additional tax consolidated group with AR (WA) Pty Ltd as the head entity.

The parent entity in each tax consolidated group is responsible for recognising the current tax liabilities and deferred tax assets arising in respect of tax losses for the tax consolidated group. The tax consolidated groups have also entered into a tax funding agreement with their members whereby each company in the group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidated group.

Each tax consolidated group also has a tax sharing agreement in place to limit the liability of subsidiaries in the tax consolidated group arising under the joint and several liability requirements of the tax consolidation system in the event of default by the parent entity to meet its payment obligations.

(m) Payables on broking, reinsurance and underwriting agency operations

These amounts represent insurance premium payable to the insurance companies for broking, reinsurance and underwriting agency operations on invoiced amounts to customers and liabilities for goods and services provided to the consolidated entity prior to the end of the financial period and which are unpaid. The amounts are unsecured and are usually paid within 30 to 90 days of recognition.

(n) Provisions

Provisions are recognised when the consolidated entity has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 1: Statement of Significant Accounting Policies (continued)

(o) Employee benefits

(i) Short-term employee benefit obligations

Liabilities arising in respect of wages and salaries, annual leave and any other employee benefits (other than termination benefits) expected to be settled wholly before twelve months after the end of the annual reporting period are measured at the (undiscounted) amounts based on remuneration rates which are expected to be paid when the liability is settled. The expected cost of short-term employee benefits in the form of compensated absences such as annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables in the Consolidated Statement of Financial Position.

(ii) Other Long-term employee benefit obligation

The provision for employee benefits in respect of long service leave and annual leave which, are not expected to be settled within twelve months of the reporting date, are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee turnover, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that have maturity dates that approximate the terms of the obligations. Any remeasurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the change occurs.

Employee benefit obligations are presented as current liabilities in the Consolidated Statement of Financial Position if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

(iii) Retirement benefit obligations

Defined contribution superannuation plan

The consolidated entity makes contributions to defined contribution to the employee's defined contribution superannuation plans of choice in respect of employee services rendered during the year. These superannuation contributions are recognised as an expense in the same period when the employee services are received. The consolidated entity's obligation with respect to employee's defined contributions entitlements is limited to its obligation for any unpaid superannuation guarantee contributions at the end of the reporting period. All obligations for unpaid superannuation guarantee contributions are measured at the (undiscounted) amounts expected to be paid when the obligation is settled and are presented as current liabilities in the Consolidated Statement of Financial Position.

(iv) Share-based payments

The consolidated entity operates share-based payment employee share and option schemes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is measured at the market bid price at grant date. In respect of share-based payments that are dependent on the satisfaction of performance conditions, the number of shares and options expected to vest is reviewed and adjusted at each reporting date. The amount recognised for services received as consideration for these equity instruments granted is adjusted to reflect the best estimate of the number of equity instruments that eventually vest.

(v) Bonus plan

The consolidated entity recognises a provision when a bonus is payable in accordance with the employee's contract of employment, and the amount can be reliably measured.

(vi) Termination benefits

Termination benefits are payable when employment of an employee or group of employees is terminated before the normal retirement date, or when the entity provides termination benefits as a result of an offer made and accepted in order to encourage voluntary redundancy.

The consolidated entity recognises a provision for termination benefits when the entity can no longer withdraw the offer of those benefits, or if earlier, when the termination benefits are included in a formal restructuring plan that has been announced to those affected by it.

(p) Borrowing costs

Borrowing costs can include interest expense calculated using the effective interest method, finance charges in respect of finance leases, and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs are expensed as incurred.

(q) Financial instruments

Classification

The consolidated entity classifies its financial instruments in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Non-derivative financial instruments

Non-derivative financial instruments consist of investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Non-derivative financial instruments are initially recognised at fair value, plus directly attributable transaction costs (if any), except for instruments recorded at fair value through profit or loss. After initial recognition, non-derivative financial instruments are measured as described below.

Financial assets at fair value through profit or loss

Investments in listed securities are carried at fair value through profit or loss. They are measured at their fair value at each reporting date and any increment or decrement in fair value from the prior period is recognised in the profit or loss of the current period. Fair values of listed investments are based on closing bid prices at the reporting date.

Non-listed investments for which the fair value cannot be reliably measured, are carried at cost and tested for impairment.

Loans and receivables

Loans and receivables are measured at fair value at inception and subsequently at amortised cost using the effective interest rate method.

Financial liabilities

Financial liabilities include trade payables, other creditors, loans from third parties and loans or other amounts due to director-related entities.

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Financial liabilities are classified as current liabilities unless the consolidated entity has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Impairment of financial assets

Financial assets are tested for impairment at each financial year end to establish whether there is any objective evidence for impairment.

For loans and receivables or held-to-maturity investments carried at amortised cost, impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The amount of the loss reduces the carrying amount of the asset and is recognised in profit or loss. The impairment loss is reversed through profit or loss if the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the impairment was recognised.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 1: Statement of Significant Accounting Policies (continued)

(r) Investments in associates

An associate is an entity over which the consolidated entity is able to exercise 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 of those policies.

The consolidated entity's interests in associates are brought to account using the equity method after initially being recognised at cost. Under the equity method, the profits and losses of the associate are recognised in consolidated entity's profit or loss and the consolidated entity's share of the associate's other comprehensive income items are recognised in the consolidated entity's other comprehensive income. Details relating to associates are set out in Note 12.

Unrealised gains and losses on transactions between the consolidated entity and an associate are eliminated to the extent of the consolidated entity's share in an associate.

(s) Interests in joint ventures

Joint venture entities

The consolidated entity's interest in joint venture entities are brought to account using the equity method after initially being recognised at cost. Under the equity method, the profits or losses of the joint venture entity is recognised in profit or loss and the share of other comprehensive income items is recognised in other comprehensive income. Details relating to the joint venture entity are set out in Note 12.

(t) Foreign currency translations and balances

Functional and presentation currency

The financial statements of each entity within the consolidated entity are measured using the currency of the primary economic environment in which that entity operates (the functional currency). The consolidated financial statements are presented in Australian dollars which is the consolidated entity's functional and presentation currency.

Transactions and Balances

Transactions in foreign currencies of entities within the consolidated entity are translated into functional currency at the rate of exchange ruling at the date of the transaction.

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year.

All resulting exchange differences arising on settlement or re-statement are recognised as revenues and expenses for the financial year.

Foreign subsidiaries

Subsidiaries that have a functional currency different from the presentation currency of the consolidated entity are translated as follows:

- a) Assets and liabilities are translated at the closing rate on reporting date.
- b) Items of revenue and expense translated at average rate.
- c) All resulting exchange differences are recognised in other comprehensive income.

(u) Segment reporting***Determination and presentation of operating segments***

The consolidated entity determines and presents operating segments based on information that is internally provided to the consolidated entity's Chief Financial decision maker.

An operating segment is a component of the consolidated entity that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the consolidated entity's components. All operating segment results are regularly reviewed by the consolidated entity's Chief Financial Officer to make decisions about resources to be allocated to the segment and to assess its performance. Refer to note 33 for details on how management determine the operating segments.

Segment results that are reported to the consolidated entity's Chief Financial decision maker include items directly attributable to a segment, as well as these that can be allocated on a reasonable basis.

(v) Goods and services tax (GST)

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

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

(w) Comparatives

Where necessary, comparative information has been reclassified and repositioned for consistency with current year disclosures.

(x) Rounding of amounts

The parent entity and the consolidated entity have applied the relief available under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and accordingly, the amounts in the consolidated financial statements and in the directors' report have been rounded to the nearest thousand dollars, or in certain cases, to the nearest dollar (where indicated).

(y) Accounting standards issued but not yet effective at 30 June 2018

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the consolidated entity. The consolidated entity has decided not to early adopt any of these new and amended pronouncements. The consolidated entity's assessment of the new and amended pronouncements that are relevant to the consolidated entity but applicable in future reporting periods is set out below.

AASB 9: Financial Instruments (December 2014), AASB 2014-7: Amendments to Australian Accounting Standards arising from AASB 9 (December 2014), AASB 2014-8: Amendments to Australian Accounting Standards arising from AASB 9 (December 2014) – Application of AASB 9 (December 2009) and AASB 9 (December 2010) (applicable for annual reporting periods commencing on or after 1 January 2018).

Summary

These Standards will replace AASB 139: Financial Instruments: Recognition and Measurement. The key changes that may affect the consolidated entity on initial application of AASB 9 and associated amending Standards include:

- simplifying the general classifications of financial assets into those carried at amortised cost and those carried at fair value
- permitting entities to irrevocably elect on initial recognition to present gains and losses on an equity instrument that is not held for trading in other comprehensive income (OCI);
- simplifying the requirements for embedded derivatives, including removing the requirements to separate and fair value embedded derivatives for financial assets carried at amortised cost;

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 1: Statement of Significant Accounting Policies (continued)

(y) Accounting standards issued but not yet effective at 30 June 2018 (continued)

- requiring an entity that chooses to measure a financial liability at fair value to present the portion of the change in its fair value due to changes in the entity's own credit risk in OCI, except when it would create an 'accounting mismatch';
- introducing a new model for hedge accounting that permits greater flexibility in the ability to hedge risk, particularly with respect to non-financial items; and
- requiring impairment of financial assets carried at amortised cost to be based on an expected loss approach.

Impact of financial report

Although the assessment is still being undertaken, the consolidated entity does not expect material changes arising from this new standard.

AASB 15: Revenue from Contracts with Customers,

AASB 2014-5: Amendments to Australian Accounting Standards arising from AASB 15, AASB 2015-8: Amendments to Australian Accounting Standards – Effective Date of AASB 15 and

AASB 2016-3: Amendments to Australian Accounting Standards – Clarifications to AASB 15 (applicable for annual reporting periods commencing on or after 1 January 2018).

Summary

AASB 15 will provide (except in relation to some specific exceptions, such as lease contracts and insurance contracts) a single source of accounting requirements for all contracts with customers, thereby replacing all current accounting pronouncements on revenue.

These Standards provide a revised principle for recognising and measuring revenue. Under AASB 15, revenue is recognised in a manner that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the provider of the goods or services expects to be entitled. To give effect to this principle, AASB 15 requires the adoption of the following 5-step model:

- identify the contract(s) with a customer;
- identify the performance obligations under the contract(s);
- determine the transaction price;
- allocate the transaction price to the performance obligations under the contract(s); and
- recognise revenue when (or as) the entity satisfies the performance obligations.

AASB 15 also provides additional guidance to assist entities in applying the revised principle to licences of intellectual property, warranties, rights of return, principal/agent considerations and options for additional goods and services.

AASB 15 : First effective operating year, 30 June 2019. First comparative year, 30 June 2019.

Impact of financial report

The Directors have completed a preliminary review of the contracts with insurers and customers and identified that claims handling services are more likely than not to be effected by this standard. The consolidated entity provides after sales claims services. Whereas not explicit in the terms of trade, the customary business practise implies performance obligation to fulfil these services. As such a portion of insurance broking revenue shall be deemed prepaid revenue in respect of future claims servicing obligations.

PSC Insurance Group Limited intends to adopt paragraph C3(b) on transition, which does not require comparative information to be restated.

Under this transition approach, the cumulative effect of initially applying this new standard is recognised as an adjustment to opening retained earnings of the first annual reporting report, i.e. opening period of financial year ending 30 June 2019.

The consolidated entity shall apply a group wide methodology to determine best estimate of the transaction price of provision of claims services. The methodology shall be incorporated on a cost-plus basis. ie. Claims cost, plus recuperation of directly related costs. The consolidated entity has assessed that the direct cost that can most reliably be obtained, is through assessment of wages and salaries of staff engaged for a portion of their time handling claims. Assessment is underway to ascertain the most reliable apportionment basis for percentage of time spent handling claims. In line with C3(b) the first entry made shall be to the opening retained earnings in financial year 30 June 2019, as a debit to retained earnings, with a credit to claims revenue in advance.

The consolidated entity shall make more detailed assessments over the coming 6 months, and explored further in the first half year reporting period of financial year 2019.

AASB 16: Leases (applicable for annual reporting periods commencing on or after 1 January 2019).

Summary

AASB 16 will replace AASB 117: Leases and introduces a single lessee accounting model that will require a lessee to recognise right-of-use assets and lease liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Right-of-use assets are initially measured at their cost and lease liabilities are initially measured on a present value basis. Subsequent to initial recognition:

- right-of-use assets are accounted for on a similar basis to non-financial assets, whereby the right-of-use asset is accounted for in accordance with a cost model unless the underlying asset is accounted for on a revaluation basis, in which case if the underlying asset is:
- investment property, the lessee applies the fair value model in AASB 140: Investment Property to the right-of-use asset; or
- property, plant or equipment, the lessee can elect to apply the revaluation model in AASB 116: Property, Plant and Equipment to all of the right-of-use assets that relate to that class of property, plant and equipment; and
- lease liabilities are accounted for on a similar basis as other financial liabilities, whereby interest expense is recognised in respect of the liability and the carrying amount of the liability is reduced to reflect lease payments made.

AASB 16 substantially carries forward the lessor accounting requirements in AASB 117. Accordingly, under AASB 16 a lessor would continue to classify its leases as operating leases or finance leases subject to whether the lease transfers to the lessee substantially all of the risks and rewards incidental to ownership of the underlying asset, and would account for each type of lease in a manner consistent with the current approach under AASB 117.

AASB 16 : First effective operating year, 30 June 2020. First comparative year, 30 June 2019.

Impact on financial report

The Directors have made a preliminary assessment of the new leases standard, and find that the consolidated entity's operating leases will be impacted. Although the directors anticipate that the adoption of AASB 16 may have an impact on the consolidated entity's accounting for its operating leases, it is impracticable at this stage to provide a reasonable estimate of such impact. The standard shall be adopted in financial year ended 30 June 2020. It is not possible to reliably foresee the new leases into which the consolidated entity shall have entered in Financial year 2020.

Having reviewed the available methodologies, the consolidated entity finds it most appropriate to adopt paragraph C8(b)(i) modified retrospective approach on transition. This approach does not require comparative financial information to be restated.

The consolidated entity does not intend to adopt the standard before its effective date of 1 January 2019, and shall make more detailed assessments over the coming 12 months.

AASB 2014-10: Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture and AASB 2015-10: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 (applicable for annual reporting periods commencing on or after 1 January 2018).

AASB 2014-10 amends AASB 10: Consolidated Financial Statements and AASB 128: Investments in Associates and Joint Ventures to clarify the accounting for the sale or contribution of assets between an investor and its associate or joint venture by requiring:

- a full gain or loss to be recognised when a transaction involves a business, whether it is housed in a subsidiary or not; and
- a partial gain or loss to be recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

These Standards are not expected to significantly impact the consolidated entity's financial statements.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 1: Statement of Significant Accounting Policies (continued)

(y) Accounting standards issued but not yet effective at 30 June 2018 (continued)

AASB 2016-5: Amendments to Australian Accounting Standards – Classification and Measurement of Share-based Payment Transactions (applicable for annual reporting periods commencing on or after 1 January 2018).

This Amending Standard amends AASB 2: Share-based Payment to address:

- the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments;
- the classification of share-based payment transactions with a net settlement feature for withholding tax obligations; and
- the accounting for a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

This Standard is not expected to significantly impact the consolidated entity's financial statements.

AASB Interpretation 22: Foreign Currency Transactions and Advance Consideration (applicable for annual reporting periods commencing on or after 1 January 2018).

Interpretation 22 clarifies that, in applying AASB 121: The Effects of Changes in Foreign Exchange Rates, the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. Accordingly, if there are multiple payments or receipts in advance, the entity is required to determine a date of the transaction for each payment or receipt of advance consideration.

This Interpretation is not expected to significantly impact the consolidated entity's financial statements.

Note 2: Critical Accounting Estimates and Judgements

Certain accounting estimates include assumptions concerning the future, which, by definition, will seldom represent actual results. Estimates and assumptions based on future events have a significant inherent risk, and where future events are not as anticipated there could be a material impact on the carrying amounts of the assets and liabilities discussed below:

(a) Business combinations and goodwill

When a business combination occurs, the fair values of the identifiable assets and liabilities assumed, including intangible assets, are recognised. The determination of the fair values of acquired assets and liabilities is based, to a considerable extent, on management's judgement. If the purchase consideration exceeds the fair value of the net assets acquired then the difference is recognised as goodwill. If the purchase price consideration is lower than the fair value of the assets acquired then a gain is recognised in the income statement.

Allocation of the purchase price between finite life assets and indefinite life assets such as goodwill affects the results of the consolidated entity as finite lived intangible assets are amortised, whereas indefinite life intangible assets, including goodwill, are not amortised.

(b) Impairment of goodwill

Goodwill is allocated to cash generating units (CGU's) according to applicable business operations. The recoverable amount of a CGU is based on value in use calculations. These calculations are based on projected cash flows approved by management covering a period of 5 years. Management's determination of cash flow projections and gross margins are based on past performance and its expectation for the future. The present value of future cash flows has been calculated using an average growth rate of 5% (2017: 5%) for cash flows in year two to five and which is based on the historical average and a terminal value growth rate of 2% (2017: 2%) a pre-tax discount rate of 16.67% (2017: 16.67%) to determine value-in-use.

(c) Income Tax

Deferred tax assets and liabilities are based on the assumption that no adverse change will occur in the income tax legislation and the anticipation that the consolidated entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences.

(d) Deferred consideration

The consolidated entity has made a best estimate of consideration payable for the acquisitions where there is a variable purchase price (generally a multiple of revenue). Should the final revenue vary from estimates, the consolidated entity will be required to vary the consideration payable and recognise the difference as an expense or income.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 2: Critical Accounting Estimates and Judgements (continued)

(e) Intangible assets

The carrying value of intangible assets with finite lives are assessed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated on the same basis as goodwill above. An impairment loss is recognised if the carrying value of the intangible assets exceed their recoverable amount.

(f) Employee benefits

The determination of employee benefit provisions required is dependent on a number of forward estimate assumptions including expected wage increases, length of employee service and bond rates.

Note 3: Revenue and Other Income

	2018 \$'000	2017 \$'000
Fee and commission income		
Commission income	61,509	47,422
Fees income	26,969	23,473
Other fees	6,680	6,659
	95,158	77,554
Other revenue		
Dividend income and trust distributions	2,134	1,517
Interest income	1,678	1,110
Other revenue	1,234	1,047
	5,046	3,674
Other Income		
Share of equity accounted results	285	37
Gain on fair value adjustments	17,311	-
Gain on deferred consideration	-	3,210
Profit on sale of subsidiary	886	-
	18,482	3,247
	118,686	84,475

Note 4: Operating Profit

	2018 \$'000	2017 \$'000
Profit before income tax has been determined after:		
Finance costs	2,789	1,761
Depreciation:		
- Leasehold Improvements	138	94
- Investment Property	253	136
- Motor Vehicles	10	3
- Office Equipment	248	194
- Computer Equipment	626	362
	1,275	789
Amortisation of non-current assets		
- Identifiable intangibles	1,032	726
Bad and doubtful debts	3,908	314
Rental expense on operating leases	2,537	2,317
Foreign currency translation losses	261	88
Employee benefits		
- Share-based payments	-	168
- Superannuation	2,943	2,430
- Other Employee benefits	40,173	34,119
	43,116	36,717
Administration and other expenses includes:		
IPO costs	-	200
Bank Refinance Costs	125	120
Acquisition Legal and professional fees	380	106
Acquisition Restructure Costs	11	261
Non recurring Professional Fees - Non Acquisition	218	118
Loss on foreign exchange	2,720	88
Bad and doubtful debts	3,908	314
Deferred consideration loss relating to business combinations	1,406	-
Other	127	8
Other income includes		
Deferred consideration gains relating to business combinations	-	3,210
Fair value revaluation of assets	17,311	-

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 5: Income Tax

(a) Components of tax expense

	2018 \$'000	2017 \$'000
Current tax	6,727	6,398
Deferred tax	6,188	723
Adjustment to tax expense on recognition of prior year losses	(505)	-
Under/(over) provision in prior years	95	23
	12,505	7,144

(b) Prima facie tax payable

	2018 \$'000	2017 \$'000
The prima facie tax payable on profit before income tax is reconciled to the income tax expense as follows:		
Prima facie income tax payable on profit before income tax at 30.0% (2017: 30.0%)	12,098	8,135
Add tax effect of:		
- Overseas tax rate differential	67	(512)
- Non allowable adjustments on formation of tax consolidated group	140	120
- Under provision for income tax in prior years	95	23
- Other non-allowable items	270	281
- Gross up of franking credits	9	-
- Non assessable gain/non deductible loss on business acquisition rise and fall	325	-
- Amortisation	324	215
	1,230	127
Less tax effect of:		
- Non assessable gain/non-deductible loss on business acquisition rise and fall	-	984
- Income tax losses not recognised	-	30
- Franking credit offset	29	-
- Transfer to deferred tax	505	-
- Other non-assessable items	289	104
	823	1,118
Income tax expense attributable to profit	12,505	7,144

(c) Current tax

	2018 \$'000	2017 \$'000
Current tax relates to the following:		
Opening balance	3,239	551
Income tax	6,727	6,398
Tax payments	(6,608)	(3,676)
Utilisation of losses against current period liability	-	(171)
Under provisions	95	23
Exchange translation difference	150	114
Transfer to/(from) deferred tax	(324)	-
Current tax liabilities	3,279	3,239

(d) Deferred tax

	2018 \$'000	2017 \$'000
Deferred tax relates to the following:		
Deferred tax assets		
The balance comprises:		
Tax losses carried forward	1,620	492
Employee benefits	922	686
Provision for doubtful debts	92	-
Accrued expenses	170	254
Listing costs deductible over time	739	461
	3,543	1,893
Deferred tax liabilities		
The balance comprises:		
Customer Lists	2,220	735
Accrued income	5,909	3,979
Deferred expense	68	97
Financial Assets at fair value through profit and loss	5,193	-
Capital allowances	92	-
Utilisation of tax losses	-	24
	13,482	4,835
Net deferred tax assets/(liabilities)	(9,939)	(2,942)

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 5: Income Tax (continued)

(e) Consolidated Statement of Financial Position

	2018 \$'000	2017 \$'000
Deferred tax asset	3,543	1,893
Deferred tax liability	(13,482)	(4,835)
	(9,939)	(2,942)

(f) Deferred income tax (revenue)/expense included in income tax expense comprises

	2018 \$'000	2017 \$'000
Decrease/(increase) in deferred tax assets	(1,650)	321
(Decrease)/increase in deferred tax liabilities	7,838	402
	6,188	723

Note 6: Dividends

(a) Dividends paid or declared

	2018 \$'000	2017 \$'000
Dividends paid at 6.5 cents per share by PSC Insurance Group fully franked	15,640	10,148
Dividends paid to non-controlling interests	300	-
	15,940	10,148

(b) Dividends declared after the reporting period and not recognised

	2018 \$'000	2017 \$'000
Since the end of the reporting period the directors have recommended/declared dividends of 4.5 cents per share (2017: 4.0 cents per share) fully franked	11,000	9,040
	11,000	9,040

(c) Franking account

	2018 \$'000	2017 \$'000
Balance of franking account on a tax paid basis at financial year-end adjusted for franking credits arising from payment of provision for income tax and dividends recognised as receivables, franking debits arising from payment of proposed dividends and any credits that may be prevented from distribution in subsequent years	342	3,738

Note 7: Cash and Cash Equivalents

	2018 \$'000	2017 \$'000
Cash on hand	2	1
Cash at bank	8,043	4,907
Cash on deposit	43,124	3,902
Cash held on trust	109,803	71,314
	160,972	80,124

Note 8: Receivables

	2018 \$'000	2017 \$'000
Current		
Receivables from broking, reinsurance and underwriting agency operations	360,963	326,352
Provision for doubtful receivables	(4,071)	(286)
	356,892	326,066
Other receivables	2,953	2,967
Provision for other receivables	(228)	(228)
Loans to related parties	321	-
	359,938	328,805
Non-Current		
Loans to related parties	3,189	3,747

(a) Provision for impairment**(i) Receivables from broking and underwriting agency operations**

Trade receivables are non-interest bearing with 14-60 day terms. An impairment loss is recognised when there is objective evidence that an amount being carried as receivable is impaired. The impairment losses have been included within administration and other expenses in the consolidated Statement of Profit or Loss and other Comprehensive Income. All trade receivables that are not impaired are expected to be received within trading terms.

(ii) Receivables from reinsurance operations

Trade receivables are non-interest bearing with 30-60 day terms. An impairment loss is recognised when the actual profit is quantifiable or when there is objective evidence that an amount being carried as receivable is impaired.

(iii) Other receivables and loans receivables

An impairment loss is recognised when there is objective evidence that an individual receivable is impaired. The impairment losses have been included within administration and other expenses in the consolidated Statement of Profit or Loss and other Comprehensive Income. All advances and loan receivables that are not impaired are expected to be received within payment terms.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 8: Receivables (continued)

(a) Provision for impairment (continued)

	2018 \$'000	2017 \$'000
Movements in the provision for impairment were:		
Opening balance 1 July	514	381
Charge for the year	3,908	314
Amounts written off	(123)	(181)
Closing balance at 30 June	4,299	514

(b) Ageing of Receivables

	2018 \$'000	2017 \$'000
- 0-30 Days	120,174	108,651
- 30-60 Days	19,921	18,011
- 60-90 Days	32,061	28,987
- Over 90 Days	188,807	170,703
	360,963	326,352

Note 9: Other Current Assets

	2018 \$'000	2017 \$'000
Current		
Prepayments	1,582	1,561
Bonds and deposits	29	41
Accrued income	1,487	565
	3,098	2,167

Note 10: Other Financial Assets

	2018 \$'000	2017 \$'000
Non Current		
Financial assets		
Other shares and Units held – at cost	3,474	5,613
Shares in listed corporations – at fair value	20,562	250
Total financial assets held at cost and fair value	24,036	5,863

Note 11: Equity Accounted Investments

	2018 \$'000	2017 \$'000
Non-Current		
Equity accounted associates	8,151	8,123

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 12: Interests in Associates and Joint Ventures

(a) Associates and joint ventures

Investments in associates and joint ventures are accounted for using the equity method in the consolidated entity and carried at cost in the parent entity.

Interests are held in the following associated companies:

Associated Companies			Ownership Interest	
Associates	Nature of Relationship	Principal place of business	2018	2017
BCS Broking Pty Ltd	(ii)	Australia	25.00%	25.00%
RP-Baulkham Hills	(ii)	Australia	50.00%	50.00%
RP-Caboolture	(ii)	Australia	50.00%	50.00%
RP-Canning Vale	(ii)	Australia	50.00%	50.00%
RP-Cannington	(ii)	Australia	50.00%	50.00%
RP-Carlton	(ii)	Australia	50.00%	50.00%
RP-Construction Risk	(ii)	Australia	0.00%	50.00%
RP-CPRS	(ii)	Australia	0.00%	50.00%
RP-Edwardstown	(ii)	Australia	50.00%	50.00%
RP-Fremantle	(ii)	Australia	50.00%	50.00%
RP-Hoppers Crossing Pty Ltd	(ii)	Australia	50.00%	0.00%
RP-Horsham	(ii)	Australia	50.00%	50.00%
RP-Joondalup	(ii)	Australia	0.00%	50.00%
RP-Malaga	(ii)	Australia	50.00%	50.00%
RP-Mona Vale	(ii)	Australia	50.00%	50.00%
RP-Morayfield	(ii)	Australia	50.00%	50.00%
RP-Nerang	(ii)	Australia	50.00%	50.00%
RP-Newcastle	(ii)	Australia	50.00%	100.00%
RP-North Perth	(ii)	Australia	50.00%	50.00%
PSC Property Lync Insurance Brokers Pty Ltd (previously RP-Oakleigh Pty Ltd)	(iii)	Australia	50.00%	50.00%
RP-Rockingham Pty Ltd	(ii)	Australia	50.00%	50.00%
RP-South Perth	(ii)	Australia	50.00%	50.00%
RP-Success	(ii)	Australia	50.00%	50.00%
RP-Tullamarine	(ii)	Australia	50.00%	50.00%
RP-Wanneroo	(ii)	Australia	50.00%	50.00%
RP-Warragul	(ii)	Australia	50.00%	50.00%
RP-Windsor	(ii)	Australia	50.00%	100.00%
RP-Yanchep	(ii)	Australia	0.00%	50.00%
RP-Yarrawonga	(ii)	Australia	50.00%	50.00%
RP-Penrith	(ii)	Australia	50.00%	50.00%
RP-Parramatta	(ii)	Australia	50.00%	50.00%
PSC Insurennet JV Pty Ltd	(iii)	Australia	50.00%	50.00%

Associated Companies		
Nature of relationship	2018 \$'000	2017 \$'000
(i) Non-controlling interests in UK broking businesses	-	27
(ii) Investments in entities holding client lists	8,151	8,096
	8,151	8,123

Note 13: Property, Plant and Equipment

	2018 \$'000	2017 \$'000
Leasehold improvements		
Leasehold improvements at cost	1,327	1,315
Accumulated depreciation	(989)	(946)
	338	369
Land and Buildings cost		
Land and buildings at cost	10,107	10,107
Accumulated depreciation	(389)	(136)
	9,718	9,971
Plant and equipment		
Motor vehicles at cost	79	22
Accumulated depreciation	(24)	(14)
	55	8
Office equipment at cost	2,869	2,290
Accumulated depreciation	(1,580)	(1,528)
	1,289	762
Computer equipment at cost	3,727	2,397
Accumulated depreciation	(2,160)	(1,544)
	1,567	853
Total plant and equipment	2,911	1,623
Total property, plant and equipment	12,967	11,963

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 13: Property, Plant and Equipment (continued)

(b) Reconciliations

	2018 \$'000	2017 \$'000
<i>Leasehold improvements</i>		
Carrying amount at beginning of year	369	425
Additions	122	24
Additions through acquisition of entities/operations	-	14
Disposals	(15)	-
Depreciation expense	(138)	(94)
Net foreign currency movements arising from foreign operation	-	-
Carrying amount end of year	338	369
<i>Investment Property at Cost</i>		
Carrying amount at beginning of year	9,971	-
Additions	-	10,107
Depreciation expense	(253)	(136)
Carrying amount end of year	9,718	9,971
<i>Plant and equipment</i>		
Motor vehicles		
Carrying amount at beginning of year	8	11
Additions	-	-
Additions through acquisition of entities/operations	57	-
Depreciation expense	(10)	(3)
Carrying amount end of year	55	8
Office equipment		
Carrying amount at beginning of year	762	698
Additions	659	232
Additions through acquisition of entities/operations	141	5
Disposals	(30)	-
Depreciation expense	(248)	(194)
Net foreign currency movements arising from foreign operation	5	21
Carrying amount end of year	1,289	762

	2018 \$'000	2017 \$'000
Computer equipment		
Carrying amount at beginning of year	853	616
Additions	1,324	578
Additions through acquisition of entities/operations	20	-
Disposals	-	-
Depreciation expense	(626)	(362)
Net foreign currency movements arising from foreign operation	(4)	21
Carrying amount end of year	1,567	853
Total plant and equipment	2,911	1,623
Total property, plant and equipment	12,967	11,963

Additions through acquisitions represent assets acquired through acquisitions per Note 23.

Note 14: Intangible Assets

	2018 \$'000	2017 \$'000
Goodwill at cost	59,955	53,306
Goodwill on consolidation at cost	24,675	13,206
Identifiable intangible assets at cost	14,237	8,729
Accumulated amortisation and impairment	(3,195)	(2,163)
	11,042	6,566
Total intangible assets	95,672	73,078

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 14: Intangible Assets (continued)

(a) Reconciliations

Reconciliation of the carrying amounts of intangible assets at the beginning and end of the current financial year

	2018 \$'000	2017 \$'000
<i>Goodwill at cost</i>		
Opening balance	53,306	52,770
Additions (a)	5,429	966
Net foreign currency movement arising from foreign operations	1,220	(430)
Closing balance	59,955	53,306
<i>Goodwill on consolidation at cost</i>		
Opening balance	13,206	8,955
Additions (b)	12,426	4,251
Net foreign currency movements arising from foreign operations' amount	(957)	-
Closing balance	24,675	13,206
<i>Identifiable Intangible assets at cost</i>		
Opening balance	6,566	5,652
Additions (c)	2,800	1,640
Additions through acquisition of entities/operations	2,704	-
Net foreign currency movement arising from foreign operations	4	-
Amortisation expense	(1,032)	(726)
Closing balance	11,042	6,566
Total intangible assets	95,672	73,078

(a) Additional goodwill recognised for the acquisitions over the year, includes business purchases of Riley & Associates, National Franchise Insurance Brokers and Insurance Solutions.

(b) Additional goodwill on consolidation recognised on the acquisition of Insurance Marketing Group of Australia Pty Ltd, Medisure Indemnity Australia Pty Ltd, Capital Insurance Brokers Pty Ltd and Easy Broking Online Ltd.

(c) Additional identifiable intangible assets represent the acquisition of Riley & Associates, National Franchise Insurance Brokers, PSC NFIB Markets Pty Ltd, Insurance Marketing Group of Australia Pty Ltd, Medisure Indemnity Australia Pty Ltd, Capital Insurance Brokers Pty Ltd, Insurance Solutions Corporation, Martin Hayward portfolio, Skyline Underwriting and Gow Gates Portfolio.

The consolidated entity performs, on an annual basis, impairment testing for goodwill and any identifiable intangible assets (customer relationships) which have impairment indicators. There was no impairment for the year ended 30 June 2018 (2017: no impairment provision).

In performing impairment testing, each subsidiary acquired or portfolio of businesses acquired is considered a separate cash generating unit (CGU) or grouped into one CGU where operations are linked.

The methodologies used in the impairment testing are:

- Value in use – a discounted cash flow model, based on a five year projection commencing with the year one approved budget of the tested CGUs plus a terminal value: and
- Fair value – based on the consolidated entity’s estimates of sustainable earnings before interest expense, tax and amortisation (EBITA) for each CGU multiplied by an earnings multiple appropriate for similar businesses less costs to sell.

The following table sets out the key assumptions for the value use model:

	2018 %	2017 %
Revenue Growth	5% pa for first 5 years	5% pa for first 5 years
Cost Growth	3% pa for first 5 years	3% pa for first 5 years
Terminal growth rate (EBITDA)	2.00%	2.00%
Discount rate (pre tax)	16.67%	16.67%

Sensitivity analysis has been conducted and no reasonable change in the key assumptions of the value in use calculations would result in impairment.

Note 15: Payables

	2018 \$'000	2017 \$'000
Current		
<i>Unsecured liabilities</i>		
Trade creditors	1,888	1,203
Payables from broking, reinsurance and underwriting agency operations	437,548	370,818
Sundry creditors and accruals	3,984	3,416
	443,420	375,437

Note 16: Borrowings

	2018 \$'000	2017 \$'000
Current		
<i>Secured liabilities</i>		
Bank loans	935	635
Non Current		
<i>Secured liabilities</i>		
Bank loans	53,410	43,748

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 16: Borrowings (continued)

(a) Terms and conditions and assets pledging as security relating to the above financial instruments

The consolidated entity has two primary funding facilities:

- PSC Insurance Group Limited – Syndicated Facility Agreement – Limit \$83,000,000
- Insurance Holdings Ltd – Loan Facility (Clydesdale Bank) – Limit \$4,884,428 (£2,885,720)

There is a funding facility to PSC Property Holdings Pty Ltd, totalling \$7,624,000.

The key terms and conditions are as follows:

Syndicated Facility Agreement (SFA)

The syndication is led by Commonwealth Bank of Australia, and Macquarie Bank is a participant in the syndicate.

Security was granted in favour of a security trustee, including a registered first ranking security over all assets and undertakings of the parent entity and certain subsidiaries of the parent entity.

The SFA contains a number of representations, warranties and undertakings (including financial covenants and reporting obligations) from the parent entity and each guarantor that are customary for a facility of this nature, including covenants ensuring the parent entity maintains a debt to EBITDA ratio below agreed levels and a debt service cover ratio above agreed levels. These covenants have been met during the year.

The SFA is interest only with a 5 year term, current maturity date is March 2022.

The interest rate is a variable interest rate based on BBSY plus a margin.

Clydesdale Bank Facility

The agreement provides for a Cross Guarantee and Mortgage Debenture over the assets of IHL, and all related trading subsidiaries as security.

The Clydesdale Facility contains a number of representations, warranties and undertakings, including financial covenants and reporting obligations. The financial covenants cover IHL's rolling EBITDA to loan value ratio, its interest ratio and cashflow cover. These covenants have to be met quarterly and have been met during the Facility term to date.

At balance date, the Clydesdale Facility has a remaining 4 year term, maturing July 2022, repayment terms of the Clydesdale Facility are £412,240 per annum.

The interest rate is a variable interest rate based on LIBOR plus a margin.

Commonwealth Bank of Australia (Property Loan)

The facility provided to fund the property at 96 Wellington Parade, East Melbourne, which the parent entity and its subsidiaries occupy. The facility is secured by a first registered mortgage over the property and supporting guarantees from the parent entity and various subsidiaries.

The loan is interest only with a 5 year term, current maturity date is March 2022.

The interest rate is a variable interest rate based BBSY plus a margin.

Note 17: Provisions

	2018 \$'000	2017 \$'000
Current		
Employee benefits provision	2,930	2,031
Non Current		
Employee benefits	398	337
Total employee benefits liability	3,328	2,368

Note 18: Other Liabilities

	2018 \$'000	2017 \$'000
Current		
Deferred income	232	320
Amounts payable to vendors (a)	6,713	6,435
	6,945	6,755
Non Current		
Amounts payable to vendors (a)	1,347	774

(a) Amounts payable to vendors represents deferred consideration expected to be made to vendors for acquisitions. The consideration payable is calculated based on a multiple of revenue as defined in the various sale and purchase agreements.

Note 19: Share Capital**(a) Issued and paid-up capital**

	2018 \$'000	2017 \$'000
244,453,508 Ordinary shares fully paid (2017: 225,912,026)	140,395	85,994

Fully paid ordinary shares carry one vote per share and have the right to dividends.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 19: Share Capital (continued)

(b) Movements in shares on issue

	Parent Entity	
	No of shares	\$'000
2018		
Beginning of financial year	225,912,026	85,994
Capital Raising issue	18,334,000	55,002
Capital Raising issue costs	-	(1,155)
Shares in lieu of cash for acquisition of subsidiary undertaking	207,482	554
End of financial year	244,453,508	140,395
2017		
Beginning of financial year	225,378,110	85,194
Shares in lieu of cash for acquisition of subsidiary undertaking	233,916	500
Option holders conversion	300,000	300
End of financial year	225,912,026	85,994

(c) Rights of each type of share

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At shareholders meetings each ordinary share gives entitlement to one vote when a poll is called.

(d) Capital Management

When managing capital, management's objective is to ensure the consolidated entity continues to maintain optimal returns to shareholders. This is achieved through the monitoring of historical and forecast performance and cashflows.

During 2018, management paid dividends of:

- Dividends paid by PSC Insurance Group Limited \$15,639,646 (2017: \$10,148,015)
- Dividends paid to non-controlling interests \$300,000 (2017: \$nil)

Management manages capital by proactively assessing future funding needs and determining the best funding measures, principally through retained earnings and debt facilities. When considering prudent gearing levels, the consolidated entity considers its gross debt levels against the forecast levels of EBITDA and free cash flow. The consolidated entity also considers the gearing ratio being net debt/total capital. Net debt is calculated as total borrowings as shown in the balance sheet less cash and cash equivalents (excluding cash held in trust) and total capital includes net debt and book equity.

Note 20: Reserves and Retained Earnings

	2018 \$'000	2017 \$'000
Share-based payment reserve	323	323
Foreign currency translation reserve	(340)	(1,166)
Non-controlling interest reserve	(37,351)	(37,351)
	(37,368)	(38,194)
Retained Earnings	40,429	28,496

(a) Share-based payment reserve**(i) Nature and purpose of reserve**

The share-based payment reserve comprises the fair value of options and performance share rights recognised as an expense. Upon exercise of options or performance share rights, any proceeds received are credited to share capital. The share-based payment reserve remains as a separate component of equity.

(ii) Movements in reserve

	2018 \$'000	2017 \$'000
Opening balance	323	155
Fair value of options and performance share rights issued during the year	-	168
Closing balance	323	323

(b) Foreign currency translation reserve**(i) Nature and purpose of reserve**

The foreign currency translation reserve is used to record the unrealised exchange differences arising on translation of a foreign entity and is not distributable.

(ii) Movements in reserve

	2018 \$'000	2017 \$'000
Opening balance	(1,166)	(544)
Exchange differences on translation of foreign operations	826	(622)
Closing balance	(340)	(1,166)

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 20: Reserves and Retained Earnings (continued)

(c) Non-controlling interest reserve

(i) The non-controlling interest reserve is used to record the fair value of shares issued to buyout non-controlling interests

(ii) Movements in reserves

	2018 \$'000	2017 \$'000
Opening Balance	(37,351)	(37,351)
	(37,351)	(37,351)

(d) Retained Earnings

	2018 \$'000	2017 \$'000
Retained earnings at beginning of year	28,496	18,920
Net profit	27,573	19,724
Dividends provided for or paid	(15,640)	(10,148)
	40,429	28,496

Note 21: Interests in Subsidiaries**(a) Subsidiaries**

Subsidiaries of the group	Country of incorporation	Ownership interest held by group		Ownership interest held by NCI	
		2018	2017	2018	2017
Alsford Page & Gems (Holdings) Limited	United Kingdom	100.00%	100.00%	0.00%	0.00%
Alsford Page & Gems Limited	United Kingdom	100.00%	100.00%	0.00%	0.00%
AB Risk Solutions Ltd	United Kingdom	100.00%	100.00%	0.00%	0.00%
AR (WA) Pty Ltd	Australia	70.00%	70.00%	30.00%	30.00%
Breeze Underwriting (Aust) Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Breeze Underwriting Limited	United Kingdom	100.00%	100.00%	0.00%	0.00%
Breeze Underwriting Pty Ltd (PSC Insurance Pty Ltd)	Australia	100.00%	100.00%	0.00%	0.00%
Capital Insurance Brokers Pty Ltd	*** Australia	100.00%	0.00%	0.00%	0.00%
Carroll London Markets Limited	United Kingdom	100.00%	100.00%	0.00%	0.00%
Carvan Pty Ltd	** Australia	51.00%	0.00%	49.00%	0.00%
Certus Life Australia Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Certus Life Melbourne Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Certus Life Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
CH (Holdings) Ltd	United Kingdom	100.00%	100.00%	0.00%	0.00%
Chase Surety Pty Ltd	Australia	80.00%	80.00%	20.00%	20.00%
Chase Underwriting Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Chase UK Holdings Pty Ltd	** United Kingdom	100.00%	0.00%	0.00%	0.00%
Chase Global UK Ltd	** United Kingdom	100.00%	0.00%	0.00%	0.00%
Connect Life	Australia	100.00%	100.00%	0.00%	0.00%
Deskhaven Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Easy Broking Online Ltd	*** United Kingdom	100.00%	23.00%	0.00%	77.00%
Fenchurch Insurance Risk Management Limited	United Kingdom	100.00%	100.00%	0.00%	0.00%
Insurance Holdings Limited	United Kingdom	100.00%	100.00%	0.00%	0.00%
Insurance Marketing Group of Australia Pty Ltd	*** Australia	100.00%	0.00%	0.00%	0.00%
Just Equestrian Insurance Services Limited	United Kingdom	35.03%	35.03%	64.97%	64.97%
Just Leisure Insurance Services Limited	United Kingdom	35.03%	35.03%	64.97%	64.97%

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 21: Interests In Subsidiaries (continued)

(a) Subsidiaries (continued)

Subsidiaries of the group	Country of incorporation	Ownership interest held by group		Ownership interest held by NCI	
		2018	2017	2018	2017
Just Motorsport Limited	United Kingdom	35.03%	35.03%	64.97%	64.97%
Medisure Indemnity Australia Pty Ltd	*** Australia	100.00%	0.00%	0.00%	0.00%
McKenna Hampton Insurance Brokers Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Online Insurance Brokers Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Professional Services Corporation Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Coastwide Insurance Services Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Coastwide Newcastle Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Connect NZ Ltd	New Zealand	100.00%	100.00%	0.00%	0.00%
PSC Connect Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Direct Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Foundation Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Group Holdings Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Holdings (Aust) Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Insurance Brokers (Aust) Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Insurance Brokers (Brisbane) Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Insurance Brokers (Darwin) Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Insurance Brokers (Melbourne) Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Insurance Brokers (Wagga) Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Insurance Brokers Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Insurance Brokers (Western) Pty Ltd	** Australia	70.00%	0.00%	30.00%	0.00%
PSC Insurance Services Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC International Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC JLG Investment Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC McKenna Hampton Insurance Brokers Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%

Subsidiaries of the group	Country of incorporation	Ownership interest held by group		Ownership interest held by NCI	
		2018	2017	2018	2017
PSC National Franchise Insurance Brokers Pty Ltd (previously ACN 151 774 668 Pty Ltd)	Australia	100.00%	100.00%	0.00%	0.00%
PSC NFIB Markets Pty Ltd T/as Skyline Underwriting (formerly Morris Group investments Pty Ltd)	Australia	100.00%	0.00%	0.00%	0.00%
PSC Nominees Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Property Holdings Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC Reliance Franchise Partners Pty Ltd (2015 - PSC Share Nominees Pty Ltd)	Australia	100.00%	100.00%	0.00%	0.00%
PSC UK Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
PSC UK Holdings Ltd	** United Kingdom	100.00%	0.00%	0.00%	0.00%
PSC Workers Compensation and Consulting Pty Ltd	Australia	75.00%	75.00%	25.00%	25.00%
PSC Wright Fahey Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Reliance Workplace Solutions Pty Ltd	Australia	70.00%	70.00%	30.00%	30.00%
UK Facilities Limited	United Kingdom	100.00%	100.00%	0.00%	0.00%
Upper Hillwood Holdings Limited	United Kingdom	100.00%	100.00%	0.00%	0.00%

1 - ** Entity entered Group during the 2018 financial year.

2 - *** Entity acquired during the 2018 financial year.

(b) Reconciliation of the non-controlling interest

	2018 \$'000	2017 \$'000
Accumulated NCI at the beginning of the year	1,676	1,429
Profit or loss allocated to NCI during the year	249	247
Dividends paid to NCI	(300)	-
NCI arising from business combination	339	-
Accumulated NCI at the end of the year	1,964	1,676

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 22: Cash Flow Information

(a) Reconciliation of cash

Cash at the end of the financial year as shown in the consolidated statement of cash flows is reconciled to the related items in the consolidated statement of financial position as follows:

	2018 \$'000	2017 \$'000
Cash on hand	2	1
Cash at bank	8,043	4,907
Cash on deposit	43,124	3,902
Cash held on trust	109,803	71,314
	160,972	80,124

(b) Reconciliation of net profit after tax to net cash flows from operations

	2018 \$'000	2017 \$'000
Profit from ordinary activities after income tax	27,822	19,971
Add/(Less) items classified as investing/financing activities		
Loss/(Gain) on Deferred consideration	1,406	(3,210)
Adjustments and non cash items		
<i>Non-cash items</i>		
Depreciation and amortisation	2,307	1,515
Bad and doubtful debts	3,908	-
Foreign currency translation (gains)/losses	2,981	(622)
Fair Value Adjustment of shares	(17,311)	-
Share-based payment expense	-	168
Net cash flows from operations before change in assets and liabilities	21,113	17,822

	2018 \$'000	2017 \$'000
Change in assets and liabilities		
(Increase)/decrease in receivables	(32,818)	9,232
(Increase)/decrease in other assets	(931)	(355)
Increase/(decrease) in payables	61,282	(22,050)
Increase/(decrease) in provisions	601	183
(Decrease)/Increase in other liabilities	763	(74)
Increase/(decrease) in income taxes payable	(125)	1,127
Increase/(decrease) in deferred tax liabilities	5,915	1,561
Net cash flow from operating activities	55,800	7,446

(c) Acquisitions

During the period the consolidated group made a number of acquisitions. The fair value of assets acquired and liabilities assumed were as follows:

	2018 \$'000	2017 \$'000
Cash	7,977	1,004
Property, plant and equipment	218	19
Identifiable Intangibles	3,609	1,118
Trade receivables	1,542	878
Other assets	-	1
Other financial assets	4	-
Trade and other creditors	(8,291)	(956)
Income tax payable	(165)	-
Provisions	(359)	-
Deferred tax balances	(1,082)	(139)
Net Identifiable assets acquired	3,453	1,925
Net assets exceeding consideration paid	11,572	1,754
Consideration paid in cash	(15,025)	(3,679)
Cash acquired	7,977	1,004
Net cash (dispensed)/acquired	7,048	(2,675)

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 22: Cash Flow Information (continued)

(d) Loan facilities

	2018 \$'000	2017 \$'000
Loan facilities	95,508	69,639
Amount utilised	54,345	45,288
Unused loan facility	41,163	24,351

(e) Reconciliation of liabilities arising from financing activities

	2018 \$'000	2017 \$'000
Balance at the beginning of the year	44,383	26,720
Interest accrued	(2,789)	(1,761)
Payments made	(1,871)	(17,021)
Foreign currency movements	270	-
Other changes	14,352	36,445
Balance at the end of the year	54,345	44,383

Note 23: Business Combinations

	2018 \$'000	2017 \$'000
Consideration and costs paid	15,328	4,083
Deferred (contingent) consideration	5,980	2,360
Total purchase consideration	21,308	6,443
Fair value of non-controlling interests	-	-

Acquisitions for the Period Ended 30 June 2018

In accordance with consolidated entity strategy, a series of acquisitions were completed during the year. These included the following acquisition vehicles:

- (i) Company and its subsidiary entity/(ies)
- (ii) Client list and employee benefits
- (iii) Client list, employee benefits and other business assets

(a) Consideration paid/payable

2018	National Franchise Insurance Brokers Pty Ltd \$'000	Insurance Marketing Group of Australia Pty Ltd \$'000	Medisure Indemnity Australia Pty Ltd \$'000	Riley & Associates \$'000	Capital Insurance Brokers \$'000	Insurance Solutions \$'000	Easy Broking Online \$'000	Total Group \$'000
Cash consideration paid	175	4,785	2,529	764	3,414	2,414	944	15,025
Equity Consideration	-	-	-	-	303	-	-	303
Deferred consideration	-	-	-	-	-	1,050	405	1,455
Contingent consideration	830	1,140	580	416	929	630	-	4,525
Total purchase consideration	1,005	5,925	3,109	1,180	4,646	4,094	1,349	21,308
Ownership share	100%	100%	100%	100%	100%	100%	100%	
Acquisition vehicle	(ii)	(i)	(i)	(ii)	(i)	(ii)	(i)	

(b) Identifiable assets and liabilities acquired

2018	National Franchise Insurance Brokers Pty Ltd \$'000	Insurance Marketing Group of Australia Pty Ltd \$'000	Medisure Indemnity Australia Pty Ltd \$'000	Riley & Associates \$'000	Capital Insurance Brokers \$'000	Insurance Solutions \$'000	Easy Broking Online \$'000	Total Group \$'000
- Cash and Cash equivalents	-	4,508	1,664	-	1,038	-	767	7,977
- Property, plant and equipment	-	66	-	-	58	-	94	218
- Identifiable intangibles	53	824	908	17	414	1,393	-	3,609
- Trade and other receivables	-	158	85	-	184	-	1,115	1,542
- Other Shares and Units held	-	-	-	-	-	-	-	-
- Other assets	-	-	-	-	-	-	-	-
- Other financial Assets	-	1	-	-	3	-	-	4
- Deferred tax Liabilities	(16)	(247)	(272)	(5)	(124)	(418)	-	(1,082)
- Trade and other payables	-	(4,170)	(1,405)	-	(1,148)	-	(1,568)	(8,291)
- Income tax payable	-	(89)	(45)	-	(16)	-	(15)	(165)
- Provisions	(59)	(61)	(5)	(9)	(119)	(106)	-	(359)
	(22)	990	930	3	290	869	393	3,453

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 23: Business Combinations (continued)

(c) Goodwill on acquisition

2018	National Franchise Insurance Brokers Pty Ltd \$'000	Insurance Marketing Group of Australia Pty Ltd \$'000	Medisure Indemnity Australia Pty Ltd \$'000	Riley & Associates \$'000	Capital Insurance Brokers \$'000	Insurance Solutions \$'000	Easy Broking Online \$'000	Total Group \$'000
Total consideration paid/payable	1,005	5,925	3,109	1,180	4,646	4,094	1,349	21,308
Total net identifiable (assets)/liabilities acquired	(22)	990	930	3	290	869	393	3,453
Goodwill on acquisition (Excess over consideration paid/payable)	1,027	4,935	2,179	1,177	4,356	3,225	956	17,855

(d) Financial performance since acquisition date

2018	National Franchise Insurance Brokers Pty Ltd \$'000	Insurance Marketing Group of Australia Pty Ltd \$'000	Medisure Indemnity Australia Pty Ltd \$'000	Riley & Associates \$'000	Capital Insurance Brokers \$'000	Insurance Solutions \$'000	Easy Broking Online \$'000	Total Group \$'000
Revenue	827	2,496	810	418	954	738	96	6,339
Profit after tax	(98)	482	299	331	308	517	(64)	1,775
<i>Financial performance if held for 12 months</i>								
Revenue	827	2,993	948	557	2,138	1,455	1,134	10,052
Profit after tax	(98)	776	562	309	507	763	135	2,954
Goodwill on acquisition	1,027	4,935	2,179	1,177	4,356	3,225	956	17,855
Customer Lists	53	824	908	17	414	1,393	-	3,609
	1,080	5,759	3,087	1,194	4,770	4,618	956	21,464

The value of goodwill represents the future benefit arising from the future earnings and synergies expected from the acquisitions.

(e) Acquisition-related Costs

The consolidated entity incurred transaction costs of \$0.07 million (2017: \$0.02 million) in respect of the above acquisitions. Transaction costs included legal fees, stamp duty, due diligence and other direct costs incurred in relation to these acquisitions. These costs are included within Administration and other expenses in the Consolidated Statement of Profit or Loss and other Comprehensive Income.

Note 24: Commitments

(a) Lease expenditure commitments

Operating leases (non-cancellable):

(i) Nature of leases

Operating leases comprise lease for premises from which the consolidated entity operates and several novated leases of motor vehicles that form part of the salary packages of employees.

(ii) Minimum lease payments

	2018 \$'000	2017 \$'000
- Not later than one year	2,414	2,901
- Later than one year and not later than five years	6,422	4,109
Aggregate lease expenditure contracted for at reporting date	8,836	7,010

(b) Capital expenditure commitments

	2018 \$'000	2017 \$'000
Land and Buildings payable	-	305
Plant and equipment payable	-	58
Total capital expenditure commitments	-	363

(c) Business acquisition commitments for acquisitions completed post-balance date*

	2018 \$'000	2017 \$'000
Turner Financial Services Limited (purchase of business)	7,060	-
BP Marsh & Partners plc	32,962	-
National Franchise Insurance Brokers Pty Ltd (purchase of business)	-	1,155
	40,022	1,155

*Refer to Note 32: Subsequent Events.

(d) Bank guarantee commitments

The consolidated entity has provided bank guarantees in relation to a number rental premises from which various businesses operate. Total bank guarantees outstanding \$805,538 (2017: \$810,836).

(e) Contingent liabilities

The consolidated entity has provided guarantees on indebtedness amounting to \$1,874,536. This contingent liability relates to the guarantee of loans made to non-group interests in certain associate entities and is supported by Put Option agreements held by the lender over the non-group holdings in these associate entities.

A UK subsidiary is in a commercial dispute regarding a line of business that was discontinued over 2 years ago and placed into run-off. We will defend the matter should it progress. Disclosure of any further information may prejudice the position of the entity.

NOTES TO THE FINANCIAL STATEMENTS (continued)
year ended 30 June 2018

Note 25: Earnings Per Share

	2018 \$'000	2017 \$'000
Reconciliation of earnings used in calculating earnings per share:		
Profit from continuing operations attributable to owners of PSC Insurance Group Limited		
attributable to owners of PSC Insurance Group Limited	27,573	19,724
Profit used in calculating basic earnings per share	27,573	19,724
Profit used in calculating diluted earnings per share	27,573	19,724
Earnings used in calculating diluted earnings per share	27,573	19,724
	2018 No of Shares	2017 No of Shares
Weighted average number of ordinary shares used in calculating basic earnings per share	237,795,176	225,486,400
Effect of dilutive securities:		
Share options	900,000	1,098,626
Adjusted weighted average number of ordinary shares used in calculating diluted earnings per share	238,695,176	226,585,026

Note 26: Financial Risk Management

The consolidated entity is exposed to a variety of financial risks comprising:

- Market price risk
- Currency risk
- Interest rate risk
- Credit risk
- Liquidity risk

The board of directors has overall responsibility for identifying and managing operational and financial risks.

The consolidated entity holds the following financial instruments:

	2018 \$'000	2017 \$'000
Financial assets		
Cash and cash equivalents	160,972	80,124
Bonds and Deposits	29	42
Receivables from broking, reinsurance and underwriting agency operations	356,892	326,065
Other receivables	2,725	2,739
Loans to related parties	3,510	3,747
Financial assets at cost	24,036	5,863
	548,164	418,580
Financial liabilities		
Trade creditors	1,888	1,203
Payables from broking, reinsurance and underwriting agency operations	437,548	370,818
Sundry creditors & accruals	3,984	3,416
Borrowings	54,345	44,383
Amounts payable to vendors	8,060	7,209
	505,825	427,029

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 26: Financial Risk Management (continued)

(a) Market price risk

Market price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

Sensitivity

The consolidated entity holds one market security, currently held at fair value.

Price sensitivity at 30 June 2018 at +/- 10% represents exposure of \$2,056,000 (2017: \$25,000).

(b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Sensitivity

If foreign exchange rates were to increase/decrease by 10% from rates used to determine fair values of all financial instruments as at the reporting date, assuming all other variables that might impact on fair value remain constant, then the impact on profit for the year and equity is as follows:

	2018 \$'000	2017 \$'000
+/- 10%		
Impact on profit after tax	307	29
Impact on equity	20	242

(c) Fair value of Financial Instruments

The consolidated entity's deferred consideration liability is measured at fair value at the end of each reporting period. The following table gives information about how the fair value of this financial liability is determined, including the valuation technique and inputs used.

Financial instrument	Valuation technique	Significant unobservable inputs	Relationship of unobservable inputs to fair value
Deferred consideration	The fair value is calculated based on an agreed multiple of fees and commissions	Forecast fees and commissions	The estimated fair value would increase/(decrease) if: <ul style="list-style-type: none"> The forecast fees and commissions were higher/(lower)

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates.

The exposure to interest rate risks in relation to future cash flows and the effective weighted average interest rates on classes of financial assets and financial liabilities, is as follows:

Financial Instruments	Interest-bearing \$'000	Non-interest bearing \$'000	Total carrying amount \$'000	Weighted average effective interest rate %
2018				
(i) Financial assets (variable)				
Cash	160,972	-	160,972	1.39%
Bonds and Deposits	-	29	29	
Receivables from broking, reinsurance and underwriting agency operations	-	356,892	356,892	
Other receivables	-	2,725	2,725	
Loans to director related entities	3,510	-	3,510	5.65%
Financial Assets at cost	-	24,036	24,036	
Total financial assets	164,482	383,682	548,164	
(ii) Financial liabilities (variable)				
Trade creditors	-	1,888	1,888	
Payables from broking, reinsurance and underwriting agency operations	-	437,548	437,548	
Sundry creditors & accruals	-	3,984	3,984	
Borrowings	54,345	-	54,345	5.65%
Amounts Payable to Vendors	-	8,060	8,060	
Total financial liabilities	54,345	451,480	505,825	
2017				
(i) Financial assets (variable)				
Cash	80,124	-	80,124	1.35%
Bonds and Deposits	-	41	41	
Receivables from broking, reinsurance and underwriting agency operations	-	326,066	326,066	
Other receivables	-	2,739	2,739	
Loans to director related entities	3,747	-	3,747	5.65%
Financial Assets at cost	-	5,863	5,863	
Total financial assets	83,871	334,709	418,580	

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 26: Financial Risk Management (continued)

Financial Instruments	Interest-bearing \$'000	Non-interest bearing \$'000	Total carrying amount \$'000	Weighted average effective interest rate %
(ii) Financial liabilities (variable)				
Trade creditors	-	1,203	1,203	
Payables from broking, reinsurance and underwriting agency operations	-	370,818	370,818	
Sundry creditors & accruals	-	3,416	3,416	
Borrowings	44,383	-	44,383	4.95%
Amounts Payable to Vendors		7,209	7,209	
Total financial liabilities	44,383	382,646	427,029	

No other financial assets or financial liabilities are expected to be exposed to interest rate risk.

Sensitivity

If interest rates were to increase/decrease by 100 basis points from rates used to determine fair values as at the reporting date, assuming all other variables that might impact on fair value remain constant, then the impact on profit for the year and equity is as follows:

+/- 100 basis points	2018 \$'000	2017 \$'000
Impact on profit after tax	(1,102)	(250)
Impact on equity	(1,102)	(250)

(e) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The consolidated entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Consolidated Statement of Financial Position and notes to the Financial Statements. The consolidated entity does not hold any collateral.

Credit risk of the consolidated entity mainly arises from cash and cash equivalents, trade and other receivables, loan to shareholders and loan to a joint venture.

Although there is a concentration of cash and cash equivalents held with a major bank, credit risk is not considered significant.

The consolidated entity's exposure to credit risk is concentrated in the financial services industry with parties which are considered to be of sufficiently high credit quality to minimise credit risk losses. Receivables include amounts due from policyholders in respect of insurances arranged by controlled entities. Insurance brokers and underwriting agencies have credit terms of 90 days from policy inception to pay funds received from policyholders to insurers. Should policyholders not pay, the insurance policy is cancelled by the insurer and a credit given against the amount due. The consolidated entity's credit risk exposure in relation to these receivables is limited to commissions and fees charged. Commission revenue is recognised after taking into account an allowance for expected revenue losses on policy lapses and cancellations, based on past experiences.

(f) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The consolidated entity's risk management includes maintaining sufficient cash and the availability of funding via an adequate amount of credit facilities as disclosed in note 22.

(g) Fair value compared with carrying amounts

The fair value of financial assets and financial liabilities approximates their carrying amounts as disclosed in the consolidated statement of financial position and notes to the consolidated financial statements.

(h) Maturity analysis

The tables below represents the undiscounted contractual settlement terms for financial instruments and management's expectation for settlement of undiscounted maturities.

	< 6 Months \$'000	6-12 Months \$'000	1-5 years \$'000	Total contractual cash flows \$'000	Carrying amount \$'000
Year ended 30 June 2018					
Cash and cash equivalents	160,972	-	-	-	160,972
Receivables	171,131	188,807	3,189	-	363,127
Other financial assets	3,098	-	24,036	-	27,134
Payables	(208,973)	(230,555)	(3,891)	-	(443,420)
Borrowings	(468)	(467)	(53,410)	-	(54,345)
Other financial liabilities	-	(6,713)	(1,347)	-	(8,060)
Net maturities	125,759	(48,928)	(31,423)	-	45,408

	< 6 Months \$'000	6-12 Months \$'000	1-5 years \$'000	Total contractual cash flows \$'000	Carrying amount \$'000
Year ended 30 June 2017					
Cash and cash equivalents	80,124	-	-	-	80,124
Receivables	158,102	170,703	3,747	-	332,552
Other financial assets	41	-	5,863	-	5,904
Payables	(178,491)	(192,716)	(4,230)	-	(375,437)
Borrowings	(318)	(317)	(43,748)	-	(44,385)
Other financial liabilities	-	(6,435)	(774)	-	(7,209)
Net maturities	59,458	(28,765)	(39,142)	-	(8,451)

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 27: Directors' and Executives' Compensation

	2018 \$	2017 \$
Compensation by category		
Short-term employment benefits	1,665,543	1,288,881
Post-employment benefits	5,205	5,205
Share-based payments	-	152,785
	1,670,748	1,446,871

The names of directors who have held office during the year are:

Name	Appointment date
Paul Dwyer	10/12/2010
John Dwyer	10/12/2010
Brian Austin	10/12/2010
Antony Robinson	13/07/2015
Melvyn Sims	8/08/2016

Key management personnel during the year are the directors.

Note 28: Related Party Disclosures

(a) Ownership interests in related parties

Details of interests in controlled entities are set out in Note 21.

(b) Related party transactions

The following table provides the total amount of transactions that were entered into with related parties for the relevant financial year:

(i) Transactions with subsidiaries

All transactions that have occurred among the subsidiaries within the consolidated entity have been eliminated for consolidation purposes.

(ii) Transactions with entities with director related entities

Fuse Recruitment Pty Ltd, The Lead Agency Pty Ltd and ADD Aviation Services Pty Ltd are owned by Directors of the consolidated entity and are therefore considered related entities. The Group engages Fuse Recruitment Pty Ltd for recruitment and contractor services, The Lead Agency Pty Ltd for Marketing services, and ADD Aviation Services Pty Ltd for transportation services. The following fees were paid on normal third party commercial terms:

	2018 \$	2017 \$
Fees Paid or Payable to associates on normal commercial terms (ex GST):		
Recruitment/ contractor fees	166,373	106,575
Marketing service fees	353,422	338,073
Transportation service fees	266,390	66,368

Additionally, during the year the PSC Insurance Group Limited provided insurance services to related parties of a Director totalling \$344,320 (2017: \$258,262). The services supplied were in the normal course of business and on normal commercial terms and conditions. The fees outstanding for these services at balance date are \$nil (2017: \$33k).

Additionally, during the year the PSC Insurance Group Limited received trust distributions from a related party of a Director totalling \$2,186,386 (2017: \$1,466,966).

Outstanding balances due to related parties of a Director are \$376,566 (2017: nil).

Remuneration paid to the Directors for services provided are paid to their respective companies, as disclosed in the Remuneration Report.

Fuse Recruitment Pty Ltd was no longer a subtenant of the consolidated entity (2017: subtenant).

	2018 \$	2017 \$
Estimated rent receivable from associates on normal commercial terms	-	139,181

From time to time, the consolidated entity issues loans to Directors, Key management personnel and other related parties. The following balances are outstanding at the reporting date in relation to loans with related parties.

	2018 \$	2017 \$
Current receivables		
Loans to related parties	321,207	-
Non-Current receivables		
Loans to related parties	3,185,915	3,581,974
Loans to associates	-	165,000

All loans with Directors, key management personnel and other related parties are granted at arms length commercial terms for repayment.

All pre-listing related party loans met the minimum requirements of the Income Tax Assessment Act 1936 Division 7A in relation to interest rates and repayment terms.

All post-listing related party loans are interest bearing at a minimum rate of the Fringe Benefit Tax Reference rate. The maximum loan term is 7 years.

(iii) Transactions with joint ventures in which the consolidated entity is a venturer

There were no transactions with joint ventures in this financial year.

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 29: Auditor's Remuneration

(a) Amounts paid and payable to Pitcher Partners Melbourne for:

(i) Audit and other assurance services

	2018 \$	2017 \$
An audit or review of the financial report of the entity and any other entity in the consolidated entity	396,600	322,000
Total remuneration for audit and other assurance services	396,600	322,000

(ii) Other non-audit services

	2018 \$	2017 \$
Corporate secretarial services	-	4,743
Taxation services	18,715	29,550
Total remuneration for non-audit services	18,715	34,293
Total remuneration of Pitcher Partners Melbourne	415,315	356,293

(c) Amounts paid and payable to non-related auditors of group entities for:

(i) Audit and other assurance services

	2018 \$	2017 \$
An audit or review of the financial report of the entity and any other entity in the consolidated entity	143,743	110,576
Total remuneration for audit and other assurance services	143,743	110,576

(ii) Other non-audit services

	2018 \$	2017 \$
Taxation services	32,086	14,115
Other services	19,522	8,402
Total remuneration for non-audit services	51,608	22,517
Total remuneration of non-related auditors of group entities	195,351	133,093
Total auditors' remuneration	610,667	489,386

Note 30: Parent Entity Information**(a) Summarised statement of financial position**

	2018 \$'000	2017 \$'000
Assets		
Current assets	138,087	85,780
Non-current assets	53,661	41,856
Total assets	191,748	127,636
Liabilities		
Current liabilities	625	462
Non-current liabilities	42,120	34,280
Total liabilities	42,745	34,742
Net assets	149,003	92,894
Equity		
Share capital	146,870	92,470
Reserves	278	278
Retained earnings	1,855	146
Total equity	149,003	92,894

(b) Summarised statement of comprehensive income

	2018 \$'000	2017 \$'000
Profit for the year	17,349	10,108
Total comprehensive income for the year	17,349	10,108

(c) Parent entity guarantees

The amount of \$1,874,536 of this contingent liability relates to the guarantee of loans made to non-group interests in certain associate entities and is supported by Put Option agreements held by the lender over the non-group holdings in these associate entities.

(d) Parent entity contractual commitments

The parent entity has contractual commitments \$40,827,224 comprised as follows:

- Capital Expenditure Commitments \$nil
- Business Acquisition Commitments \$40,021,686
- Bank Guarantee Commitments \$805,538

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 31: Segment Information

(a) Description of segments

The consolidated entity's Chief Financial decision maker has identified the following reportable segments:

- **Australasia** – The consolidated entity's Australasian operations represent insurance broking and underwriting agency operations present in Australia and New Zealand.
- **UK** – The consolidated entity's UK operations represent its insurance broking, reinsurance and underwriting agency operations present in the United Kingdom.
- All these operating segments have been identified based on internal reports reviewed by the consolidated entity's Chief Financial officer in order to allocate resources to the segment and assess its performance.

(b) Segment information

The consolidated entity's Chief Financial decision maker uses segment revenue, segment result, segment assets and segment liabilities to assess each operating segment's financial performance and position. Amounts reported for each operating segment are the same amount recorded in the internal reports to the Chief Financial officer.

Amounts of segment information are measured in the same way the financial statements. They include items directly attributable to the segment and those that can reasonably be allocated to the segment based on the operations of the segment. Inter-segment revenue is determined on an arm's length basis.

Segment information is reconciled to financial statements and underlying profit disclosure notes if provided elsewhere where these amounts differ.

2018	Segment 1 - Australia/ NZ/Asia \$'000	Segment 2 - UK \$'000	Total \$'000
Segment revenue			
Total segment revenue	94,079	24,607	118,686
Segment revenue from external source	94,079	24,607	118,686
<i>Segment result</i>			
Total segment result	27,896	(74)	27,822
Segment result from external source			
	27,896	(74)	27,822
Items included within the segment result:			
Interest income	1,658	20	1,678
<i>Interest expense</i>	(2,599)	(190)	(2,789)
Depreciation and amortisation expense	(2,176)	(131)	(2,307)
Income tax expense	(12,211)	607	(11,604)
Share of net profits/(losses) of associates and joint ventures accounted for using the equity method	285	-	285
Fair Value gains relating to significant investments	17,311	-	17,311
Total segment assets	374,904	296,660	671,566
<i>Total segment assets include:</i>			
Investments in equity accounted associates and joint ventures	8,151	-	8,151
Additions to non-current assets other than financial instruments and deferred tax assets	18,308	991	19,299
Total segment liabilities	244,317	281,829	526,146

NOTES TO THE FINANCIAL STATEMENTS (continued)

year ended 30 June 2018

Note 31: Segment Information (continued)

2017	Segment 1 - Australia/ NZ/Asia \$'000	Segment 2 - UK \$'000	Total \$'000
Segment revenue			
Total segment revenue	62,838	21,637	84,475
Segment revenue from external source	62,838	21,637	84,475
Segment result			
Total segment result	16,107	3,864	19,971
Segment result from external source	16,107	3,864	19,971
<i>Items included within the segment result:</i>			
Interest income	1,093	17	1,110
Interest expense	(1,602)	(159)	(1,761)
Depreciation and amortisation expense	(1,400)	(116)	(1,516)
Income tax expense	(6,059)	(1,085)	(7,144)
Total segment assets	205,242	310,521	515,763
<i>Total segment assets include:</i>			
Investments in equity accounted associates and joint ventures	8,097	26	8,123
Additions to non-current assets other than financial instruments and deferred tax assets	17,764	189	17,953
Total segment liabilities	149,735	288,056	437,791

Note 32: Subsequent Events

Circumstances which have arisen since 30 June 2018 that affect the state of affairs of the consolidated entity are detailed as follows:

(a) Acquisitions

1. **Turner Financial Services Ltd** – On 2 July 2018, the consolidated entity acquired 70% of Turner Financial Services Ltd, a retail broking business in the UK. Details of the acquisition will be disclosed in the next reporting date. The calculation of the fair value of assets is yet to be finalised and accordingly the carrying value of goodwill is yet to be determined.

Consideration paid/payable	\$'000
Consideration and costs paid	3,527
Deferred consideration	1,763
Contingent consideration	1,764
Total Consideration *	7,054

* Approximate.

2. **B P Marsh & Partners PLC** – On 5 July 2018, the consolidated entity acquired a 19.6% shareholding in B P Marsh & Partners plc (BPM), an insurance specialist private equity and venture capital investor, listed on the AIM market in the UK.

Consideration paid/payable	\$'000
Consideration and costs paid	32,962
Total Consideration	32,962

3. APG Ltd entered into an Agreement with UIB Group on 15 August 2018 to introduce select clients based in regions of Africa for the annual renewal of their business. Upon successful renewal and payment APG would receive a commission sharing for a period of up to 3 years.
4. **RP Parramatta Pty Ltd** – On 17 August 2018 the consolidated entity acquired the remaining 50% of RP Parramatta Pty Ltd for a total consideration of approximately \$226,000.

(b) Final dividend

On 20 August, 2018, the Board declared an interim dividend for 2018 of 4.5 cents per share, 100% franked.

Note 33: Entity Details

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

PSC Insurance Group Limited
 96 Wellington Parade
 East Melbourne
 Victoria, 3002

DIRECTORS' DECLARATION

The directors declare that the financial statements and notes set out on pages 31 to 89 are in accordance with the *Corporations Act 2001*, including:

- (a) Comply with Australian Accounting Standards and the Corporations Regulations 2001, and other mandatory professional reporting requirements;
- (b) As stated in Note 1(a) the consolidated financial statements also comply with International Financial Reporting Standards; and
- (c) Give a true and fair view of the financial position of the consolidated entity as at 30 June 2018 and of its performance for the year ended on that date.

In the directors' opinion there are reasonable grounds to believe that PSC Insurance Group Limited will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declarations required to be made by the chief executive officer and chief financial officer to the directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ending 30 June 2018.

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



Paul Dwyer
Director

Melbourne
Date: 22 August 2018

INDEPENDENT AUDITOR'S REPORT



PSC INSURANCE GROUP LIMITED
ABN 81 147 812 164
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PSC INSURANCE GROUP LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of PSC Insurance Group Limited "the Company" and its controlled entities "the consolidated entity", which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- (a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2018 and of its financial performance for the year then ended; 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 consolidated entity 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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT (continued)



PSC INSURANCE GROUP LIMITED
ABN 81 147 812 164
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PSC INSURANCE GROUP LIMITED

Key Audit Matter	How our audit addressed the key audit matter
<p>Impairment of intangible assets</p> <p><i>Refer to Note 14: Intangible Assets and Note 2: Critical accounting estimates and judgements</i></p> <p>Intangibles assets of \$95.7m (\$73.1m in FY17) are recorded on the consolidated statement of financial position, which comprise:</p> <ul style="list-style-type: none"> - \$84.6m of goodwill (\$66.5m in FY17;) and - \$11.0m of client list assets (\$6.6m in FY17). <p>Client list assets are amortised over a 10-year period.</p> <p>Valuation of intangible assets is considered a key audit matter due to the following factors:</p> <ul style="list-style-type: none"> - Management prepare the goodwill and client list assets value-in-use calculations to support the carrying value of each cash generating unit (CGU). - Significant judgement is involved in the preparation of these impairment assessment models including management's key assumptions used, which could have a material impact on the impairment assessment including: <ul style="list-style-type: none"> o forecast cash flows; o growth rates; and, o discount rates applied. 	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> - Assessing management's determination of the consolidated entity's CGUs based on our understanding of the nature of the consolidated entity's business; - Evaluating the goodwill value-in-use calculation to ensure it is consistent with the expected methodology (present value of 5-year period future cash flow expected to be derived from the CGU); - Obtaining supporting evidence to determine if the goodwill value-in-use calculation inputs are reasonable, including assessing the accuracy of prior period budgets; - With the assistance of a valuation expert reviewing the discount rates used in the goodwill value-in-use calculation against industry standards and comparable organisations, including re-calculating using market data and benchmark listed company betas; - Performing sensitivity analysis around key assumptions, including: <ul style="list-style-type: none"> o forecast cash flows; o growth rates; and, o discount rates applied. <p>The following procedures were conducted in relation to the carrying value of client list assets:</p> <ul style="list-style-type: none"> - Assessing the initial valuation and on-going performance of the portfolio against budget, and - Determining if there are any indications of impairment or indicators of changes to useful life of the client list assets.



PSC INSURANCE GROUP LIMITED
ABN 81 147 812 164
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PSC INSURANCE GROUP LIMITED

Business acquisitions

Refer Note 23: Business Combinations

During the year the PSC consolidated entity purchased an interest in seven businesses with gross consideration totalling \$21.3m.

These acquisitions are considered a key audit matter as accounting for these transactions is a complex and judgemental exercise, requiring management to determine:

- Key terms and conditions of the sale and purchase agreement;
- Whether control has been obtained of the entity and the transaction is a business acquisition, investment or asset purchase;
- Acquired assets and liabilities, including those which may not be recorded on the acquirer's balance sheet, such as intangible assets, including client lists or brands;
- Fair values of the identified assets and liabilities;
- Fair value of consideration including deferred payments which are subject to earn out;
- Goodwill or gain on bargain purchase associated with the acquisition;
- Impairment assessments regarding the carrying value of goodwill and intangible assets acquired, at 30 June 2018, using a present value valuation model.

Our procedures included, amongst others:

- Reviewing the sale and purchase agreement to understand key terms and conditions;
- Assessing the accounting treatment for the acquisitions to ensure adherence with contract terms and relevant Australian Accounting Standards, with specific focus on judgemental areas such as:
 - Assessing whether AASB3: *Business Combinations* applies by ensuring the acquisition meets the definition of a business combination;
 - Evaluating and challenging the assumptions and methodology in management's calculations of fair value of assets and liabilities acquired and impairment assessments at year end. Present value valuation model inputs were reviewed against previous performance for reasonableness and discount rates used were assessed against comparable industry rates;
 - Re-calculating the goodwill and gain on bargain purchase calculations, to ensure mathematical accuracy.
- Considering the deferred consideration clauses within the contracts subject to earn out and reviewing current forecast models;
- Assessing the adequacy of the consolidated entity's disclosures in respect of business acquisitions.

INDEPENDENT AUDITOR'S REPORT (continued)



PSC INSURANCE GROUP LIMITED
ABN 81 147 812 164
AND CONTROLLED ENTITIES
INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PSC INSURANCE GROUP LIMITED

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 consolidated entity's annual report for the year ended 30 June 2018, but does not include the financial report and our auditor's report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information 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, 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 ability of the consolidated entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the consolidated entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.



PSC INSURANCE GROUP LIMITED
ABN 81 147 812 164
AND CONTROLLED ENTITIES
INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PSC INSURANCE GROUP LIMITED

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the consolidated entity'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 consolidated entity'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 consolidated entity 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 consolidated entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the consolidated entity 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.

INDEPENDENT AUDITOR'S REPORT (continued)



PSC INSURANCE GROUP LIMITED
ABN 81 147 812 164
AND CONTROLLED ENTITIES
INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PSC INSURANCE GROUP LIMITED

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 18 to 29 of the directors' report for the year ended 30 June 2018. In our opinion, the Remuneration Report of PSC Insurance Group Limited and controlled entities 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.

S SCHONBERG
Partner

PITCHER PARTNERS
Melbourne

22 August 2018

SHAREHOLDER INFORMATION

As required under the ASX Listing Rules, the Directors provide the following information.

Shareholding Analysis

(a) Distribution of Shareholders

At 8 August 2018, the distribution of shareholdings was as follows:

Range	Securities	08 August 2018		
		%	No. of holders	%
100,001 and Over	233,100,653	95.36	87	9.61
10,001 to 100,000	9,219,025	3.77	288	31.82
5,001 to 10,000	1,183,479	0.48	144	15.91
1,001 to 5,000	908,481	0.37	280	30.94
1 to 1,000	41,870	0.02	106	11.71
Total	244,453,508	100.00	905	100.00

(b) Substantial Shareholders

The number of shares held by the substantial shareholders listed in the Company's register of substantial shareholders as at 8 August 2018 were:

Name	Number of Shares
Mrs Melissa Jane Dwyer	69,500,000
Austin Superannuation Pty Ltd	35,410,600
Glendale Dwyer Pty Ltd	34,571,522
HSBC Custody Nominees (Australia) Limited	20,411,998

(c) Class of shares and voting rights

At 8 August 2018, there were 905 holders of ordinary shares in the Company. All of the issued shares in the capital of the parent entity are ordinary shares and each shareholder is entitled to one vote per share.

SHAREHOLDER INFORMATION (continued)

year ended 30 June 2018

(d) Twenty Largest Shareholders (At 8 August 2018):

Rank	Shareholder	Number of Shares
1	MRS MELISSA JANE DWYER	69,500,000
2	AUSTIN SUPERANNUATION PTY LTD	35,410,600
3	GLENDALE DWYER PTY LTD	34,571,522
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	20,411,998
5	CITICORP NOMINEES PTY LIMITED	10,472,182
6	LOCUST FUND PTY LTD	8,013,078
7	J P MORGAN NOMINEES AUSTRALIA LIMITED	7,736,287
8	MR MICHAEL DAVID GUNNION & MRS DEBRA LEE GUNNION	4,715,403
9	WALKER INSURANCE & FINANCIAL SERVICES PTY LTD	4,451,168
10	NAMARONG INVESTMENTS PTY LTD	3,320,354
11	UYB.COM PTY LTD	3,117,479
12	NATIONAL NOMINEES LIMITED	2,813,234
13	UBS NOMINEES PTY LTD	2,491,997
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	2,471,289
15	SILVERVALE PASTORAL CO PTY LTD	1,486,769
16	MR JOSHUA MARTIN REID	1,000,000
17	BNP PARIBAS NOMS PTY LTD	952,347
18	MRS TRACEY MCLAREN	865,781
19	RABBIT ROO TAS PTY LTD	860,531
20	BANDS SA PTY LTD	859,049

CORPORATE INFORMATION

Directors

Brian M Austin (Non-Executive Chairman)

Paul R Dwyer (Managing Director)

John R Dwyer

Antony D Robinson

Melvyn S Sims

Group Secretary

Stephen G Abbott

Registered Office

96 Wellington Parade

East Melbourne, Victoria, 3002

W : www.pscinsurancegroup.com.au

Auditors

Pitcher Partners

Level 13, 664 Collins Street

Docklands, Victoria, 3008

Share Registry

Link Market Services Ltd

Tower 4, 727 Collins Street

Melbourne, Victoria, 3008

Stock Exchange Listing

PSC Insurance Group Ltd shares are listed on the Australian Stock Exchange with ASX Code: PSI



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