SIRTeX

# ANNUAL REPORT 2014

# About Sirtex

Sirtex is now supplying SIR-Spheres microspheres in more than 30 countries, actively working to improve the outcomes for people with liver cancer. Together with the assistance of medical practitioners, we are challenging established practices and developing innovative new therapies that promise to improve lives.

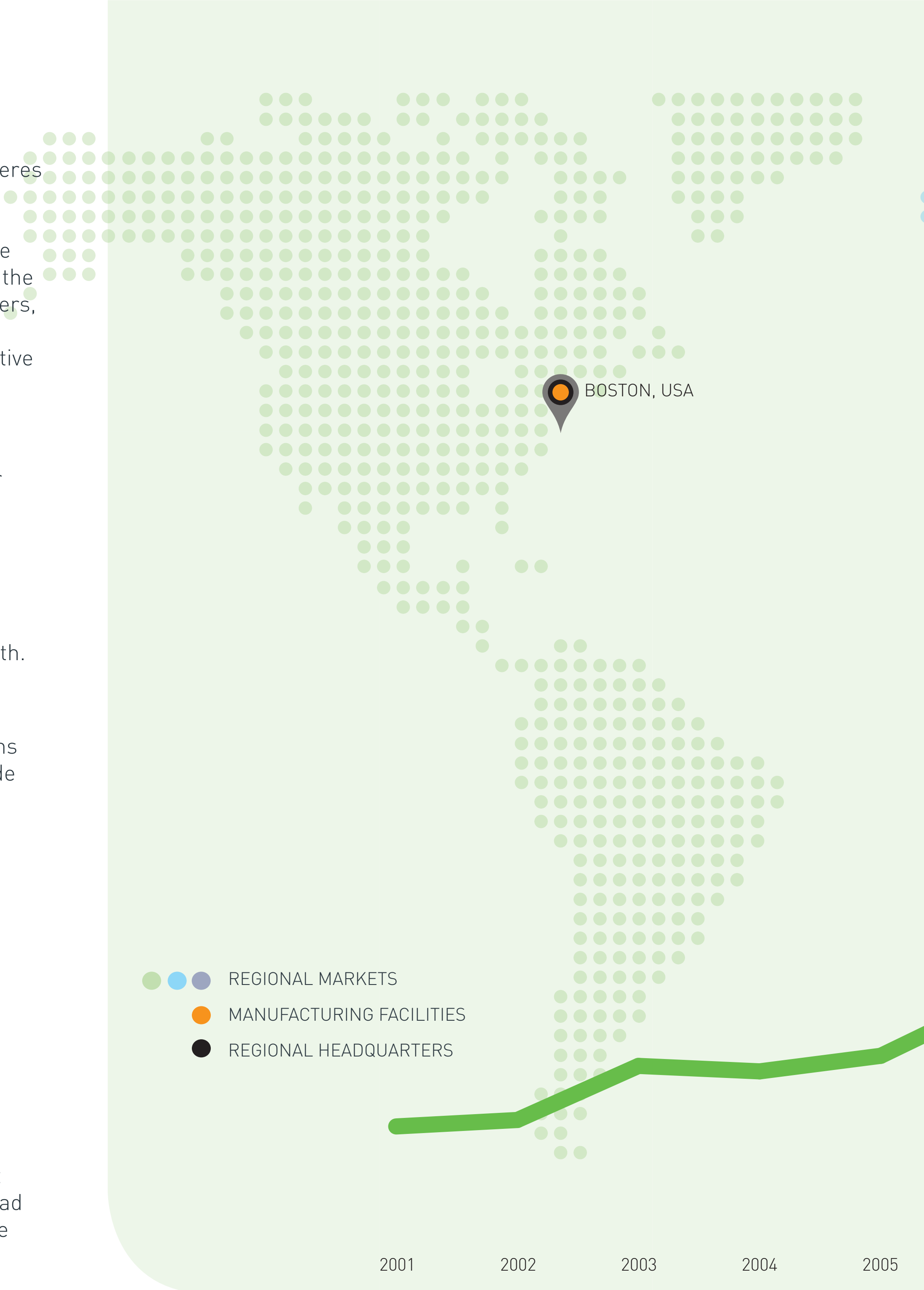
Our ongoing success is based on a commitment to serving our customers, professionalism, continuous improvement and innovation.

Our vision is to help make liver cancer a chronic disease that patients can successfully live with.

We produce a life enhancing therapy with the potential to improve the quality of life for tens of thousands of people worldwide every year.

Our business revolves around helping medical professionals use our product to improve the clinical outcomes and quality of life for people with liver cancer and bringing a number of new treatments and innovations to market that will also improve the quality of life and standard of care for cancer patients.

All our activities are focused on these goals and supporting the medical professionals who treat people with liver cancer. Our head office is in Australia and we have substantial manufacturing and operations in the US, Germany and Singapore.

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## 2014 DOSE SALES

17.3%


## 2014 REVENUE

33.7%

## 2014 NET PROFIT AFTER TAX

30.6%

# PRODUCT EVOLUTION

Sirtex's bold vision is that one day liver cancer will no longer be a terminal disease that patients frequently die from but a chronic condition that patients can successfully live with.


Expanding uses for our unique therapy.

**Delivering on this ambitious goal will require extensive engagement and collaboration with other leaders and experts around the world today and into the future.**

Our approach to achieving our goal is both pragmatic and realistic. We know we won't achieve this goal on our own. We do know we can make significant progress by collaborating and sharing our knowledge with the many others who also share our vision for healthcare and humanity.

We are encouraged by the numerous medical advances over recent decades that have turned once terminal diseases into tolerable chronic conditions. Advances in treating HIV, diabetes and ischemic heart disease illustrate what can be achieved. Sirtex envisions similar advances occurring in the treatment of cancer.

Over the past four years Sirtex has invested significantly in clinical programs aimed at expanding the use of our current SIR-Spheres microspheres product. Our focus has been on obtaining the clinical data that will help healthcare professionals deliver better outcomes for patients with metastatic colorectal cancer and hepatocellular carcinoma.

As we draw closer to realising this goal, our attention is also shifting to how we can further unlock the full potential of our unique technology platform and expertise in interventional oncology to help medical professionals treat an even wider range of cancers.

Interventional oncology innovations like SIR-Spheres microspheres are a part of the unrelenting advances in medicine towards more cost-effective, less invasive and more effective therapies and treatments. The rapid evolution and adoption of minimally invasive procedures in cardiothoracic and orthopaedic surgery are good examples.

Sirtex actively collaborates with leading universities, researchers and other medical and technology innovators on a range of programs aimed at unlocking and expanding the uses for our core expertise in microsphere technology to establish a range of new therapies aimed at delivering better clinical outcomes for cancer patients.

We expect these collaborations will continue to expand as our core business grows stronger internationally, providing us with a solid foundation of revenue and customers.

An example during the reporting period was our three year commitment to support researchers at The Australian National University to look at ways to treat solid tumours through the application of nano-particle technology.

Another milestone was our collaboration with Guerbet to examine ways SIR-Spheres microspheres can be combined with Guerbet's widely used imaging agent Lipiodol to address the unmet clinical needs in patients with hepatocellular carcinoma, metastatic colorectal cancer and metastatic neuroendocrine tumours.

Our collaboration with Guerbet is just one of many ways Sirtex is working to expand the potential of SIR-Spheres microspheres and our expertise in delivering real solutions to help medical professionals change cancer from a terminal desease that patients unfortunately often die from, to a chronic condition that many patients can successfully live with, or be cured of.

Elizabeth Deylen is one of the many people worldwide whose liver cancer has been successfully treated with SIR-Spheres microspheres.

"I would die within months if nothing was done."

Making plans: Elizabeth Deylen (right) with her sister Andrea in Melbourne, Australia. Together they are planning a holiday and living life to the fullest after Elizabeth's treatment with SIR-Spheres microspheres in 2012.

**"In June 2012 I was told I had stage four bowel cancer with metastatic liver cancer. I was 47 years old. The metastases in my liver were so all encompassing and inoperable. I was terminal and would die within months if nothing was done.**

Within weeks of diagnosis, I was given scans, surgery and started chemotherapy in preparation for the one thing that has ensured my survival for the last two years, SIRT (selective internal radiation therapy).

I consider myself one of the lucky few because my oncologist, Associate Professor Peter Gibbs, was aware of SIR-Spheres microspheres and had more than a decade of experience treating patients with SIRT. It was one of those happy coincidences, a moment of synchronicity, where the patient and the doctor meet at the right time. I just happened to be suitable for SIRT treatment according to Professor Gibbs.

I am convinced, without a shadow of a doubt, I am still here today because of the SIRT treatment. I came from a scenario of being dead within months to having my life extended so that I could get my affairs in order, tell all the people I care about that I love them and shorten my bucket list considerably.

Last year I travelled to Europe with my gorgeous sister Andrea and loving husband Michael to visit our relatives and see some of the great cities of the world. I bought an S-Type Jaguar for those country drives around Victoria, I get to spend more time talking with my son Max, who is a chemical engineer in Sydney, and I am busy raising two mischievous puppies that make me smile every day.

SIRT has eradicated the metastases in my liver to the point there is no longer any cancer there. Since my SIRT treatment in 2012, I have had 90 per cent of my large intestine removed, my appendix removed, a separate and unrelated thyroid cancer removed and I am currently having a second run of 12 sessions of chemotherapy because the bowel cancer has now moved to my lungs. The good news is the tumours in my lungs are shrinking.

I have no unrealistic expectations for the final outcome, however, for the last two years I have lived a life full of happiness, love, laughter, travel and good times.

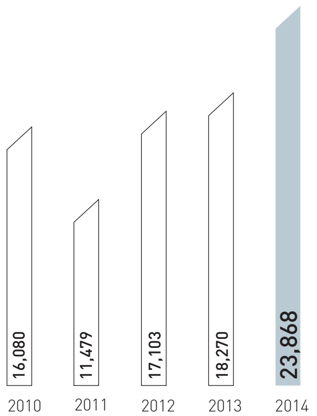
I will always be grateful to Professor Gibbs and his wonderful team who have given me the time to end my life well and I know that if I had not been treated with SIR-Spheres in August of 2012, I would not be here today planning my 50th birthday in August 2014."

# 2014 FINANCIAL SUMMARY

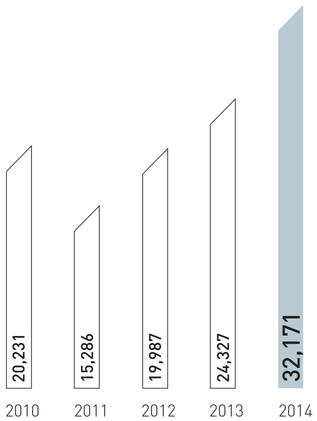
## FIVE YEAR SUMMARY

| | 2010 | 2011 | 2012 | 2013 | 2014 |
|---|---|---|---|---|---|
| Dose sales (units) | 4,171 | 4,977 | 6,141 | 7,299 | **8,561** |
| **'000** | | | | | |
| Sales revenue | 64,333 | 70,686 | 82,627 | 96,774 | **129,363** |
| R&D investment | 3,062 | 5,632 | 5,723 | 6,615 | **7,981** |
| Clinical investment | 8,867 | 10,402 | 12,243 | 15,872 | **22,168** |
| Profit before income tax | 19,103 | 14,354 | 22,118 | 24,507 | **31,110** |
| Net profit | 16,080 | 11,479 | 17,103 | 18,270 | **23,868** |
| Capital investment | 1,384 | 3,785 | 1,092 | 3,685 | **6,187** |
| Total assets at 30 June | 66,660 | 76,785 | 96,656 | 117,766 | **148,710** |
| Total equity at 30 June | 51,543 | 60,142 | 73,548 | 87,684 | **107,583** |
| Net tangible assets at 30 June | 50,155 | 52,357 | 57,314 | 59,762 | **60,219** |
| Earnings per share (cents) | 28.8 | 20.6 | 30.7 | 32.8 | **42.5** |

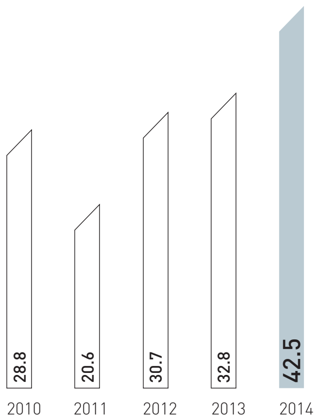
### PROFIT AFTER TAX
$'000



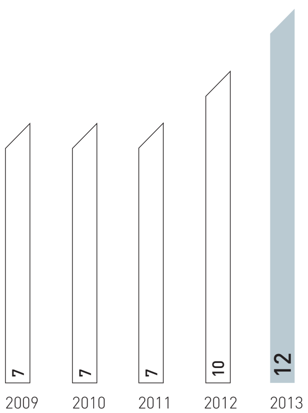

### OPERATING CASH FLOW
$'000



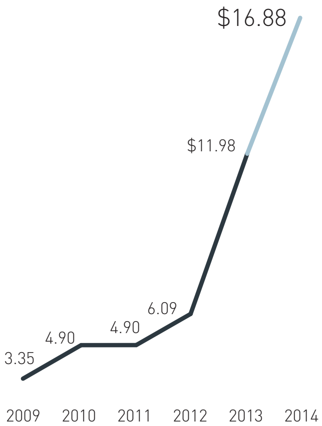

### EARNINGS PER SHARE
CENTS



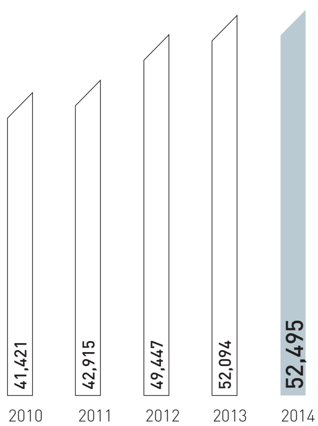

### DIVIDENDS PER SHARE
CENTS




### SHARE PRICE
$ (AT 30 JUNE EACH YEAR)




### CASH ON HAND
$'000 (AT 30 JUNE EACH YEAR)



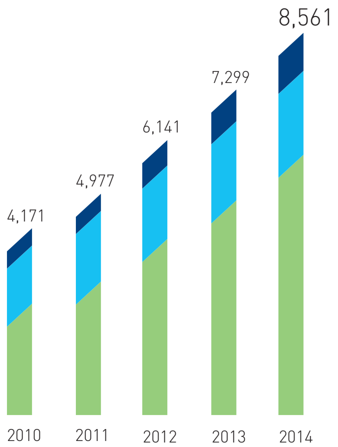
**40** consecutive quarters of growth

**25%** annual growth of $1 invested in Sirtex in 2004

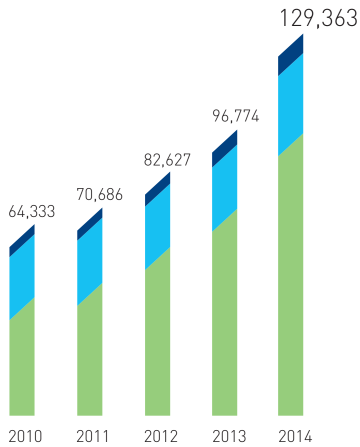
**17.3%** growth in sales in 2014

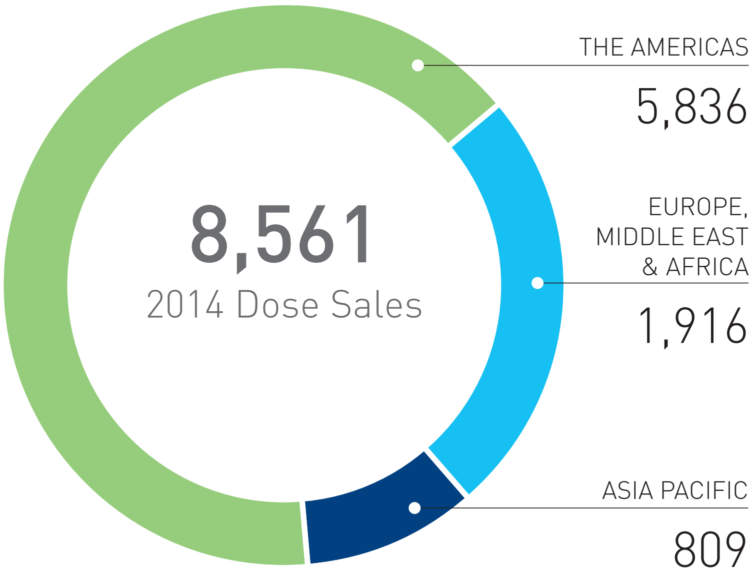
**30.9%** annual growth in sales since 2004


**DOSE SALES GROWTH**
UNITS




**SALES REVENUE**
$'000




ASIA PACIFIC EUROPE, MIDDLE EAST & AFRICA THE AMERICAS

# REGIONAL MARKETS

## Another year of achievement

Sirtex's strong business performance this year was underpinned by our SIR-Spheres microspheres business, expansion in current markets and entry to new markets, manufacturing capacity expansion and our global clinical, research and development activities.

## THE AMERICAS

### PERFORMANCE

- Revenue grew 37.4 per cent to $96.0 million.
- Dose sales grew 22.5 per cent to 5,836.

### MARKET GROWTH INITIATIVES

We currently have over 400 active treating centres in the US and this year the team has been focused on a number of market development initiatives including:

- Implementation and execution of regional strategies focused on treating and referring physician communities.
- Investment in the business, including increasing the number of customer-facing staff and programs targeted at raising awareness amongst the Medical, Surgical, and Radiation Oncology communities.
- Expansion of treatment centres and treatment adoption within the Interventional Radiology community.
- Moving treatment from a specialised 'Centres of Excellence' type model to a mainstream treatment offered by academic and community medical centres.
- Early stages of acceptance of Y90 by the Medical, Surgical, and Radiation Oncology communities as an option for their mCRC patients, driven by education from our market development and marketing team activity and programs.
- Digital marketing strategies to raise awareness amongst patients and advocacy groups.
- Hiring and training of a full team of Oncology Market Development Managers who have partnered with their Radiology counterparts to bring together all relative disciplines for discussions on optimal patient care.
- We initiated local, regional, and national training programs for oncologists and are working with our regional partners to assess and plan for SIRFLOX data release in 2015.
- A major focus is preparing for increased volumes and working to prepare our treatment centres for success as well as making sure reimbursement is organised and the appropriate hospital resources are dedicated to treating patients with SIR-Spheres microspheres.

## EUROPE, MIDDLE EAST, AFRICA

### PERFORMANCE

- Revenue grew 24.6 per cent to $27.7 million.
- Dose sales grew 5.6 per cent to 1,916 on the back of improved reimbursement and funding in a number of European Union markets and the opening of 30 new treatment sites across EMEA.

### MARKET GROWTH INITIATIVES

- A major focus is the reimbursement and funding environment in key markets.
- A key achievement was helping increase National Health Services (NHS) patient access to SIR-Spheres microspheres in the United Kingdom.
- We have increased the promotion of SIR-Spheres microspheres to referring oncologists, liver surgeons and hepatologists through the sales team and at national and European congresses.
- We expanded the sales and marketing team to further improve sales coverage and increase our marketing activities in 2015.
- In 2014, the EMEA office organised 10 satellite symposia promoting the use of SIR-Spheres microspheres at national and European congresses throughout the year.
- New promotional materials, including an iPad sales aid, will further support the sales team in their efforts.

# ASIA PACIFIC

- Sirtex sponsored the Fifth European Multidisciplinary Symposium on Liver Directed Cancer Therapies using Y90 Microspheres in Rome in February 2014. This event attracted more than 500 delegates.
- During the reporting period we executed a program of key opinion leader developments to engage with top oncologists ahead of the release of the SIRFLOX results.
- Sales and marketing are working with new centres to drive appropriate patient referrals from clinicians inside and outside the centre through face-to-face contact and educational meetings.
- Plans to open a further 25 new centres in 2015 are on schedule
- An extensive series of advisory board meetings to engage and prepare key opinion leaders from different specialties ahead of the SIRFLOX results in 2015.
- Developed a cost-effectiveness model to support national Health Technology Assessments once the SIRFLOX results are published.
- We plan to organise more satellite symposia in 2015 to promote the use of SIR-Spheres microspheres and improve awareness of the SIRFLOX data amongst referring clinicians.
- Further plans in 2015 to improve the environment for reimbursement and funding and prepare payers for the publication of the SIRFLOX results.

## PERFORMANCE

- Revenue grew 20.9 per cent to $5.7million.
- Dose sales grew 12.4 per cent to 809 on the back of new regional markets and growing awareness and acceptance of the treatment in various countries.

## MARKET GROWTH INITIATIVES

- The regional office and manufacturing facility in Singapore continues to grow with a key focus on business expansion and the appointment of experienced oncology staff in the commercial and business support functions.
- Focus on a direct sales business model to increase presence in the region. Started business in Hanoi and will be expanding to other cities in Vietnam in 2014.
- Sirtex organised the second Asia Pacific Symposium in Singapore on Liver-directed Y90 Microspheres Therapy in November 2013.
- We have adopted and are applying health economic models for reimbursement of SIR-Spheres microspheres in key Asia markets.
- Recruitment into the 360 patient SIRveNIB study continues to gather pace and is progressing well across 12 countries.
- The team initiated six new sites in Korea, Taiwan and Singapore for FOXFIRE Global study.
- We opened nine new treatment centres in Australia, India, Vietnam and Thailand during the reporting period.
- Continual development of KOLs in multi-disciplinary teams including Medical Oncologists and Gastroenterologists to strengthen the business.

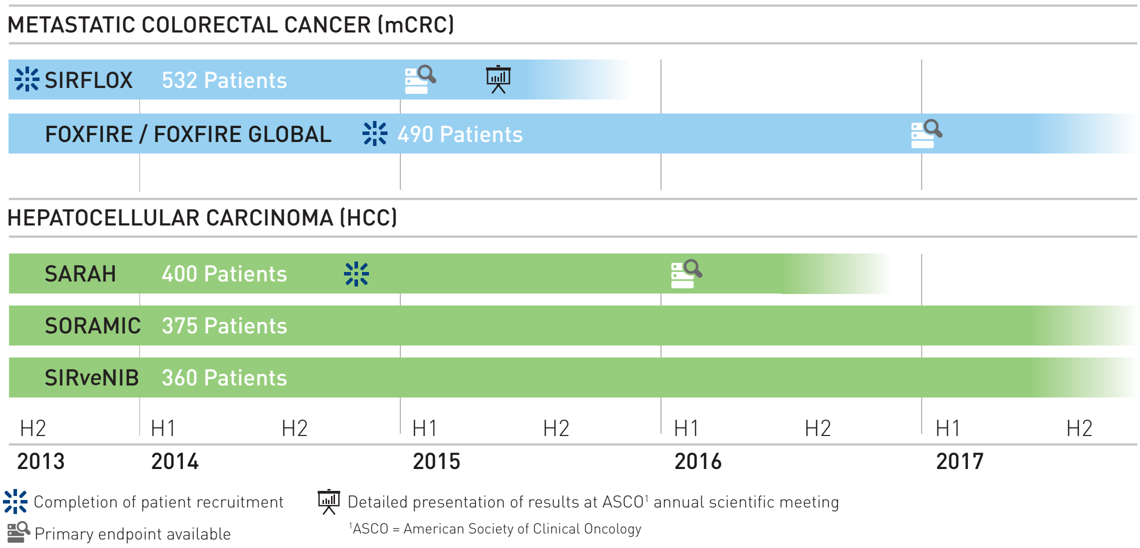
# CLINICAL INVESTMENT

**We believe our investment in clinical studies will unlock the full potential of SIR-Spheres microspheres and expand its use as a first line treatment.**

During the reporting period, investment in clinical programs reached a record of $22 million. This is a direct reflection of accelerating patient recruitment rates driven by growing interest among the medical community in our programs.

With the data from SIRFLOX due to be presented in 2015, attention is also focused on the pending completion of recruitment in the FOXFIRE, FOXFIRE Global and SARAH studies.

In addition to our five major randomised studies here, we are also preparing to activate new clinical programs to examine the efficacy of our SIR-Spheres microspheres platform in the treatment of a range of other cancers. All of these efforts are part of our goal to support the work of the medical profession worldwide and to change cancer from a terminal disease that patients frequently die from, to a chronic disease that patients can successfully live with.




# RESEARCH AND DEVELOPMENT

**Sirtex continues to make investing in R&D a priority. Expanding and enhancing the commercial application of our platform technology, collaboration with our expert partners and protecting our intellectual property in major markets are key functions of our R&D investment.**

Over the past five years we have invested $29 million in R&D. During the reporting period, Sirtex's investment reached a record high of $8.0 million, reflecting a growing portfolio of potential new products and therapies progressing towards commercialisation.

Sirtex's global R&D activities are directed at supporting our current market leadership and the development of promising new therapies that support our technical and commercial capabilities in interventional oncology and radiation medicine.

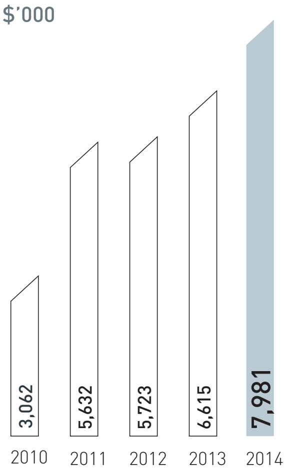
During the year, we achieved a number of important milestones including the filing of patents in major jurisdictions relating to enhancements and administration and the use of SIR-Spheres microspheres.

Collaboration is a key driver of innovation and during the reporting period we formalised our established relationship with The Australian National University with a three-year professorial chair. The investment will focus on new applications of carbon cage nanoparticle technology to provide new targeted and localised therapeutic options for cancer patients. A similar collaboration in Singapore is advancing.

Significant progress was made on the SIR-Spheres Evolution Program which is approaching market trials and regulatory applications in multiple markets.

We continued to build on our world leading position in radioactive microsphere technologies for the treatment of cancer and made excellent progress in the development of a protocol that will allow quantitative imaging of SIR-Spheres microspheres using PET scanning. Our goal is to give medical professionals greater ability to customise patient doses to support better clinical outcomes.

**INVESTMENT IN R&D**
$'000

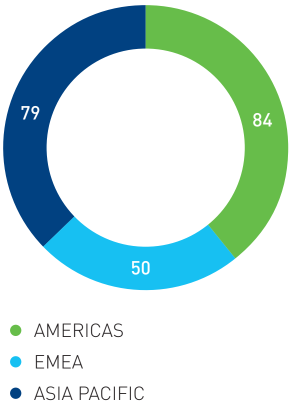


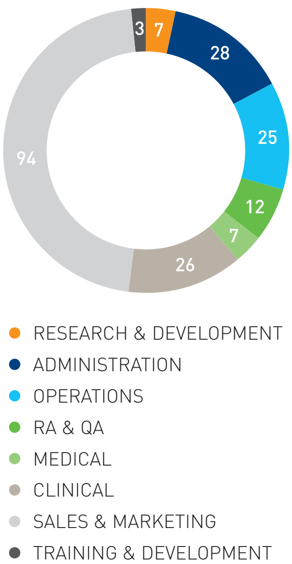
# OUR PEOPLE

With a growing and diverse customer base Sirtex respects and acknowledges the value and benefit a diverse workforce contributes to the community it serves.

Members of the global finance support team.


## WORKFORCE PROFILE AND NUMBERS



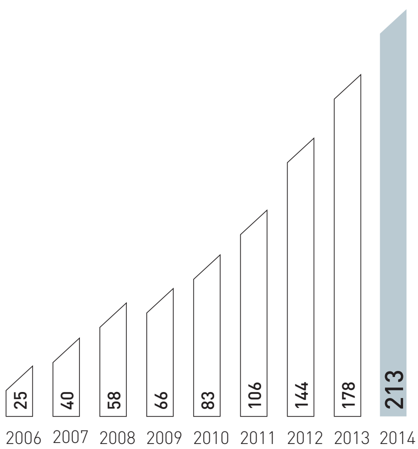

**At the end of the reporting period, Sirtex had increased the number of employees globally by 20 per cent from the previous year. Responsibly managing our employees across 20 countries is critical to the ongoing success of our business.**

We are fortunate to have a dedicated and passionate group of people from around the world who continue to view Sirtex as a great place to both begin and sustain their careers. Sirtex's high participation rate is evident with 21 per cent of our global workforce celebrating five years' service with the company.

The quality and breadth of our business worldwide is a direct by-product of our recruitment strategy and our ability to attract and retain high calibre, talented professionals. We intend to expand our workforce at the same rate over the next financial year.

## GROWTH IN EMPLOYEE NUMBERS GLOBALLY

SINCE 2006




It is incumbent upon us to ensure we are always adapting to the realities of the workplace. We offer challenging work and competitive remuneration packages and benefits that reward excellence, quality of service and innovation.

Providing a flexible and inclusive workforce is another key enabler to providing a high level of support to each other and our valued clients in the medical profession. Almost 40 per cent of the Sirtex team work from a home office or enjoy a flexible working arrangement.

Our highly regarded, quarterly internal magazine – InnerSphere is a communication vehicle to inform our global team of the company strategy, events and news. Our challenge for the coming year is to further develop our communication tools and programs to support our growing and diverse employee base.

Sirtex promotes health, safety and well-being in the workplace. Sirtex has been fortunate to experience very few work-related injuries and will continue to strive for an injury-free workplace. In 2013, we partnered with DuPont to develop a global program to review our safety procedures and identify any areas for improvement in our practices globally. Since working with our teams in Europe, the Americas, Singapore and Australia, the exercise has led to a number of new preventative measures and reviews, as well as developing emergency preparedness strategies and looking in more detail at how we share safety information about issues across the business.

# IN THE COMMUNITY

Sirtex is a committed and active member in the medical, scientific, patient and research communities we work with around the world.

**Our goal is to create the foundations for a long term sustainable business which is respected, supported and welcomed wherever we operate.**

**Engaging with key stakeholder groups helps Sirtex build trust and gain further insights into the real challenges faced by the medical community and patients.**

## MEASURING OUR PERFORMANCE

In 2014 Sirtex contributed significantly towards supporting patient, medical and research communities and stakeholders worldwide.

### Patient Communities

Sirtex is a proud long term sponsor of the US-based international patient advocacy group YES! Beat Liver Tumors, through educational grants and support at national industry conferences. In Europe we work with a number of local and national patient advocacy groups such as Bowel Cancer UK and the European Cancer Patients Association to develop awareness of the treatment options available. Sirtex is mindful of the independence of all these groups and we seek to conduct all our efforts in a transparent and open manner.

### Medical Communities

Medical professionals provide valuable input into several areas of our business including research and development, clinical programs, and patient treatment guidelines. Our engagement with the international medical community includes hosting professional education and development programs, gathering product performance information, developing treatment protocols and educating patients and care givers. In the US this year Sirtex invited 100 Interventional Radiologists to participate in a three-day peer-to-peer advanced training program in New York.

Sirtex has an ongoing proctoring program to educate physicians on the safe and effective use of SIR-Spheres microspheres and during the year we provided training for over 100 physicians.

Sirtex is a major supporter of the Society of Interventional Radiology Foundation through annual research grants, an international residents scholarship, training programs, the annual meeting and a fellowship program. During the reporting period we also provided surgical training grants to the Americas Hepato-Pancreatic Biliary Association and World Congress of Interventional Oncology.

In Europe we supported a number of professional organisations and conferences including the annual European Society for Medical Oncology meeting and the Cardiovascular and Interventional Radiology Society of Europe.

Sirtex's EMEA office also supports structured training programs through a formal proctorship program.

### Research Communities

As a business founded on successful research and development, Sirtex is committed to supporting initiatives which create career pathways for promising researchers.

We seek to recognise excellence in medical research aimed at making cancer a chronic disease. To this end in August 2013 we sponsored the Excellence in Translational Cancer Research at the NSW Premier's Awards for Outstanding Research.

Sirtex also supports a large number of medical professionals and investigator led studies that help enhance the knowledge of our product and its ability to help treat a range of cancers.

Our support and collaboration with research hospitals and universities is an essential part of the work we do to develop new products and improve current treatments.

Our efforts in this area are focused on supporting research that explores additional uses of our product platform.

A broad mixture of insights, opinions and views is an essential component of supporting our future product pipeline. Our engagement encompasses working directly on R&D projects, supporting awards and research grants, along with sharing insights and knowledge.

During the reporting period we provided numerous educational grants to multidisciplinary groups such as the World Conference of Interventional Oncology Global Embolization Symposium and Technologies as well as to focused research groups such as the Americas Hepato-Pancreatic-Biliary Association.

A research grant to North Carolina State University will help expand our knowledge and understanding of Yttrium 90 and its clinical use.

During the reporting period, the EMEA office supported a number of investigator initiated studies with a range of partners including the University of Oxford, Cancer Research UK and the University of Magdeburg in Germany. We helped several young researchers attend important international medical conferences.

### Local Communities

Sirtex seeks to be a responsible and positive force in our local communities worldwide. Employees are encouraged to participate in community projects where they believe Sirtex can make a meaningful difference through volunteering or fundraising.

In the US our employees are active members of their local Oncology Nursing Societies. Members of the team joined a run to support victims of the Boston Marathon bombings.

In Europe, our head office participated in a number of community running events and is an active member of the Bonn Business Ambassadors Group.

In Australia, a team from Sydney will complete a 200 km charity ride to raise money for cancer research.

- Sirtex employees in the US run to raise money for Boston Marathon bomb victims and their families
- Sydney employees join the 200km ride to Conquer Cancer

## LOCAL COMMUNITIES


Staff from the Sirtex US office take part in a fun run to raise money for local families.

- Study grants support the next generation of interventional oncologists
- We support medical leaders working to advance knowledge of interventional oncology therapies

## MEDICAL COMMUNITIES


Dr David Boshall of St Vincent's Hospital in Sydney talks with Sirtex's Medhat Dawoud.

While our decisions are made locally, our energies and contributions are united and directed towards four distinct areas:


American actress Carolyn Hennesy with Beat Liver Tumors co-founder Suzanne Lindley at an event in Los Angeles, California.

## PATIENT COMMUNITIES

- Sirtex supports YES! Beat Liver Tumors and its support for patients and their families
- We work to expand awareness and access to SIR-Spheres microspheres


We support the next generation of medical and research professionals.

## RESEARCH COMMUNITIES

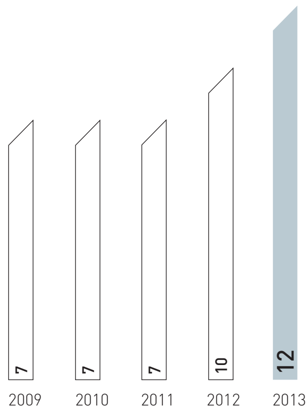
- Sirtex sponsors the NSW Premier's Cancer Research Awards
- We seek to support the next generation of researchers and interventional oncology experts

# CHAIRMAN'S REPORT

Sirtex's record dose sales, revenues and share price performance detailed in this 2014 Annual Report round out a decade of continuous sales growth.

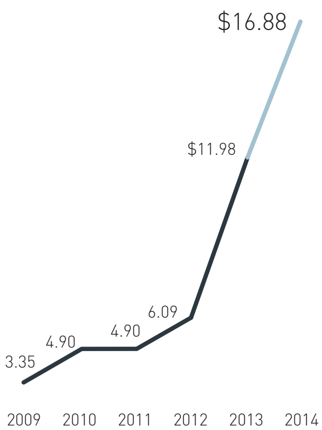
Chairman
Richard Hill

**DIVIDENDS PER SHARE**
CENTS




**This year's many achievements, as in the past, are the result of careful and prudent long term planning, investment and commitment to our *2020Vision* strategy and meeting the needs of our customers worldwide.**

**SHARE PRICE**
$ (AT 30 JUNE EACH YEAR)




These achievements demonstrate that great results take time and that Sirtex is focused on creating long-term value for its shareholders. This is the context through which investors should always view our business.

Our goal to change liver cancer from a terminal disease to a chronic disease is ambitious and will take time. We know the potential rewards for the thousands of medical professionals, patients and their families and our shareholders will be profound.

We believe Sirtex's growth has only just begun and that our *2020Vision* strategy is appropriate to ensure the long term sustainability and growth of the organisation for investors.

## 2014 FINANCIAL RESULTS

We achieved record dose sales of 8,561, an improvement of 17.3 per cent on the previous year. Total product revenue for 2014 was $129.4 million, up 33.7 per cent. Net profit after tax was $23.9 million, up 30.6 per cent on last year.

Profit before tax was up 26.9 per cent to $31.1 million.

Cash from operations was $32.2 million, up 32.2 per cent on the previous year and the company increased its cash holdings from $52.1 million to $52.5 million at the end of the reporting period.

These solid results give us great confidence in Sirtex's long-term growth potential and the soundness of our *2020Vision* strategy. The company's activities and financial results are discussed in detail in the Directors' Report.

## DIVIDENDS

Our strong financial position and positive future outlook has also permitted the company to pay a dividend to shareholders over the last five years, including a total of $6.7 million in October 2013. Sirtex has now paid shareholders a total of $24 million in dividends since 2010. The Board continues to monitor cash flow, ongoing capital requirements and our committments as we make future dividend decisions.

## MULTIPLE GROWTH INITIATIVES

Our commitment to creating long-term value and growth has seen the business invest in the necessary infrastructure, capabilities and support needed for a company with sales many times larger than what they are today.

Our focus for the coming financial year is to prepare the business for a significant uplift in sales and demand including marketing and the training of new employees.

I am pleased to report our expanded facility in the US will become operational within the next few months and our new manufacturing facility in Frankfurt, Germany will be operational early in calendar year 2015.

Another major capital investment has been our commitment to enhance our internal systems and resource planning capabilities.

Sirtex plans to invest approximately $3 million in a new integrated software application to bring greater efficiencies to our collection, storage and use of business information to empower our manufacturing, clinical and marketing teams, streamline our administrative procedures and further improve our competitiveness.

Together these investments put our business in a solid position ahead of the release of data from our global SIRFLOX study in 2015.

## CLINICAL INVESTMENT TO DELIVER OUTCOMES

Our largest investment to date has been in our extensive global clinical program. Our medical customers want better outcomes for their patients and we work with them to achieve this.

We are hopeful of positive outcomes from the SIRFLOX study and the expansion of our clinical programs into new therapeutic areas.

The fact that all of our clinical studies are recruiting strongly is a positive sign. Delivery of the results will be a tremendous achievement and contribution towards helping medical professionals improve outcomes for people with liver cancer.

All of us at Sirtex are excited about the potential our technology platform holds to help treat a wide range of other common and hard to treat cancers and bring hope to more people.

## RESEARCH & DEVELOPMENT

Our clinical programs are not only focused on expanding the use of our product. They also play a valuable role in developing treatment protocols and insights that create significant competitive advantages for Sirtex and major benefits for medical professionals and their patients.

Sirtex's ability to continue to innovate is crucial to our success over the coming decade.

Investment in R&D remains an important driver for future growth and we have an exciting portfolio of product enhancements and new product technologies in our pipeline at various stages of development.

During the reporting period we invested 6.2 per cent of revenue back into R&D and development of new product technologies. Our customers can see we are a long term partner in their efforts to lighten the burden of cancer.

## DIRECTOR AND BOARD ACTIVITIES

There were no changes to the Board membership during the reporting period. The Sirtex Board has worked cohesively and productively for several years now. It remains focused and committed to ensuring the global management team has the necessary resources and expertise required to continue to expand the business internationally.

Our management team has successfully and consistently worked well together under the leadership of our Chief Executive Officer, Gilman Wong. Staff and management stability is a key asset and one of the reasons we are able to maintain solid performance.

## OUR DEDICATED EMPLOYEES WORLDWIDE

Our business enjoys significant loyalty with 80 per cent of the staff we employed five years ago still with us today. They are a great team and I am always energised to meet many of the new members and hear why they have joined our organisation.

Sirtex employees are talented and united in their focus to execute and deliver on our strategy to create market leadership through solving the problems faced by our medical customers. They are also committed to deploying our resources wisely and delivering financial performance to create long term shareholder value.

The Board appreciates that our success is built on the hard work and commitment of our dedicated management and staff who represent Sirtex and contribute to our good reputation among our customers in more than 30 countries around the world each day.

## A RESPONSIBLE COMMUNITY MEMBER

Sirtex is committed to conducting business ethically and contributing to the social, environmental and economic wellbeing of the many communities in which we operate.

Our report this year details our commitment and support for a range of stakeholders in the medical, patient research and local communities worldwide.

## OUTLOOK

The business fundamentals for minimally invasive interventional oncology solutions like SIR-Spheres microspheres remain strong and the Board believes the right settings are in place for our continued growth over the coming decade.

Targeted cost-effective treatments like SIR-Spheres microspheres are increasingly contributing towards improving outcomes and saving resources in the healthcare sector, while playing an important role in overcoming many of today's global healthcare challenges.

The Board is pleased with the progress made on all fronts and the performance of the Sirtex team. By all measures 2015 is shaping up to be another year of growth and prosperity for Sirtex as we pursue our goal of making a meaningful difference in the lives of people with cancer.

**RICHARD HILL**
CHAIRMAN

# CHIEF EXECUTIVE OFFICER'S REPORT

Chief Executive Officer
Mr Gilman Wong

FY14
Dose Sales
8,561

Revenue growth up
33.7%

Dose sales growth up
17.3%

## ANOTHER YEAR OF PROGRESS AND GROWTH

**Financial year 2014 saw the achievement of a significant milestone for Sirtex – 10 years of consistent quarterly dose sales growth.**

**This achievement, plus continued progress in the growth of Sirtex revenue, profitability, cash generation and shareholder value is an impressive achievement of which we at Sirtex are all proud.**

**Yet it is not the end of the story, it is just the beginning. Sirtex's *2020Vision* aims to deliver accelerated growth in the medium to longer term.**

Each day around the world, a growing number of medical professionals are witnessing the powerful potential of our unique therapy to help them in their efforts to improve the outcomes for their patients facing the challenge of liver cancer.

Together with the medical community, we share a common vision of a future where liver cancer is no longer a terminal disease. Unfortunately it is unlikely that a cure for liver cancer will be found in the foreseeable future. However we at Sirtex envisage a future in which liver cancer will become a chronic condition people can successfully live with.

The excellent results detailed in this report, and our performance over the past decade, combine to give Sirtex a very solid foundation on which to build a truly great global business.

We want to further unlock the potential of our unique technology, loyal customer base and world-leading expertise in interventional oncology solutions.

Over the last few years, many of us at Sirtex have been fortunate to personally meet a number of patients who have had their liver cancer treated with SIR-Spheres microspheres.

> **"Together with the medical community, Sirtex shares a vision where liver cancer is no longer a terminal disease but a chronic condition people can successfully live with."**

## Sirtex has structured the business for sustainable long-term growth based on three core foundations

1. SIR-Spheres microspheres
2. Research & Development
   SIR-Spheres Evolution
   New Technology
3. Mergers & Acquisitions

It is these deeply moving personal stories and outcomes that inspire and motivate our important work each and every day.

The growing number of liver cancer patients successfully living with their disease, and the insights of the dedicated medical professionals who treat them, illuminates a bright and hopeful path forward for Sirtex and the wider international medical community.

Together they are showing us what is possible and reinforcing our commitment to making liver cancer a disease we hope many more people can successfully live with or overcome altogether.

These insights drive our collective efforts guided by our *2020Vision*.

### *2020VISION* STRATEGY

Implementation of our *2020Vision* continues to shape and guide both short and long-term decision making across the business.

Sirtex's *2020Vision* focuses on a range of initiatives around our current product and its evolution, research and development, expansion of our capabilities, ability to serve our customers and deliver on our goals.

Cancer is notoriously difficult to treat and so our vision to maintain and drive long-term growth for our business and to expand our product portfolio is pragmatic and realistic.

Our *2020Vision* provides a robust structure for the business to enable sustainable long-term growth while delivering on our goals and vision.

It is based on three core growth pillars with the first focused on fully exploiting the SIR-Spheres microspheres technology platform not just in its traditional application for liver cancer, but also in cancers outside the liver such as kidney cancer and cancers involving other organs.

The second pillar supporting and guiding our decisions is aimed at evolving the current SIR-Spheres microspheres platform and related technologies, which include developments in carbon cage nanoparticles, coated nanoparticles and radioprotector technologies.

**"Our vision is pragmatic and realistic."**

The third pillar is focused on potential future merger and acquisition activities. This is not an area where we have been active but will potentially become more active in coming years as our business continues to expand globally.

As with the other pillars, our approach is methodical and practical. Sirtex will only be interested in acquiring new products or partnering with any businesses that add significant value and enhance the level of service and support we provide worldwide.

Our business is a long-term one and our valued customers in the medical profession are all long-term partners in helping deliver successful outcomes for their patients. It is important that we all continue to manage Sirtex's operations and growth in this context.

### CLINICAL PROGRAM

Under the first pillar of our growth strategy, our clinical investment is designed to significantly expand the use of our current SIR-Spheres microspheres product.

With our SIRFLOX study data currently being collected and verified, recruitment for our other large randomised controlled studies is progressing well.

The SARAH study is on track to complete recruitment by the 2014 calendar year end and the FOXFIRE study is due to complete recruitment shortly afterwards.

### Our $60 million investment in clinical studies is set to deliver

| STUDY NAME | START | TOTAL PATIENTS | % RECRUITMENT AT 30 JUNE 2013 | % RECRUITMENT AT 30 JUNE 2014 | TYPE OF LIVER CANCER |
|---|---|---|---|---|---|
| SIRFLOX | 2006 | 532 | 100% | 100% | mCRC |
| FOXFIRE<br>FOXFIRE GLOBAL | 2010 | 490 | 46% | 94% | mCRC |
| SORAMIC | 2010 | 375 | 41% | 63% | HCC |
| SIRveNIB | 2011 | 360 | 53% | 69% | HCC |
| SARAH | 2012 | 400 | 44% | 92% | HCC |

Clinical study results are complex and may be a challenge to interpret. Therefore we are planning to initiate a series of information sessions for investors to help them better understand clinical study results. These will be presented by independent experts and conducted well in advance of the SIRFLOX study data release.

We are also investing heavily in our sales and marketing and stakeholder education programs to facilitate the market's understanding of the final results when they are released.

We anticipate the SIRFLOX study results will be positive and we are planning for success. A positive outcome could lead to a step change in growth and acceptance of SIR-Spheres microspheres, moving our therapy further up the treatment chain to be used as a first line treatment for metastatic colorectal cancer (mCRC). However, it is important to remember a study result which is not positive will have little or no impact on our current sales growth and demand for our product. This is because our clinical studies are in first line therapy, whereas our current sales are in the salvage therapy market and we will continue to be able to serve a patient population that has few options.

As our large studies progress towards completion, we are directing our resources and skills towards providing therapies for a range of other potential indications.

Our RESIRT kidney cancer study is progressing well and we envisage moving our research into a pivotal global clinical study during the 2015 calendar year.

## RESEARCH, DEVELOPMENT & COLLABORATION

The second pillar of our vision is our investment in R&D. Sirtex continues to invest in innovation to ensure the advancement of our product offering is a priority.

During the reporting period our R&D investment was $8.0 million or 6.2 per cent of total revenue.

Our global R&D activities are aimed at supporting our current product and the parallel development of multiple new therapies that align with our core technical and commercial capabilities and skills in interventional oncology, targeted radiation therapies and innovative new approaches to treating cancer.

We know our goal to help make liver cancer a chronic disease is ambitious and won't be achieved on our own.

It is a goal greater than one person or company and a goal that makes Sirtex a key part of the wider international efforts underway by other leaders in the field.

The innovation required highlights the need for extensive collaboration. During the reporting period Sirtex continued to foster strong links with several other leaders in interventional oncology and related fields.

Our research in association with The Australian National University, University of New South Wales, Peter MacCallum Institute, and the National Cancer Centre Singapore is progressing well.

A key achievement this year was the start of our collaboration with Guerbet, a pioneer in the field of contrast agents with more than 80 years of experience.

Guerbet is the only global pharmaceutical group dedicated to medical imaging and has a complete offering of contrast products for X-Ray, MRI and interventional radiology. It also has a range of injectors and related medical equipment to provide improved diagnosis and treatment of patients.

To promote the discovery of new products and assure future growth, Guerbet annually devotes significant resources (about 10 per cent of sales) to research and development. The company employs more than 1,400 people worldwide and is listed on NYSE and Euronext Paris. In 2013 it reported sales of €387 million (AU$560 million).

Our research collaborations with all of these organisations help enhance and expedite our product development while reducing many of the risks and costs associated with undertaking such world leading work on our own.

Together these collaborations will move us closer towards the ground-breaking innovation we seek in order to lead and transform the market.

## ANOTHER EXCEPTIONAL YEAR OF ACHIEVEMENT

Growing global demand for our SIR-Spheres microspheres liver cancer therapy is directly reflected in our strong operating results and another year of record sales growth.

We continued the positive growth trend of the past decade with dose sales up 17.3 per cent to achieve a total of $129.4 million in revenue, up 33.7 per cent on the previous year.

Importantly for the future, we continue to make good progress with efforts to enhance and expand the use of our current product and develop our product pipeline and exciting new technologies. Some of the key milestones achieved by the Sirtex team during the reporting period include:

- Record revenues of $129.4 million, up 33.7 per cent on 2013
- Record dose sales of 8,561, up 17.3 per cent on 2013
- Net profit after tax of $23.9 million, up 30.6 per cent on the previous year
- Earnings per share of 42.5 cents, up 29.8 per cent
- Cash balance of $52.5 million and no debt
- Successful follow-up of patients in the SIRFLOX study with SARAH and FOXFIRE studies scheduled to complete recruitment by late 2014 and early 2015
- Opening of our new regional office in Bonn, Germany
- Our new European manufacturing facility in Frankfurt, Germany set to begin shipping customer orders in calendar year 2015
- Installation of the new manufacturing equipment in Wilmington, USA, ready for commissioning
- A new global collaboration agreement with Guerbet
- Winning Frost & Sullivan's Australian Life Sciences Company of the Year Award
- Awarded the NSW Premier's Export Award for Health & Biotechnology
- Presentation of the inaugural Sirtex Award for Excellence in Translational

Medicine at the New South Wales Premier's Award for Outstanding Cancer Research
- Strong interest from the Australian investment community in technical medical presentations by some of our global key opinion leaders.

## SALES & MARKETING

A major focus during the year has been to ensure readiness for the release of the SIRFLOX data in 2015, including the expansion of manufacturing, logistics, sales and marketing and the training of our customers, suppliers and employees.

A number of market growth initiatives were developed in the context of our strategy and will continue to be rolled out globally in FY2015.

A good example was the high interest and attendance at the fifth European Multidisciplinary Symposium on Liver-Directed Cancer Therapy in Rome. Six years ago a handful of specialists attended. This year there were more than 500 from around the world.

It is the growing interest from the medical community like this which gives us great confidence in our strategy and ability to continue to drive shareholder value in the coming years.

## OUR PEOPLE

Sirtex now has a global team of over 200 people in 20 countries. The diversity of expertise and experience from this global network is part of our competitive advantage.

We make a significant effort to attract and hire the best people by providing all employees with a working environment that inspires and supports them to perform at their best. In 2014 we increased by 35 new permanent employees.

During the reporting period we initiated internal career development programs aimed at developing a strong internal talent pipeline in each of our key geographic markets. This ultimately benefits our customers and their patients.

Sirtex is committed to providing a healthy and safe workplace for all employees and during the reporting period we initiated a global program aimed at identifying any potential issues and ensuring all our occupational health and safety practices are at world class standards.

## MANUFACTURING AND SUPPLY CHAIN

Sirtex operates a highly efficient global supply chain to ensure its products are delivered on time to hundreds of customers in approximately 30 countries. The robust structure and operation of our supply chain plays an important role in our growth and ability to serve our growing customers base. It is a significant and valuable asset that will allow us to introduce new products and services for our valued customers. It is also a key element in our ability to maintain our costs.

Our capable team has been busy this year working towards the expansion of our US facility in Wilmington and the commissioning of our new German manufacturing plant. Our strategy is to ensure our worldwide logistics and production capacity is sufficient to meet the anticipated sales growth demands, not only for our current market but the increased demand potential following the release of potential positive SIRFLOX results.

To ensure we manage our business and it's global growth, we have undertaken a comprehensive review of our internal global technology platform. Our current system has met our requirements. However as we expect significant growth in coming years, we must ensure Sirtex has in place a robust platform to support our expansion.

During the coming year we are looking to invest $3 million in a major upgrade to our information technology systems and other process improvements which will be essential for our connected global supply chain, sales and customer management systems as we grow.

## LOOKING AHEAD

The unmet needs for minimally invasive medical solutions and innovative interventional oncology solutions globally remain very strong.

We believe the next few years will begin to see a consolidation in this area as both payers and regulators seek greater cost efficiencies and medical professionals continue to seek effective and innovative new treatments like ours to help them improve patient outcomes and address the burden of cancer in their communities.

We believe 2015 and beyond will bring about the positive results of the recent years of effort and investment in manufacturing, sales and marketing and clinical programs.

We acknowledge we operate in an increasingly competitive marketplace and that our success may inspire imitators and competitors.

We believe we have one of the best therapies available on the market and all of us at Sirtex are deeply committed to achieving long-term growth while at the same time helping positively change the outcomes for people with liver cancer.

The operational excellence of our global business is built on a working culture of cooperation and mutual respect to ensure our talented staff are able to meet our ongoing commitment to the medical professionals and their patients who depend on our product for their quality of life.

In summary, our continued operational performance, the delivery of our *2020Vision* and the three pillar growth strategy will ensure long-term growth, improve patient outcomes and shareholder value for many years to come.

**GILMAN E WONG**
CHIEF EXECUTIVE OFFICER

# OTHER KEY MANAGEMENT PERSONNEL*

**Darren Smith** – Chief Financial Officer and Company Secretary

**Experience and Expertise**

Mr Smith was appointed Company Secretary in July 2008 and Chief Financial Officer in February 2009. Mr Smith previously held CFO and senior executive finance and general management positions in a number of international, Australian listed and private companies. Mr Smith holds an MBA from the Australian Graduate School of Management (AGSM), the University of New South Wales, a Bachelor of Business from the University of Western Sydney, is a Fellow of CPA Australia having been a member for over 20 years and is a member of the Australian Institute of Company Directors.

**Responsibilities**

Mr Smith has overall responsibility for the Finance, IT and Human Resources function of the Group.

**Dr Burwood Chew** – CEO Asia Pacific

**Experience and Expertise**

Dr Chew joined Sirtex in January 2011 as Head of the Asia Pacific region. Dr Chew has extensive experience in oncology and for many years has held senior regional positions with Bayer Healthcare, Sanofi-Aventis, and with Wellcome (now GSK). Dr Chew is a medical graduate from the University of New South Wales.

**Responsibilities**

Dr Chew is based in our regional office in Singapore with responsibility for the development and execution of the strategic direction of Sales and Marketing in Australia, New Zealand and Asia Pacific. This large region comprises heterogeneous markets with direct sales, distributors and licensing partners.

**Michael Mangano** – President US

**Experience and Expertise**

Mr Mangano joined Sirtex in January 2010, after 15 years of experience in the medical device industry with Boston Scientific where he had numerous management positions both within the US and internationally.

**Responsibilities**

Mr Mangano is based in our regional office in the greater Boston area and responsible for the development and execution of the strategic direction of Sales and Marketing in North, Central and Latin America.

**Nigel Lange** – CEO Europe

**Experience and Expertise**

Mr Lange joined Sirtex US in 2002, then set up Sirtex operations in Europe. Before joining Sirtex, Mr Lange held senior roles at Nordion Inc (NYSE:NDZ) and has over 20 years of experience in the healthcare industry.

**Responsibilities**

Mr Lange is based in our regional office in Bonn, Germany, where he is responsible for the development and execution of the strategic direction of Sales and Marketing in Europe as well as the Middle East and Africa, a region which for Sirtex comprises a total of 20 countries with direct sales and distributor sales models.

**Dr David N Cade** – Chief Medical Officer

**Experience and Expertise**

Dr Cade joined Sirtex in 2003 and has served as the Chief Medical Officer since 2007. He previously held the positions of US Medical Director based in New York, USA, from 2005 to 2007, and European Medical Director based in Bonn, Germany, from 2003 to 2005.

Dr Cade is a medical graduate of Monash University, and holds an MBA from the Melbourne Business School and the ESADE Business School in Barcelona, Spain. Prior to joining Sirtex, Dr Cade worked at Booz Allen Hamilton, a global management consultancy.

**Responsibilities**

Dr Cade has responsibility for all medical affairs of the group, and is based in the Sydney head office.

**Robert Hardie** – Global Head of Operations

**Experience and Expertise**

Mr Hardie joined Sirtex in June 2006 and was appointed Global Head of Operations in October 2006. Mr Hardie previously held senior engineering and management positions in various industry sectors, and has a strong engineering, manufacturing, production planning and logistics background.

**Responsibilities**

Mr Hardie has overall responsibility for global operations including manufacturing, supply chain management and logistics. Mr Hardie is based in the Sydney head office.

**Excluding Board of Directors. Please refer to the Directors' Report.*

# CORPORATE GOVERNANCE STATEMENT

**The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such, Sirtex Medical Limited and its controlled entities (the 'Group') have adopted a corporate governance framework and practices to ensure they meet the interests of shareholders.**

**The Group complies with the Australian Securities Exchange Corporate Governance Council's Corporate Governance Principles and Recommendations 2nd Edition (the 'ASX Principles'). This statement incorporates the disclosures required by the ASX Principles under the headings of the eight core principles. All of these practices, unless otherwise stated, were in place for the full reporting period.**

**Further information on the Group's corporate governance policies and practices can be found on Sirtex Medical Limited's website at *http://www.sirtex.com/au/investors/investor-resources/corporate-governance-and-policies/***

## PRINCIPLE 1: LAY SOLID FOUNDATION FOR MANAGEMENT AND OVERSIGHT

### Functions of the Board and Management

The Board of Directors is responsible for the corporate governance of the Group and operates in accordance with the principles set out in its Charter. To ensure that the Board is well equipped to discharge its responsibilities, it has established guidelines for the nomination and selection of Directors and for the operation of the Board. These responsibilities include:

- Setting the strategy for the Group, including operational and financial objectives and ensuring that there are sufficient resources for this strategy to be achieved
- Appointing the Chief Executive Officer ('CEO'), approving other key executive appointments and planning for executive succession
- Overseeing and evaluating the performance of the CEO and the executive team through a formal performance appraisal process having regard to the Group's business strategies and objectives
- Monitoring compliance with legal, regulatory and occupational health and safety requirements and standards
- Overseeing the identification of key risks for the Group and the implementation of an appropriate internal control framework to ensure those risks are managed to an acceptable level
- Approving the Group's budgets and significant acquisitions, expenditures, and divestitures
- Approval of the annual and half-yearly financial reports
- Ensuring the market and shareholders are fully informed of material developments.

The Board has delegated responsibilities for the management of operations and administration of the Company to the CEO and the executive management team. The Board ensures that the CEO and the executive management team are appropriately qualified and experienced to discharge their responsibilities and has in place procedures to monitor and assess their performance.

To ensure that the responsibilities of the Board are upheld and executed to the highest level, the Board has established the following committees:

- Remuneration Committee
- Audit & Risk Committee

The roles and responsibilities of these committees are discussed later in this statement. Each of these committees have established Charters and operating procedures in place, which are reviewed on a regular basis.

The Board does not have a Nomination Committee. The Board believes that as it is not large (four Directors), a formal Nomination Committee would not provide any marked efficiencies or enhancements. The charter of the nomination committee has been included into the Board Charter and as such the Board considers all matters that would be relevant regarding Board appointments.

### Senior Executive performance evaluation

The Board reviews the performance of the CEO and the executive team on a yearly basis. Performance is measured against a set of key performance indicators which have been established with reference to the Group's strategy and the individual's responsibilities.

The Remuneration Committee annually reviews and determines the remuneration arrangements for the CEO and the executive team, submitting their recommendations to the Board for approval.

## PRINCIPLE 2: STRUCTURE OF THE BOARD TO ADD VALUE

### Board composition

The names of the members of the Board as at the date of this report are as follows:

Richard Hill (Chairman) – Independent Non-Executive Director

John Eady (Deputy Chairman) – Independent Non-Executive Director

Grant Boyce – Independent Non-Executive Director

Gilman Wong – Managing Director and CEO

The Board's composition is determined with regard to the following criteria:

- A majority of Independent Non-Executive Directors and a Non-Executive Director as chairman
- Re-election of Directors at least every three years (except for the Managing Director)
- The size of the Board is appropriate to facilitate effective discussion and efficient decision making.

With regard to Director Independence, the Board has adopted specific principles which state that an Independent Director must not be a member of management and must comply with the following criteria:

- Not, within the last three years, have been employed in an executive position of the Group
- Not be a substantial shareholder or be associated with a substantial shareholder

- Not, within the last three years, acted as a professional advisor to the Group either as a principal or material consultant
- Have no material contractual relationship with any entity within the Group other than in the capacity as a Director.

At the commencement of this reporting period, the Board comprised of four Directors, three of whom were Independent Non-Executive directors. The Board can therefore be considered to be independent.

### Role of the Chairman

The Board Charter provides that the Chairman should be an Independent Non-Executive Director. The Chairman is responsible for the leadership of the Board. This includes taking responsibility for ensuring that the Board functions effectively and that they comply with the continuous disclosure requirements of the ASX. The Chairman's responsibilities are set out in the Board Charter and include:

- Setting the agenda for Board meetings
- Managing the conduct, frequency and length of Board meetings to ensure that all Directors have had the opportunity to establish a detailed understanding of the issues affecting the Group
- Facilitating the Board meetings to ensure effective communication between the Directors and that all directors have contributed to the decision making process thereby leading to a considered decision being made in the best interest of the Group and its shareholders.

### Remuneration Committee

A Remuneration Committee has been established by the Board. The Committee's role and operations are documented in a Charter which is approved by the Board. This Charter is available on the Group's website under *http://www.sirtex.com/media/59780/remuneration_committee_charter_march_2013.pdf*

The Committee's Charter provides that all members of the Remuneration Committee must be Independent Non-Executive Directors. Members of the Committee throughout the period and at the date of this report are John Eady (Chair), Grant Boyce, and Richard Hill, all of whom are Independent Non-Executive Directors.

The number of meetings held and attended by each member throughout the period is set out in the Directors' Report.

### Directors' performance evaluation

The Board undertakes an assessment of its collective performance, the performance of the Board committees and the Chairman on an annual basis.

These performance evaluations were carried out during the reporting period and were compliant with the Group's established practices.

### Independent professional advice and access to information

Each Director has the right of access to all relevant information in the Group in addition to access to the Group's executives. Each Director also has the right to seek independent professional advice subject to prior consultation with, and approval from, the Chairman. This advice will be provided at the Group's expense and will be made available to all members of the Board.

### Insurance

The Group has in place a Directors and Officers liability insurance policy providing cover for current and former Directors and executive officers of the Group against liabilities incurred whilst acting in their respective capacity.

## PRINCIPLE 3:<br>PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

### Code of Conduct

The Group recognises the importance of establishing and maintaining high ethical standards and decision making in conducting business and is committed to increasing shareholder value in conjunction with fulfilling its responsibilities as a good corporate citizen. All Directors, managers and employees are expected to act with the utmost integrity, honesty and objectivity.

The Group has established a Corporate Code of Conduct and a Director's Code of Conduct, copies of which are available on the Sirtex website under *www.sirtex.com/media/59823/corporatecodeofconduct.pdf* and *www.sirtex.com/media/59826/directorscodeofconduct.pdf*. New employees are introduced to the Corporate Code of Conduct as part of their induction training.

Unethical practices, including fraud, legal and regulatory breaches, and policy breaches are required to be reported on a timely basis to management. Reporting parties are able to do so without fear of reprisal or retribution as their identity and report are kept in the strictest confidence. External third party reporting procedures are available to employees to provide them with the assurance that their identity will be kept confidential at all times.

### Securities Trading Policy

The Group has established a Securities Trading Policy which governs the trading in the Group's shares and applies to all Directors and employees of the Group. A copy of this policy is available on the Group's website under *www.sirtex.com/media/59635/cpol011_-_securities_trading_policy.pdf*

Under this policy, an executive, employee or Director must not trade in any securities of the Group at any time when they are in possession of unpublished, price sensitive information in relation to those securities, or during Black Out periods. There are three scheduled Black Out periods each year set out as follows:

- The period of four weeks prior to the release of the full-year results to the market
- The period of four weeks prior to the release of the half-year results to the market
- The period of four weeks prior to the Annual General Meeting.

Trading in securities of the Group is only allowed outside the Black Out periods. As required by the ASX listing rules, the Group notifies the ASX of any transaction conducted by Directors in securities of the Group.

### Diversity Policy

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Group is committed to diversity and recognises the benefits arising from employee and Board diversity and the importance of benefiting from all available talent. The Group has implemented a Diversity and Equal Employment Opportunity policy. A copy of this policy is available on the Group's website under *www.sirtex.com.au/media/64744/cpol014_-_sirtex_diversity_policy.pdf.*

The Group recognises that promoting the role of women at all levels within the organisation, as well as facilitating other diversity initiatives, is important. Several programs have been developed and implemented to promote the diversity of the workforce within the Group. Over time, these programs will improve diversity of the workforce.

As at 30 June 2014, the percentage of females working within the Group was as follows:

| | All Staff | Female | % Female |
|---|---|---|---|
| All roles | 213 | 90 | 42% |
| Management | 68 | 26 | 39% |
| Executives | 12 | 1 | 8% |
| Board | 4 | – | 0% |

## PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

### Audit and Risk Committee

An Audit and Risk Committee has been established by the Board. The Committee's role and operations are documented in a Charter which is approved by the Board. This Charter is available on the Group's website under *www.sirtex.com/media/59777/auditcommitteecharter.pdf.*

The Committee's Charter provides that all members of the Audit and Risk Committee must be Independent Non-Executive Directors and that the Chair cannot be the Chairman of the Board. Members of the Committee throughout the period and at the date of this report are Grant Boyce (Chair), John Eady and Richard Hill, all of whom are Independent Non-Executive Directors.

The purpose of the Committee is to:

- Ensure the integrity of the Group's internal and external financial reporting including compliance with applicable laws and regulations
- Ensure that financial information provided to the Board is of a sufficiently high quality to allow the Board to make informed decisions
- Ensure that appropriate and effective internal systems and controls are in place to manage the Group's exposure to risk
- Oversee the appointment, compensation and retention of the external auditor, and review of any non-audit services provided by the external auditor
- Regular performance review of the external auditor regarding quality, costs and independence.

The number of meetings held and attended by each member throughout the period is set out in the Directors' Report.

## PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Sirtex Medical Limited has established policies and procedures to ensure timely and balanced disclosure of all material matters concerning the Group, and ensure that all investors have access to information on the Group's financial performance. This ensures that the Group complies with the information disclosure requirements under the ASX Listing rules.

These policies and procedures include a comprehensive Disclosure Policy that includes identification of matters that may have a material impact on the share price of Sirtex, notifying them to the ASX, posting relevant information on the Group's website under *www.sirtex.com/media/59638/cpol004_-_corporate_communications_and_disclosure_policy.pdf.*

Matters involving potential market sensitive information must first be reported to the CEO. The CEO will advise the other Directors if the issue is important enough to warrant the consideration of the full Board. In all cases the appropriate action must be determined and carried out in a timely manner in order for the Group to comply with the Information Disclosure requirements of the ASX.

Once the appropriate course of action has been agreed upon, the CEO or the Company Secretary will disclose the information to the relevant authorities. Board approval is required for market sensitive information such as financial results, material transactions or upgrading/downgrading financial forecasts.

## PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

Sirtex Medical Limited has established a Shareholder Communication Policy which describes the Group's approach to promoting effective communication with shareholders which include:

- The Annual Report, including relevant information about the operations of the Group during the period, key financial information, changes in the state of affairs and indications of future developments. The Annual Report can be accessed through the ASX website or the Sirtex website under *www.sirtex.com/au/investors/investor-resources/annual-reports/*
- The half-year and full year financial results are announced to the ASX and are available to shareholders through the ASX website or the Sirtex website
- All announcements made to the market and related information are made available to all shareholders through the Sirtex website under *www.sirtex.com/au/investors/investor-resources/recent-announcements/*
- Detailed notices of shareholder meetings are sent to all shareholders in advance of the meeting
- Shareholding and dividend payment details are available through the Group's share register, Boardroom Pty Ltd.

The Board encourages full participation by shareholders at the Annual General Meeting to ensure a high level of Director accountability to shareholders and shareholders' identification with the Group's strategy and goals. The shareholders are requested to vote on matters such as the adoption of the Group's remuneration report, the granting of securities to Directors and changes to the Constitution.

The external auditor attends the Annual General Meeting to answer any questions concerning the audit of the Group and the contents of the Auditor's Report.

## PRINCIPLE 7: RECOGNISE AND MANAGE RISK

### Risk management framework

Sirtex recognises that a robust risk management framework is essential for corporate stability, protecting the interests of its stakeholders and for sustaining its competitive market position and long term performance.

The following objectives drive the Group's approach to risk management:

- Having a culture that is risk aware and supported by high standards of accountability at all levels
- Promoting and achieving an integrated risk management approach whereby risk management forms a part of all key organisational processes
- Supporting more effective decision making through better understanding and consideration of risk exposures
- Increasing shareholder value by protecting and improving share price and earnings per share in the short to medium term while building a sustainable business in the longer term
- Safeguarding the Group's assets
- Enabling the Board to fulfil its governance and compliance requirements
- Supporting the sign off for ASX Principles four and seven by the Chief Executive Officer and the Chief Financial Officer.

### Audit and Risk Committee

Under its Charter, the Audit and Risk Committee has been delegated responsibility by the Board to oversee the implementation and review of risk management and related internal compliance and control systems throughout the Group.

The Committee reviews the appropriateness and adequacy of internal processes for determining, assessing and monitoring risk areas including the assessment of the effectiveness of the Group's internal compliance and controls including:

- The existence and adequacy of key policies and procedures
- The adequacy of disclosures and processes for regular reporting of information to the appropriate parties, including the Board.

The Committee is also responsible for monitoring the Group's compliance with applicable laws and regulations including:

- Ensuring that management is reviewing developments and changes in applicable laws and regulations relating to the Group's responsibilities
- Reviewing management's actions and responses to ensure that the Group's practices are compliant with all new developments
- Reviewing material, actual and suspected breaches of applicable laws and regulations, and any breaches of Group policies
- Reviewing material litigation, legal claims, contingencies or significant risks relating to the Group
- Reviewing Director and executive management related party transactions.

Major issues and findings that are presented and discussed at the Committee meetings are reported to the Board by the Audit and Risk Committee.

### Corporate reporting

The Board has required management to design and implement a risk management and internal control system to manage the Group's material business risks and to report on whether those risks are being effectively managed.

The Chief Executive Officer and the Chief Financial Officer have reported and declared in writing to the Board as to the effectiveness of the Group's management of its material business risks, in accordance with Recommendation 7.2 of the ASX Corporate Governance Principles.

The Board has received the relevant declaration from the Chief Executive Officer and the Chief Financial Officer in accordance with s295A of the *Corporations Act 2001* and the relevant assurances under Recommendation 7.3 of the ASX Corporate Governance Principles.

## PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

### Remuneration Committee

As previously stated in Principle 2, the Board has established a Remuneration Committee whose role is documented in a Charter which is approved by the Board.

The objective of the Committee is to assist the Board in determining appropriate remuneration arrangements for the Directors and executive management.

These objectives include:

- Reviewing the adequacy and form of remuneration of Independent Non-Executive Directors and ensuring their remuneration is reflective of the responsibilities and the risks of being a Director of the Group
- Reviewing the contractual arrangements of the Chief Executive Officer and the executive management team including their remuneration
- Comparing the remuneration of the Chief Executive Officer and the executive management team with similar industries to ensure that remuneration on offer can attract, retain and properly reward performance which will translate into long term growth in shareholder value
- Annually review key performance indicators for the Chief Executive Officer and the executive management team to ensure that they remain congruent with the Group's strategies and objectives
- Reviewing incentive performance arrangements when instructed by the Board
- Reviewing proposed remuneration arrangements for new Directors or executive appointments.

The Committee will submit their recommendations to the Board, and the Board will review these recommendations before providing their approval. Details of the Group's remuneration structure and details of senior executive's remuneration and incentives are set out in the Remuneration Report contained within the Directors' Report. The Remuneration Report also contains details on the structure of Non-Executive Director Remuneration.

# FINANCIAL REPORT

for the year ended 30 June 2014

Sirtex Medical Limited
Consolidated Entity
ABN 35 078 166 122

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# DIRECTORS' REPORT

for the year ended 30 June 2014

The Directors of Sirtex Medical Ltd present their report, together with the financial statements of the consolidated entity, being Sirtex Medical Ltd and its controlled entities ('the Group') for the year ended 30 June 2014.

## Directors

The Directors of Sirtex Medical Ltd during the financial year and until the date of this report are Mr R Hill, Dr J Eady, Mr G Boyce, and Mr G Wong. Details of the Directors, including their skills, experience, and expertise, are set out below.

Richard Hill – Chairman
(Non-Executive)
BA, LLB (Sydney), LLM (London)

**Experience and Expertise**
Mr Hill was appointed a director in September 2004 and Chairman in August 2006. He previously held senior executive positions with HSBC Investment Bank in Hong Kong and New York and has extensive experience in international M&A and capital raising. He was a founding partner of Hill Young & Associates, a corporate advisory firm. He is also an attorney of the New York State Bar.

**Directorships held in other listed entities during the last three years**
Calliden Group Limited – Chairman
Biota Holdings Limited
BlackWall Property Funds – Chairman

**Special Responsibilities**
Member of the Audit Committee and the Remuneration Committee

**Interest in Shares and Options**
1,974 share rights

Dr John Eady – Deputy Chairman
(Non-Executive)
BSc (Hons), PhD, FTSE

**Experience and Expertise**
Dr Eady was appointed a director in March 2005. He spent most of his career with CRA Limited in a range of senior executive positions. He has broad Board experience including that with the Australian Federal Government's Industry, Research and Development Board. Dr Eady is a Fellow of the Academy of Technological Sciences and Engineering, and consults extensively on business improvement.

**Directorships held in other listed entities during the last three years**
Nil

**Special Responsibilities**
Chairman of the Remuneration Committee and Member of the Audit Committee

**Interest in Shares and Options**
5,000 ordinary shares in Sirtex Medical Limited
1,234 share rights

Grant Boyce – Director
(Non-Executive)
CA, BCom

**Experience and Expertise**
Mr Boyce was appointed a director in December 2002. He is a Chartered Accountant and the founder of Montrose Partners, a West Australian firm of chartered accountants. He was a Partner with Ernst & Young and worked in their Perth and New York offices. He has also served previously as Company Secretary for Sirtex.

**Directorships held in other listed entities during the last three years**
Nil

**Special Responsibilities**
Chairman of the Audit Committee and Member of the Remuneration Committee

**Interest in Shares and Options**
5,000 ordinary shares in Sirtex Medical Limited
987 share rights

Gilman Wong – Executive Director
and Chief Executive Officer

**Experience and Expertise**
Mr Wong was appointed Chief Executive Officer in May 2005 and director in June 2005. Mr Wong previously held CEO and senior executive positions in the commercial and industry sector including 10 years with Email Limited. He has a strong planning and sales and marketing background.

**Directorships held in other listed entities during the last three years**
Nil

**Interest in Shares and Options**
60,000 ordinary shares in Sirtex Medical Limited
347,000 Executive Performance Rights

## Company Secretary

Darren Smith – Company Secretary and Chief Financial Officer
MBA, BBus, FCPA

**Experience and Expertise**
Mr Smith was appointed company secretary in July 2008 and Chief Financial Officer in February 2009. Mr Smith previously held CFO and senior executive finance and general management positions in a number of international, Australian listed and private companies. Mr Smith holds an MBA from the Australian Graduate School of Management (AGSM), The University of New South Wales, a Bachelor of Business from the University of Western Sydney, and is a Fellow of CPA Australia having been a member for over 20 years and is a member of AICD.

**Interest in Shares and Options**
5,000 ordinary shares in Sirtex Medical Limited
111,000 Executive Performance Rights

## Directors' meetings

The number of Directors' meetings (including meetings of committees of Directors) and number of meetings attended by each of the Directors of the company during the financial year are:

| | Board of Directors | | Remuneration Committee | | Audit Committee | |
|---|---|---|---|---|---|---|
| Directors | Held | Attended | Held | Attended | Held | Attended |
| R Hill (Chairman) | 11 | 11 | 6 | 6 | 3 | 3 |
| Dr J Eady | 11 | 11 | 6 | 6 | 3 | 3 |
| G Boyce | 11 | 11 | 6 | 6 | 3 | 3 |
| G Wong | 11 | 11 | – | – | – | – |

## Principal activities

Sirtex Medical Ltd and its controlled entities (the 'Group') form a medical device group whose primary objective is to manufacture and to distribute effective liver cancer treatments utilising small particle technology to approved markets in Asia-Pacific, Europe and Middle East and North and South America.

## Review of operations and financial results

The Group's main product, called SIR-Spheres microspheres, is a targeted radioactive treatment for liver cancer. This treatment is called Selective Internal Radiation Therapy (SIRT) being a minimally invasive surgical procedure performed by an interventional radiologist. The SIR-Spheres microspheres lodge in the small blood vessels of the tumour where they destroy it from the inside over a short period while sparing the surrounding healthy tissue. During the year, the Group sold 8,561 doses worldwide representing less than 2% of the addressable market.

Dose sales for the year increased by 17.3% over the previous financial year. The US market with 5,836 doses achieved growth of 22.5%, the European and Middle East and Africa (EMEA) market with 1,916 doses achieved growth of 5.6%, and Asia Pacific (APAC) recorded 809 dose sales representing growth of 12.3%. The doses have been sold through over 600 hospitals worldwide. The largest individual customer, a hospital in the US, represented 1.3% of total dose sales during the year (2013: 1.6%).

Sirtex recorded sales revenue of $129,363,426 for the financial year ended 30 June 2014. This represents an increase of 33.7% over last financial year ($96,773,847). The higher sales revenue growth compared to volume growth is a result of changes in geographic revenue mix with stronger growth in the high margin US region, and of positive foreign currency fluctuations, as the Australian Dollar depreciated against the US dollar and the Euro during the year.

Gross margin increased to 84.3% for the year ended 30 June 2014, compared to 81.9% for last financial year. This was the result of improved efficiencies due to higher manufacturing volumes, a full year without contract manufacturer, and a price increase in the US region at the end of the financial year.

Profit before tax has improved 26.9% to $31,109,946 for the year ended 30 June 2014 (2013: $24,507,306), and Profit after tax has increased by 30.6% to $23,867,803 (2013: $18,270,025).

Earnings per share for the year ended 30 June 2014 have increased to $0.425 (2013: $0.328). During the year, a final dividend has been paid in respect of the previous financial year. The fully franked dividend was $0.12 per share, representing an increase of 20.0% over the previous dividend paid.

Net assets for the Group increased by 22.5% to $107,582,178 (2013: $88,137,730), mainly due to the investment of $18,848,091 (2013: $12,500,888) in intangible assets and $6,189,143 (2013: 3,694,838) in plant and equipment.

A significant part of the Group's clinical activities is focused on five major post-marketing clinical studies. Consistent with last year, expenses for these studies have been capitalised as they continue to satisfy the recognition criteria for AASB 138 Intangible Assets. Additions to capitalised costs incurred for these trials as well as for two smaller development projects during the financial year ended 30 June 2014 represent a total of $18,848,091 compared to $12,500,888 for the previous financial year.

## Dividends

An ordinary dividend of 12 cents per share was declared for the financial year ended 30 June 2013 and paid during the financial year ended 30 June 2014 (30 June 2013: 10 cents).

## Significant changes in state of affairs

During the financial year there were no significant changes in the state of affairs of the Consolidated Entity other than that referred to in the financial statements or notes thereto.

## Future developments, prospects and business strategies

The Group's strategy focuses on promoting and developing SIR-Spheres microspheres to become a worldwide standard of care for patients with liver cancer, representing a market estimated at approximately 480,000 patients per year.

To achieve this objective, Sirtex is investing in five major randomised controlled studies that are collectively seeking to recruit in excess of 2,100 patients from over 180 hospitals worldwide, with a total investment of approximately $60 million over 5 years. Cumulatively, this clinical study dataset is approximately 10 times the size of the dataset that currently exists from previously completed clinical studies of SIR-Spheres microspheres. With a Clinical Operations team comprising in excess of 20 employees in the US, Europe, and Asia Pacific, together with contract research organisations and other service providers, the Group possesses the project management and patient recruitment capabilities that are required to complete these large studies.

To prepare for future significant growth upon completion of the clinical studies, the Group has announced a significant manufacturing expansion program that will increase the medium term capacity to manufacture SIR-Spheres microspheres from currently two hot cells, one in the US and one in Singapore, to six hot cells, with three in the US, two in Germany, and one in Singapore. This expansion is expected to be completed within 6 months. Longer term plans to expand beyond this program will be put in place if and when required by market demand.

The Group has been successful in gaining regulatory approval for SIR-Spheres microspheres in key global markets. They include US, Argentina, Brazil, the European Union, Israel and various Middle East and African markets, Australia, New Zealand, Singapore, Hong Kong, Taiwan, South Korea and various other Asian markets. Sirtex is working towards gaining regulatory approvals in Japan, China, Canada, and other markets for its SIR-Spheres microspheres product to continue its geographic growth.

The Group has also invested heavily and will continue to do so in its business processes, infrastructure and human resources. Sirtex runs globally integrated enterprise resource planning systems to efficiently handle customer orders and manufacturing requirement planning to ensure timely delivery of SIR-Spheres microspheres to the end customer. In addition, significant investments have been made in human resources, with an increase in staff numbers from 58 in 2008 to 213 at the end of the financial year.

## Environmental regulations

The operations are not subject to significant environmental regulation under the law of any of the jurisdictions the Group is operating in.

## Unissued Shares

**Executive Performance rights on issue at year end**

As at 30 June 2014, the unissued shares of Sirtex Medical Limited under Executive Performance Rights are as follows:

| Grant date | Date of Vesting | Exercise Price $ | Number of Rights |
|---|---|---|---|
| 22 February 2011 | 3 July 2013 | nil | 33,000 |
| 23 August 2011 | 7 July 2014 | nil | 456,000 |
| 28 August 2012 | 1 July 2015 | nil | 687,000 |
| 26 November 2013 | 1 July 2016 | nil | 448,850 |

Right holders do not have any rights to participate in any issue of shares or other interests in the company or any other entity. For further details on rights issued as remuneration, refer to the Remuneration Report.

**Directors' rights on issue at year end**

As at 30 June 2014, the unissued shares of Sirtex Medical Limited under Non-Executive Directors Rights are as follows:

| Grant date | Date of Vesting | Exercise Price $ | Number of Rights |
|---|---|---|---|
| 24 September 2013 | 24 September 2014 | nil | 4,195 |

**Share options on issue at year end or exercised during the year**

During the year ended 30 June 2014, there were no ordinary shares of Sirtex Medical Ltd issued on the exercise of options. No share options have been issued during the year, and no share options are outstanding at 30 June 2014.

**Directors' interests**

The relevant interest of each Director in the share capital of the Company, as notified by the Directors to the ASX in accordance with section 205G (1) of the *Corporations Act 2001*, as at 30 June 2014 is as follows:

| | 2014 | 2014 | 2013 | 2013 |
|---|---|---|---|---|
| | Ordinary Shares | Rights | Ordinary Shares | Rights |
| R Hill | – | 1,974 | – | – |
| Dr J Eady | 5,000 | 1,234 | 5,000 | – |
| G Boyce | 5,000 | 987 | 5,000 | – |
| G Wong | 60,000 | 347,000 | – | 322,188 |

## Indemnification of officers and auditors

During or since the financial year, the Company has paid premiums to insure each of the Directors of the Group against liabilities incurred by them arising out of their conduct while acting in the capacity of Director, subject to certain terms and conditions. The insurance policy prohibits disclosure of the value of the premium.

During or since the financial year, the Company has also agreed to continue to indemnify the Directors of the Group against certain liabilities incurred by them arising out of their conduct while acting in the capacity of Director, subject to certain terms and conditions, and to the applicable requirements of the Corporations Act.

## Events after reporting date

On 7 July 2014, a total of 456,000 Executive Performance Rights issued on 23 August 2011 fully vested, having exceeded the performance target. As at 31 July 2014, a total of 387,000 of these performance rights have been exercised and issued as ordinary shares of Sirtex Medical Limited.

On 22 July 2014, a total of 6,289 Non-Executive Directors Rights were granted. These rights will vest after one year with a dealing restriction of up to a further 6 years.

No other matter or circumstance has arisen since the end of the financial year, that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

## Proceedings on behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The company was not a party to any such proceedings during the year.

## Non-audit services

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

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

The auditors have not provided any non-audit services to Sirtex Medical Limited (2013: $3,225).

A total of $155,000 has been paid as remuneration of the auditor of the parent entity and a total of $126,000 has been paid as remuneration of the auditors of subsidiaries for audit and review of financial reports for the year.

## Auditor's independence declaration

The auditor's independence declaration for the year ended 30 June 2014 has been received and can be found on page 47 of the financial report and forms part of the Directors' report.

## Rounding off of amounts

The company is an entity to which ASIC Class Order 98/100 applies and, accordingly, amounts in the financial statements and Directors' Report have been rounded to the nearest thousand dollars, unless otherwise indicated.

# Sirtex Limited 2014 Remuneration Report

## 1. Letter from the Chairman of the Remuneration Committee

Dear Shareholder,

I am pleased to present the remuneration report for the financial year ended 30 June 2014, outlining the nature and amount of remuneration for Sirtex's non-executive directors and other Key Management Personnel, as defined under section 300A of the Corporations Act, 2001 and its associated regulations.

During the 2014 financial year Sirtex has continued to grow and develop, as carefully-planned strategies were implemented. Marketing structures are becoming more sophisticated, leading to greater sales expertise and reach, while our manufacturing capabilities have increased and the necessary logistics support has evolved to address complex challenges. At the same time, our clinical programs are growing with several reaching critical stages, needing careful and comprehensive management. All of this has been made possible by professional, capable staff, stepping up to the more complex roles with dedication – and of course to executive leadership that has supported the team, providing them with the necessary direction, processes and training, and building a sense of purpose and empowerment.

Sirtex's continued success will depend on those committed leaders and staff being able to develop additional skills as the work changes, and to be able to identify and address effectively threats and opportunities as they arise. For this reason, the Board believes that our people are fundamental enablers of Company performance and has given high priority to remuneration structure and policy. The Company must continue to attract and retain high calibre executives; the circumstances of the Company remain dynamic and are rapidly evolving.

While shareholders have been supportive of the Board in making improvements to the remuneration policies and practices of the Company, and we are grateful for this, the Remuneration Committee remains very much aware of the commitment made to shareholders subsequent to the strike received in 2011, to remain engaged and diligent regarding remuneration governance matters. Our work in 2014 has attempted to fulfil this ongoing commitment.

### 1.1 Context of Changes to Remuneration and Governance Made in 2014

Sirtex has delivered considerable shareholder value over the past three years. The growth involved and the work necessary to implement strategic and operational plans for the future, however, bring with it additional complexity and impact. As a result, a critical objective is for us to ensure that remuneration policies, structures and levels remain market competitive so that we can attract and retain the necessary leadership and staff. Current remuneration policies and practices are, in the view of the Board, appropriate in the context of:

- Growing global business in terms of value, market awareness and geographic presence. We are now selling to nearly 800 treatment centres in 39 countries.
- Continued growth in dose sales with 17.3% growth in the 2014 financial year.
- Net profit after tax (NPAT) has continued to grow, by 30.6% during 2014 alone.
- Earnings per share (EPS) grew 29.5% during 2014.
- Share price has also grown 40.9% in 2014.
- Over the last 5 years annualised TSR Alpha™ was 28.2%, and 42.1% over the last 3 years. This measure normalises for market expectations where a TSR Alpha™ of 0 indicates that shareholder expectations, as at the beginning of the measurement period, have been met and outcomes above 0, that they have been exceeded. Sirtex's TSR Alpha™ figures indicate that expected returns to shareholders have not only been delivered but significantly exceeded.
- In the last 4 years Sirtex has delivered $17 million worth of dividends to shareholders.

During the 2014 financial year the Board has continued to develop and refine the Company's remuneration policies and practices. The focus of the Remuneration Committee in the 2014 financial year has been on:

- Reviewing local and international remuneration/market indicators relevant to Sirtex roles;
- Documenting and adopting formal, written policies and other documents that form part of the Remuneration Governance Framework including:
  - Executive KMP Remuneration Policy and Procedure,
  - NED Remuneration Policy and Procedure,
  - Short-term Incentive (STI) Policy and Procedure,
  - Long-term Incentive (LTI) Policy and Procedure, and
  - Clawback of Overpaid Executive Incentives Policy and Procedure.
- Making adjustments to Fixed Remuneration, incentive mixes and performance indicators to improve alignment with business results.

Our work aimed to:

- Fulfil the Board's commitment to shareholders to continue to improve remuneration governance and practices.
- Adhere to the relevant, adopted (best practice) policies and practices outlined as part of the Company's Remuneration Governance Framework.
- Obtain appropriate positioning relative to market benchmarks for both Fixed Remuneration and Total Targeted Remuneration (inclusive of incentive opportunities for target performance).
- Build alignment between the evolving circumstances of the Company and the remuneration quantum and structure for senior executives and for the Board.
- Reward staff for pursuing and achieving important outcomes in an increasingly complex and global environment.

### 1.2 Conclusion

While in past years the Remuneration Committee focused on addressing specific issues that led to our 'first strike', more recently we have been focussed on broader remuneration governance matters to ensure that there is a solid foundation for the future.

In many respects, the Remuneration Committee has been conservative in recommending material increases to Board and executive packages, and remains so, but remuneration market levels change considerably as companies grow and staff roles become more complex. Some necessary changes were made last financial year and more were necessary in FY14 in order to retain key talent and position the Company's remuneration structure and levels so that it is able to respond effectively to remuneration expectations as we grow.

As Chair of the Remuneration Committee, I would like to thank shareholders for their support at the 2013 AGM, and to invite feedback from shareholders regarding the changes made during 2014. I hope you will continue to support us by voting to adopt this remuneration report at the upcoming AGM.

Regards,

**Dr John Eady**
Chair of the Remuneration Committee

## 2. Persons Covered by this Report

This report covers remuneration arrangements and outcomes for the following KMP.

**Non-executive Directors**

- Mr Richard Hill, Independent Non-executive Chairman,
- Dr John Eady, Independent Non-executive Director and Deputy Chairman,
  - Chair of Remuneration Committee,
- Mr Grant Boyce, Independent Non-executive Director,
  - Chair of the Audit Committee.

**Executives**

- Mr Gilman Wong, Managing Director & CEO,
- Mr Darren Smith, CFO and Company Secretary,
- Mr Michael Mangano, President The Americas,
- Mr Nigel Lange, Chief Executive EMEA,
- Dr Burwood Chew, Chief Executive Asia Pacific,
- Mr Robert Hardie, Global Head of Operations,
- Dr David Cade, Chief Medical Officer.

## 3. Remuneration Governance Framework

During the 2014 financial year, the Remuneration Committee further developed and documented the Company's Remuneration Governance Framework.

The governance of Key Management Personnel (KMP) remuneration remains of key interest to stakeholders and observers and Sirtex treats the issue with utmost diligence, seeking input from a wide range of sources:

- The Board;
- The Remuneration Committee members;
- External remuneration consultants (ERCs);
- Company management such as HR managers;
- Stakeholder groups and shareholders;
- Other experts and professionals such as tax advisors and lawyers; and
- Individual KMP to understand roles and complexities.

Interactions between various parties on remuneration matters are overseen by the Remuneration Committee to ensure that there is appropriate independence and controls in place. The Remuneration Committee uses the various contributions to determine its view of the KMP remuneration structure, policies and levels appropriate to the Company's specific circumstances.

### 3.1 Securities Trading Policy

The Securities Trading Policy of the Company specifies that Sirtex personnel are prevented from trading in the securities of the Company when in possession of insider information or during specified blackout periods (also referred to as prohibited periods).

There are at least three scheduled blackout periods each year, which are:

- The four weeks prior to the date of the Company's annual general meeting (AGM);
- The four weeks prior to the release by the Company of its half yearly results announcement to the ASX Limited (ASX);
- The four weeks prior to the release by the Company of its yearly results announcement to ASX.

Other blackout periods can be declared by the Board from time to time as may be appropriate. There are also provisions in the policy to allow an individual to trade under exceptional circumstances, with the permission of the Board and after an assessment of those circumstances. Acquisition of shares in relation to vested Rights under the LTI plan is excluded from the securities trading policy.

### 3.2 Executive KMP Remuneration Policy and Procedure

The Executive KMP Remuneration Policy and Procedure applies to executives defined as:

- Managing Director – accountable to the Board for the Company's performance and long-term planning;
- Stratum 2 Direct Reports to the Managing Director – roles that are business unit, functional, or expertise heads.

This policy outlines the Company's intentions regarding executive remuneration, as well as how remuneration is intended to be structured, benchmarked and adjusted in response to changes in the circumstances of the Company, and in line with good governance.

Broadly the policy describes the following in relation to executives:

- Remuneration should be composed of:
  - Fixed Remuneration (inclusive of superannuation, allowances, benefits and any applicable fringe benefits tax (FBT)),
  - STI which provides a reward for performance against annual objectives and personal effectiveness,
  - LTI which provides a securities-based reward for performance against indicators of shareholder benefit or value creation, over a three year period.
- In total, the sum of the three elements will constitute total targeted remuneration (TTR).
- Internal relativities should be considered to recognise Sirtex's particular organisation design, using 'strata' to map the relationships between roles.
- External market factors should be considered and used to benchmark practices.
- TTR should be structured with reference to market practice.
- Fixed remuneration policy mid-points should be set with reference to P50 (the median or the middle) of the relevant market practice.
- TTRPs (being the fixed remuneration plus at-risk awards intended to be paid for targeted levels of performance) should be set with reference to P75 (the upper quartile; the point at which 75% of the sample lies below) of the relevant market practice so as to attract, retain and reward those who achieve targeted objectives in both the short and long-term.
- Remuneration will be managed within a range so as to allow for the recognition of individual differences such as the calibre of incumbents and the competency with which they fulfil roles.

- Exceptions will be managed separately such as when particular talent needs to be retained or there are individuals with unique expertise that need to be acquired ('Red circle' exceptions).
- Termination benefits will generally be limited to the default amount allowed for under the Corporations Act (without shareholder approval).

The document also describes how the various components of remuneration should be treated in the case of a termination.

The linkage between Senior Executive remuneration and Company performance is broadly:

| Policy Area | Relationship to Company Performance |
|---|---|
| Fixed Remuneration | Fixed remuneration is linked to Company performance via the benchmarking which takes market capitalisation (largely linked to share price) into consideration. |
| At-risk components (STI and LTI) | The at-risk components reflect Company performance, being linked to business levers that drive strategic initiatives or lagging indicators that measure shareholder experience.<br>The policies are designed to ensure that the measures and targets used are aligned to Company strategy and the influence that individual, senior executives can make to Company performance. While many influencing factors are quantitative, some are more subjective, aimed at assessing personal effectiveness, in the context of the prevailing circumstances.<br>STI measures generally focus on internal perspectives, such as dose sales, that can be considered as leading indicators for the external measures used for LTI awards.<br>In this way, the policies seek to link overall executive remuneration with longer-term strategies and the experience of shareholders, it being higher when longer term issues are being addressed effectively and the Company is doing well. |

### 3.3 Non-executive Director Remuneration Policy

The Non-Executive Director Remuneration Policy applies to Non-Executive Directors (NEDs) of the Company in their capacity as Directors and as members of committees. It may be summarised as follows:

- Remuneration may be composed of:
  - Board fees,
  - Committee fees,
  - Superannuation, and
  - Securities.
- Remuneration will be managed within the aggregate fee limit (AFL) or fee pool approved by shareholders of the Company.
- Guidelines indicate when the Board should seek adjustment to the AFL, such as in the case of the appointment of additional, non-executive directors.
- Remuneration should be reviewed annually.
- Termination benefits will not be paid to NEDs.
- As with the senior executives, P75 market positioning for comparable ASX listed companies is applied to NEDs, as is the policy of fixed remuneration being set by reference to the P50 of market practice.
- Equity grants to make up the P75– P50 gap reflect the senior executive policy and recognise that it is not appropriate to provide performance-based incentives to NEDs. With these equity grants, NED remuneration is variable and will vary in line with movements in shareholder value.

The document also outlines the market-based procedure undertaken to review NED remuneration and determine appropriate changes.

### 3.4 Short-term Incentive Policy & Procedure

The Short-term Incentive Policy & Procedure may be summarised as follows:

- The Company operates a formal Short-term Incentive Plan (STI/STIP) as part of the remuneration offered to executives (as defined in the policy) so at to:
  - Create a strong link between performance and reward, and
  - Share company success with the executives that contribute to it through their efforts.
- NEDs are excluded from participation.
- The measurement period for performance is the financial year of the Company.
- Where possible, there are threshold, target and stretch levels of objectives, with awards being scaled on a pro-rata basis dependent on actual performance. This is intended to provide an opportunity to obtain a reward under a range of circumstances, including outperformance above the target level of performance.

- In the case of a termination, the STI is pro-rated for the portion of the year worked, but not triggered or accelerated.
- The Board retains discretion to adjust actual awards so as to manage circumstances in which the calculated award may be considered inappropriate.
- The Board has discretion to defer some part of an STI offer, and
- The Clawback policy applies to STI awards.

The document also outlines the process needed to implement the short-term incentive scheme.

**3.5 Long-term Incentive Policy & Procedure**

The Long-term Incentive Policy & Procedure may be summarised as follows:

- The Company operates a formal Long-term Incentive Plan (LTI/LTIP) as part of the remuneration offered to executives (as defined in the policy) so as to:
  - Create a strong link between performance and reward over the long-term; and
  - Share long-term company success with the executives that contribute to it.
- NEDs are excluded from participation.
- The measurement period for performance includes three financial years.
- As well as formal LTI plan rules (currently the Executive Performance Rights Plan), explanatory material is provided to participants to ensure clarity regarding its operation.
- Where possible, there are threshold, target and stretch levels of objectives, with vesting of LTI being scaled on a pro-rata basis depending on actual performance.
- The Board retains discretion to adjust actual vesting so as to manage circumstances in which the calculated vesting may be considered inappropriate.
- The Clawback Policy applies to the LTIP, and
- Executive Performance Rights may not be transferred or otherwise dealt with other than with prior approval of the Board.

The document also outlines the procedure to be undertaken in relation to the operation of the long-term incentive scheme.

**3.6 Clawback Policy and Procedure**

The Clawback Policy and Procedure was introduced to address the emerging expectation that Boards are able to clawback overpayments of incentives to executives. This is only likely to arise in the case of a material mis-statement in the Company's accounts or an error in performance assessment linked to the payment of incentives to executives. The clawback policy relates to the current and previous three financial years on a rolling basis. The policy states that in the case of an overpayment of incentives, the following sources of funds will be prioritised as being subject to the clawback:

- Deferred STI awards, if any,
- Vested LTI grants that remain subject to dealing restrictions, if any,
- Imminent STI awards that are earned but will be withheld, and
- Imminent LTI vesting that has been earned but will be withheld.

Further recovery action, if any, will be determined by the Board, having regard to the amounts of overpayments remaining outstanding, the cost of recovery, the potential impact on current and former executives and the potential impact on the Company. Reduction of future (not imminent) STI award opportunities or LTI grants will not be used to recover overpaid remuneration.

### 3.7 Variable Remuneration – Executive Short-term Incentive (STI) Plan – Detail

<table>
<tr><th>Aspect</th><th>Plan Rules, Offers and Comments</th></tr>
<tr><td>Measurement Period</td><td>The Company’s financial year, i.e. from 1 July to the following 30 June.</td></tr>
<tr><td>Award Opportunities</td><td>FY14 Offer<br>The MD/CEO had a target STI award opportunity of 50% of Fixed Remuneration while the other executives who are KMP had a target award opportunity of 35% of Fixed Remuneration.</td></tr>
<tr><td>Key Performance Indicators (KPIs), Weighting and Performance Goals</td><td>FY14 Offer<br>KPIs and other influencing factors reflect the nature of specific roles, while creating shared objectives where appropriate. A shared KPI for FY14 was Company earnings before interest, tax, depreciation and amortisation, excluding exchange rate fluctuations, clinical studies, and Research & Development expenditure (normalised EBITDA). Role-specific influencing indicators included such factors as dose sales, expense control, delivery performance, cost-of-goods sold, audit compliance and to cover project-style work, progress against milestones. These were judged by the Board as key levers for Company success. While other factors have been considered, the Board believes that the number of factors/measures used must be small so as not to reduce focus on those aspects deemed most important.
In the case of qualitative factors, such as leadership development, actual performance is judged by the Board based on a range of inputs, one of which is information from the MD/CEO in relation to his Direct Reports.
Weightings are applied to the KPIs selected for each participant to reflect the relative importance of each KPI.
The Board retains discretion to vary actual STI payments in the case that unforeseen circumstances prevailed over the period.
The following outlines the award scale used in relation to the normalised Company EBITDA and dose sales KPI.
<table>
<tr><th colspan="3">STI Performance Reward Scale</th></tr>
<tr><th>Performance Level</th><th>Budget Achievement</th><th>Percentage of Target STI Payable</th></tr>
<tr><td><Threshold</td><td><95%</td><td>nil</td></tr>
<tr><td>Threshold</td><td>95%<br>>95%, <100%</td><td>25%<br>Pro-rata</td></tr>
<tr><td>Target</td><td>100%<br>>100%, <105%<br>105%<br>>105% <110%</td><td>75%<br>Pro-rata<br>100%<br>Pro-rata</td></tr>
<tr><td>Stretch</td><td>110%</td><td>110%</td></tr>
</table>
Note: Stretch can only be realised if the total cap on STI (max) is not exceeded.
It should be noted that Sirtex has a culture of setting challenging budgets, and achievement of budget is considered a challenging but achievable objective. </td></tr>
<tr><td>Cessation of Employment During a Measurement Period</td><td>Plan Rules<br>In the event of cessation of employment due to dismissal for cause, all entitlements in relation to the Measurement Period are forfeited.
In the event of cessation of employment due to resignation, all entitlements in relation to the Measurement Period are forfeited, unless otherwise determined by the Board.
In the event of cessation of employment for other reasons:
(a) The STI award opportunity for the Measurement Period will be pro-rata, reduced to reflect the portion of the Measurement Period worked, and
(b) Performance and STI awards will be determined following the end of the Measurement Period in the normal way. The Board, however, may determine to accelerate the determination and payment of STI awards subject to not exceeding the Corporations limit on termination benefits for managerial and executive officers. </td></tr>
</table>

| Aspect | Plan Rules, Offers and Comments |
|---|---|
| Change of Control | **Plan Rules**<br>The Board has discretion to make pro-rata awards based on performance and either allow the Plan to continue for the Measurement Period or to terminate it at the point of the Change of Control. |
| Plan Gate & Board Discretion | **Plan Rules**<br>If the Company's overall performance during the Measurement Period is substantially lower than expectations and resulted in significant loss of value for shareholders, the Board may reduce the awards for the Measurement Period to nil or adjust STI payouts. |
| Fraud, Gross Misconduct etc. | **Plan Rules**<br>If the Board forms the view that a Participant has committed fraud, defalcation or gross misconduct in relation to the Company, then all entitlements in relation to the Measurement Period will be forfeited by that participant. |
| Amendment of Plan Rules | **Plan Rules**<br>The Board has broad discretion to vary the Plan Rules or terminate the STI Plan in relation to future periods, but may not reduce earned awards (being amounts already approved by the Board and payable for a completed measurement period) without the consent of the Participant. |

### 3.8 Variable Remuneration – Executive Long-term Incentive (LTI) Plan – Detail

| Aspect | Plan Rules, Offers and Comments |
|---|---|
| Measurement Period | **FY14 Offer**<br>The measurement period for FY 2014 offers is the three financial years from 1 July 2013 to 30 June 2016. |
| LTI Offer | **FY14 Offer**<br>Performance Rights were offered under the Plan during the financial year in accordance with the relevant policies and Plan rules.<br>Except as indicated below, a participant must remain employed by the Company during the Measurement Period and the performance conditions, must be satisfied for Rights to vest.<br>For the target LTI value used to calculate grants was 75% of Fixed Remuneration for the MD/CEO, and 35% of Fixed Remuneration for other KMP.<br>The number of LTI Performance Rights granted is calculated by applying the following formula:<br>*Number of Performance Rights = Base Package x Target LTI% ÷ Adjusted Right Value*<br>The Right Value was the volume weighted average share price of Shares over the 10 days up to and including 30 June 2013, less assumed dividends over the Measurement Period. The 'Adjusted Right Value' adjusts for the probability of the Company achieving the stretch targets. For FY 14, this factor was 0.4.<br>The LTI plan has been in operation since the 2010-11 year. Each year, the vesting scale relative to performance and the probability factor are reviewed and determined after taking into account the circumstances of the Company and the market, so that the LTIs granted and the difficulty of the scale remains appropriate. |

| Aspect | Plan Rules, Offers and Comments |
|---|---|
| Vesting Conditions | **FY14 Offer** |

The performance conditions specified as part of FY14 offers include two tranches, with 50% of Rights being subject to a Total Shareholder Return (TSR) vesting condition, and 50% being subject to an EPS Growth Rate vesting condition.

The vesting percentages are to be determined by the following scales:

| TSR Vesting Scale | | |
|---|---|---|
| **Performance Level** | **Absolute TSR Compound Annual Growth Rate Over Measurement Period** | **Vesting Percentage** |
| <Threshold | <10% | 0% |
| Threshold | 10% | 16.67% |
| | >10% & <15% | Pro-rata |
| Target | 15% | 33.3% |
| | >15% & <20% | Pro-rata |
| Stretch | 20% | 100% |

| EPS Growth Vesting Scale | | |
|---|---|---|
| **Performance Level** | **EPS Compound Annual Growth Rate Over Measurement Period** | **Vesting Percentage** |
| <Threshold | <10% | 0% |
| Threshold | 10% | 16.67% |
| | >10% & <17.5% | Pro-rata |
| Target | 17.5% | 33.3% |
| | >17.5% & <25% | Pro-rata |
| Stretch | 25% | 100% |

**Comments**

Absolute TSR is the cumulative gain for shareholders over a three year period, from growth in the share price and dividends, assuming that dividends are reinvested into the Company's shares. TSR was chosen as one of the two measures because it has the highest correlation with Company performance from the perspective of shareholders. It is acknowledged that some stakeholder groups prefer a 'relative TSR' measure in order to take into account the possibility of windfall gains from a universally rising market but the Board felt that this was not appropriate, given the Company's unique set of circumstances. It does, however, retain discretion to modify vesting performance hurdles.

Sirtex's TSR is calculated by the Company with the calculations reviewed by the Company's auditor. In selecting the 10%, 15% and 20% as the threshold, target and stretch levels for TSR, the Board referenced the accepted long-term average return received by shareholders from investing in stocks on major stock exchanges around the world. It was also recognised that investors in Sirtex would be seeking returns in excess of the long-term average.

EPS growth was selected as the most appropriate second measure. This measure is intended to give a different perspective on Company performance. Earnings-per-share growth is a method of tracking the ability of the Company to grow profit on a per-share basis. Increasing earnings per share indicates increasing returns on the funds provided by shareholders.

The vesting scale relative to performance is reviewed each year and altered if the circumstances of the Company or the market are sufficiently different, such that the difficulty of the scale is no longer appropriate.

Board discretion to vary vesting will generally only be applied when the vesting that would otherwise apply is considered by the Board to be inappropriate.

| | |
|---|---|
| Amount Payable | **FY14 Offers**<br>No amount is payable for Incentive Rights to vest under the most recent offer. |

| Aspect | Plan Rules, Offers and Comments |
|---|---|
| Exercise of Vested Incentive Rights | **Plan Rules**<br>On vesting, an Incentive Right confers an entitlement on the Participant to exercise the Executive Performance Right to the value of an ordinary share in the Company (Share). On exercise, the Participant is paid $1,000 in cash by the Company and the trustee of the EPRP Trust (Trustee) receives the balance of the value of the vested Executive Performance Rights (from the Company) to subscribe for Shares or acquire Shares on market on behalf of the Participant. The partial cash payment is intended to manage the tax impact of the EPRP on Australian Participants. Overseas Participants may have a portion of their Shares sold to account for withholding tax and other amounts payable by the Company in respect of vested Executive Performance Rights.<br>The Trustee holds Shares that it has subscribed for, or acquired on behalf of a Participant, until the Participant directs the Trustee to transfer the Shares to the Participant or sell the Shares and remit the proceeds to the Participant.<br>No amount is payable by Participants to exercise their vested Executive Performance Rights. |
| Dealing Restrictions on Shares | **Plan Rules**<br>Shares acquired when vested Incentive Rights are exercised will be subject to the restrictions set out in the Company's share trading policy, the insider trading provisions of the Corporations Act or any other additional dealing restrictions included in the offer of the Incentive Rights. No additional restrictions were specified as part of 2014 offers. |
| Cessation of Employment | **Plan Rules**<br>In the event of cessation of employment due to dismissal for cause, all unvested Incentive Rights are forfeited.<br>In the event of cessation of employment due to resignation, all unvested Incentive Rights are forfeited unless otherwise determined by the Board.<br>In the event of cessation of employment for other reasons:<br>(a) All unvested Rights granted in the 12 months preceding the termination of employment lapse. All other Rights granted in prior years will not lapse, and will continue and if they become vested at some later time, will be able to be exercised in accord with their terms. |
| Change of Control of the Company | **Plan Rules**<br>In the event of a compulsory acquisition of Shares following a takeover bid or a scheme of arrangement, vested Executive Performance Rights may be exercised and unvested Executive Performance Rights may be exercised by the Participant in the same proportion as the Share price (assessed via 10 day VWAP) has increased since the beginning of the Measurement Period. A greater number of unvested Executive Performance Rights may be exercised by the Participant at the Board's discretion. |
| Quotation | **FY14 Offers**<br>Incentive Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the LTI Plan, in accordance with the ASX Listing Rules. |
| Board Discretion | **Plan Rules**<br>The Board has discretion in the exercise of its powers and in making determinations under the LTI Plan rules or taking action under those rules. The Board also has the ability to amend, revoke or replace the LTI Plan rules as long as the amendment would not materially reduce the rights of Participants. |

### 3.9 Variable Remuneration – Non-executive (NED) Director Rights Plan – Detail

| Aspect | Plan Rules, Offers and Comments |
|---|---|
| Purpose | The NED Rights Plan's purpose is to give effect to an element of Board remuneration. This element of remuneration, while less evident in the market, has been recommended to the Board of Sirtex as suitable to the Company's circumstances, constituting part of a market competitive main Board package which aims to align the interests of NEDs directly with shareholders.<br>Rights offered to NEDs are not subject to performance conditions or any vesting conditions other than a one year period of service. The Restricted Shares that are acquired by the trustee of the NED's Plan trust (NED's Trustee) in respect of the vested Rights are, however, subject to a dealing restriction such that they may not be dealt with until the earlier of ceasing to be a NED of the Company or the elapsing of seven years from the grant date. This ensures that the NEDs Trustee holds the shares on behalf of the NEDs for as long as possible to create the strongest alignment with shareholders.<br>Extreme care has been taken to distinguish the NED Rights Plan from the executive Rights Plan in order to ensure no conflicts of interest can arise. Only the average weighted share price used to calculate the number of Rights awarded is in common.<br>It is intended that vested NED Rights will be satisfied via on-market purchase of Sirtex Shares, rather than by new issues of Shares. |
| NED Rights | **Plan Rules**<br>Without the approval of the Board, Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered. |
| Grant Value | **FY14 Offers**<br>Grants of Rights were made to NEDs during the financial year with the intended value of the grants being as follows:<br>• $24,000 for the Board Chair,<br>• $15,000 for the Deputy Chair, and<br>• $12,000 for the other NED's.<br>These values were selected as the gap between P75 and P50 of the benchmark market data obtained, representing the value to be salary sacrificed into securities.<br>The grant of NED Rights is calculated by broadly applying the following formula:<br>*Number of NED Rights = (P75-P50 of market data) ÷ Right Value*<br>The Right Value was the volume weighted average share price of Shares over the 10 days up to and including 30 June 2013. |
| Measurement Period | **FY14 Offers**<br>The Measurement Period is one year from grant, however as noted above, the Restricted Shares that are acquired in respect of the NED's Rights continue to be subject to dealing restrictions until the earlier of ceasing to be a NED of the Company or the elapsing of seven years from the grant date. |
| Vesting Conditions | **Plan Rules**<br>Participants must complete a full year of service for Rights to vest (subject to Plan Rules).<br>The Board retains discretion to modify the amounts that the calculation of the NED's Rights is based on to ensure that it is not inappropriate.<br>NED Rights that do not vest will lapse. |
| Vesting of NED Rights | **Plan Rules**<br>On vesting, a NED Right confers an entitlement to a Sirtex Limited ordinary share (Share). The Company pays to the NED's Trustee the amount required to enable the NED's Trustee to purchase (on market) one Share per NED's Right granted and these Shares will be held by the NED's Trustee for the benefit of the NED.<br>No amount is payable by participants to exercise vested NED Rights. |

| Aspect | Plan Rules, Offers and Comments |
|---|---|
| Cessation of being a NED | **Plan Rules**<br>If a NED ceases to be a NED, the unvested NED's Rights will be forfeited unless otherwise determined in the discretion of the other NED's. |
| Dividends | **Plan Rules**<br>NED's will be entitled to all dividends received by the NED's Trustee in respect if Shares held for the benefit of the NED's. |

## 4. Employment Terms for Executives and Directors

On appointment to the Board, all NEDs enter into a service agreement with the Company in the form of a letter of appointment. Upon termination of a Director's appointment, the Director will be paid his or her Director's fees on a pro-rata basis, to the extent that they are unpaid, up to the date of termination. Plus the Director will receive all vested shares held in trust on the date of termination.

Remuneration and other terms of employment for the MD/CEO and other key management personnel are also formalised in service agreements. The major provisions of the agreements are set out below. Generally, most contracts with executives may be terminated early by either party with six months' notice, subject to termination payments as detailed below.

| | | | Period of Notice | | |
|---|---|---|---|---|---|
| Name | Position held at 30 June 2014 | Duration of Contract | From Company | From KMP | Termination Payments |
| Mr G Wong | Managing Director & CEO | No fixed term | 6 months | 6 months | Up to 12 months* |
| Mr D Smith | CFO | No fixed term | 6 months | 6 months | Up to 12 months* |
| Mr R Hardie | Head of Operations | No fixed term | 6 months | 6 months | Up to 12 months* |
| Dr D Cade | Chief Medical Officer | No fixed term | 6 months | 6 months | Up to 12 months* |
| Mr M Mangano | Head of US Region | No fixed term | 6 months | 6 months | Up to 12 months* |
| Mr N Lange | Head of Europe Region | No fixed term | 6 months | 6 months | 6 months |
| Dr B Chew | Head of Asia Pacific Region | No fixed term | 6 months | 6 months | Up to 12 months* |

*Under the Corporations Act the Termination Benefit Limit is 12 months average Salary (last 3 years) unless shareholder approval is obtained.

## 5. Performance Outcomes and Impact on Shareholder Wealth for FY14

The following outlines the performance of the Company over the 2014 financial year and the previous 4 financial years:

| Date | Revenue | Profit after Tax | Share Price | Change in Share Price | Dividends | Short-term change in Shareholder Value over 1 year (SP increase + dividends) | | Long-term change in Shareholder Value over 3 years (SP increase + dividends) | |
|---|---|---|---|---|---|---|---|---|---|
| | $m | $m | $ | $ | $ | $ | % | $ | % |
| 30-Jun-09 | 65.6 | 18.2 | 3.35 | | 0.00 | | | | |
| 30-Jun-10 | 64.3 | 16.1 | 4.90 | 1.55 | 0.07 | 1.62 | 48.4 | | |
| 30-Jun-11 | 70.7 | 11.5 | 4.90 | 0.00 | 0.07 | 0.07 | 1.4 | | |
| 30-Jun-12 | 82.6 | 17.1 | 6.09 | 1.19 | 0.07 | 1.26 | 25.7 | 2.95 | 88.1 |
| 30-Jun-13 | 96.7 | 18.3 | 11.98 | 5.89 | 0.10 | 5.99 | 98.4 | 7.32 | 149.4 |
| 30-Jun-14 | 129.4 | 23.9 | 16.88 | 4.90 | 0.12 | 5.02 | 41.9 | 12.27 | 250.4 |

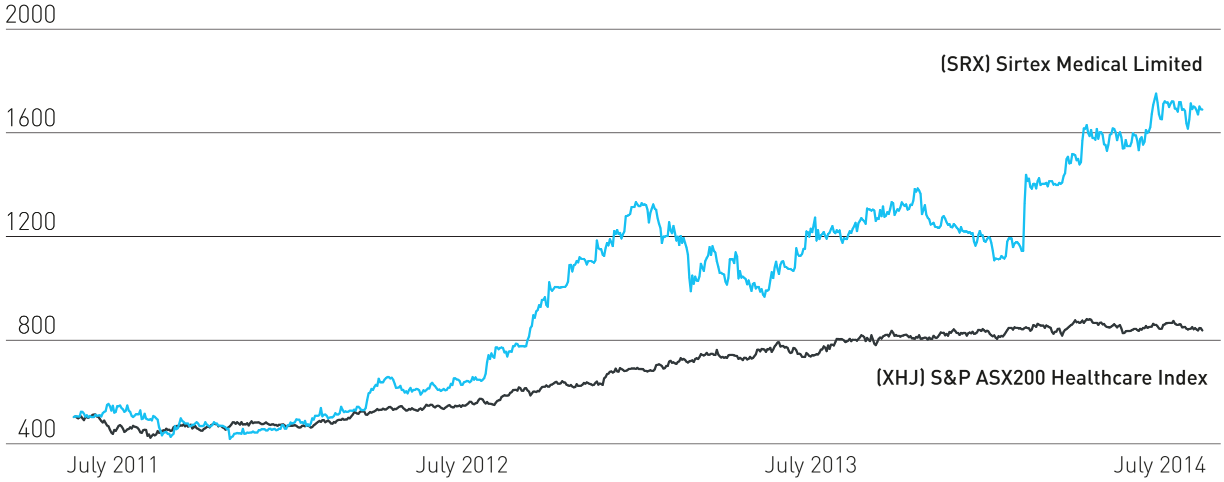
The table shows very strong Company performance over the last 12 months, 3 and 5 years in terms of TSR. The Board believes that this level of performance reflects the quality and commitment of its staff and the leadership given, all being enabled by fair and appropriate remunerations structures and packages.

Another view of Company performance is provided by TSR Alpha™. This measure seeks to assess performance in the context of an estimate of the returns that investors expected, given the risks involved in investing in a particular Company. This is intended to remove whole-of-market movements from the assessment and highlights changes to the intrinsic value of the enterprise.

If TSR Alpha is zero, then shareholders' expectations have been satisfied, if TSR Alpha is negative, then shareholders' expectations have not been met and if TSR Alpha is positive, then shareholders' expectations have been exceeded. Analysis undertaken by the KBA Consulting Group indicates that Sirtex's annualised TSR Alpha over the 3 and 5 years up to the end of June 2014 have been 42.1% and 28.2%, respectively. These levels show that shareholders' expectations have been consistently exceeded. It should also be noted that these levels of TSR Alpha would place Sirtex's performance above the 75th percentile of the top 500 ASX listed companies.

In addition to exceptional TSR and TSR Alpha™ measures, other indications of Company performance include:

- Dose sales have been growing strongly in each of the last five years with an approximately 17% growth during 2013-2014.
- Revenue has grown during all but one of the last five years with an approximately 34% growth during 2013-2014.
- Share price growth has significantly outperformed the ASX Healthcare Index (XHJ) indicating that the TSR performance of 41.9% growth in the last 12 months is not the result of a universally rising market over the last three years (see chart below).



### 5.1 Links between Performance and Reward

The remuneration of executives is composed of three parts as outlined earlier, being:

- Fixed Remuneration, which is not intended to vary with performance,
- STI which is intended to vary with indicators of Company and individual performance, and
- LTI which is also intended to deliver a variable reward based on shareholder experience.

Estimates of the STI to be paid in relation to the 2014 financial year were accrued in the FY14 accounts. Adjustments will be made subsequent to the completion of the audit process and finalisation of the assessment process, as summarised below. On average 75% of the award opportunity available (i.e. of the maximum opportunity) was accrued.

| Name | Position | Objectives | Contribution to success | Measurement | Percentage of Max STI to be paid |
|---|---|---|---|---|---|
| Mr G Wong | MD/CEO | Normalised Company EBITDA (40% weighting)<br>Doses sold (40% weighting)<br>Leadership effectiveness (20% weighting) | The M/D/CEO role has primary responsibility for company earnings (EBITDA) and was asked to focus on increasing dose sales and long-term leadership development, as key factors for success at the CEO level in 2014. | Earnings were measured via Normalised EBITDA, dose sales by comparison to budget/plans, and effectiveness by NED assessment based on defined achievements and capabilities. | ~65% |
| Mr D Smith<br>Mr R Hardie<br>Dr D Cade<br>Mr M Mangano<br>Mr N Lange<br>Dr B Chew | Stratum 2 Direct Report to MD/CEO | Normalised Company EBITDA (50% weighting)<br>KPIs and other Influencing Factors (50% weighting) | Other KMP shared the EBITDA objective with the MD/CEO to encourage teamwork and the one-company culture.<br>KPIs and other Influencing factors for the Regional Heads included regional sales growth, expense control, debtor management and contribution margin. Factors for the other stratum 2 executives included where relevant, audit compliance, DIFOT, cost of goods sold, marketing objectives, proctor development, clinical trial recruitment and the achievement of project milestones. Each factor was identified and selected as being a key lever for each role, in order to drive group success for 2014. | Achievement of the earnings objective was measured as for the MD/CEO.<br>KPI and other Influencing factors were assessed against qualitative and quantitative objectives set at the beginning of the year in relation to each role, with some Board discretion to take into account relevant circumstances. In this way awards aligned with each individual's contributions to the Company during the year, as assessed by the Board. | Averages ~55% |

The LTI is the main component of executive remuneration that is intended to be strongly related to external indicators of Company performance. The following table gives an indication of Company performance against those measures that are part of the LTI:

| Date | EPS | | | TSR | |
|---|---|---|---|---|---|
| | 12 month EPS | 12 month EPS growth | 3 year EPS | 12 month TSR | 3 year TSR |
| | $ | % | % | % | % |
| 30-Jun-09 | 0.327 | | | | |
| 30-Jun-10 | 0.288 | (11.9) | | 48.4 | |
| 30-Jun-11 | 0.206 | (28.5) | | 1.4 | |
| 30-Jun-12 | 0.307 | 49.0 | (6.1) | 25.7 | 88.1 |
| 30-Jun-13 | 0.328 | 6.8 | 13.9 | 98.4 | 149.4 |
| 30-Jun-14 | 0.425 | 29.6 | 106.3 | 41.9 | 250.4 |

The following table outlines the extent that the LTI vested in relation to the completion of the 2013 financial year and which was granted during the 2011 financial year:

| Name | Role | Target LTI Value (at grant) | 2011 Grant Number | TSR Achieved | % of Grant Vested | Number Vested |
|---|---|---|---|---|---|---|
| Mr G Wong | Managing Director & CEO | 187,544 | 90,188 | 34.20% | 100% | 90,188 |
| Mr D Smith | Chief Financial Officer | 64,464 | 31,000 | 34.20% | 100% | 31,000 |
| Mr M Mangano | Head of AMERICAS Region | 68,623 | 33,000 | 34.20% | 100% | 33,000 |
| Mr N Lange | Head of EMEA Region | 68,623 | 33,000 | 34.20% | 100% | 33,000 |
| Dr B Chew | Head of APAC Region | 68,623 | 33,000 | 34.20% | 100% | 33,000 |
| Mr R Hardie | Head of Operations | 56,562 | 27,200 | 34.20% | 100% | 27,200 |
| Dr D Cade | Chief Medical Officer | 54,690 | 26,300 | 34.20% | 100% | 26,300 |
| **Total** | | **569,130** | **273,688** | **34.20%** | **100%** | **273,688** |

## 6. Remuneration Records for FY14

### 6.1 Senior Executive Remuneration

The following table outlines the remuneration received by executives of the Company during the 2014 and 2013 financial years, as per the statutory requirements for disclosure and accounting standards:

| Name/ Role | Year | Salary | Super-annuation | Other Benefits | Fixed Package | | Short-term Incentive (STI)* | | Long-term Incentive (LTI) | | Total Target Remuner–ation | Retire-ment Benefits | Change in Accrued Leave |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | $ | $ | $ | $ | % of TRP | $ | % of TRP | $ | % of TRP | $ | $ | $ |
| Mr G Wong | 2014 | 719,465 | 24,535 | – | 744,000 | 56 | 279,000 | 21 | 317,371 | 24 | 1,340,371 | 24,535 | 62,324 |
| Managing Director & CEO | 2013 | 582,030 | 22,970 | – | 605,000 | 65 | 75,000 | 8 | 255,249 | 27 | 935,249 | 22,970 | 68,859 |
| Mr D Smith | 2014 | 367,225 | 17,775 | – | 385,000 | 66 | 101,063 | 17 | 99,606 | 17 | 585,669 | 17,775 | 25,054 |
| Chief Financial Officer | 2013 | 342,839 | 17,661 | – | 360,500 | 72 | 49,500 | 10 | 90,203 | 18 | 500,203 | 17,661 | (2,482) |
| Mr M Mangano | 2014 | 435,286 | 10,196 | 20,992 | 466,474 | 65 | 152,350 | 21 | 99,606 | 14 | 718,431 | 10,196 | (9,997) |
| Head of AMERICAS Region | 2013 | 352,449 | 7,049 | 19,616 | 379,114 | 74 | 44,437 | 9 | 91,971 | 18 | 515,522 | 7,049 | 29,079 |
| Mr N Lange | 2014 | 552,980 | – | 45,619 | 598,599 | 71 | 145,157 | 17 | 99,606 | 12 | 843,362 | – | 4,226 |
| Head of EMEA Region | 2013 | 348,411 | – | 101,523 | 449,934 | 75 | 59,462 | 10 | 91,971 | 15 | 601,367 | – | (27,112) |
| Dr B Chew | 2014 | 361,520 | – | 13,191 | 374,711 | 66 | 94,899 | 17 | 99,606 | 17 | 569,216 | – | (18,683) |
| Head of APAC Region | 2013 | 330,033 | – | 31,888 | 361,921 | 73 | 43,380 | 9 | 91,971 | 18 | 497,272 | – | (7,461) |
| Mr R Hardie | 2014 | 362,225 | 17,775 | – | 380,000 | 66 | 99,750 | 17 | 99,606 | 17 | 579,356 | 17,775 | 5,140 |
| Chief Medical Officer | 2013 | 332,930 | 21,470 | – | 354,400 | 72 | 49,000 | 10 | 86,866 | 18 | 490,266 | 21,470 | 2,986 |
| Mr R Hardie | 2014 | 362,225 | 17,775 | – | 380,000 | 66 | 99,750 | 17 | 99,606 | 17 | 579,356 | 17,775 | 5,140 |
| Head of Operations | 2013 | 332,930 | 21,470 | – | 354,400 | 72 | 49,000 | 10 | 86,866 | 18 | 490,266 | 21,470 | 2,986 |
| Dr D Cade | 2014 | 347,225 | 17,775 | – | 365,000 | 67 | 95,813 | 18 | 80,213 | 15 | 541,026 | 17,775 | 11,599 |
| Chief Medical Officer | 2013 | 309,097 | 16,470 | – | 325,567 | 74 | 48,000 | 11 | 68,651 | 16 | 442,218 | 16,470 | 14,593 |
| **Total** | **2014** | **3,145,926** | **88,056** | **79,802** | **3,313,784** | **64** | **968,031** | **19** | **895,614** | **17** | **5,177,430** | **88,056** | **79,663** |
| | **2013** | **2,597,789** | **85,620** | **153,027** | **2,836,436** | **71** | **368,779** | **9** | **776,882** | **20** | **3,982,097** | **85,620** | **78,461** |

STI figures for 2014 are accounting estimates, figures for 2013 are STI's earned for the year and paid in 2014.

### 6.2 Non-executive Director Remuneration

Remuneration received by non-executive directors in FY14 and FY13 are disclosed below.

| Name/ Role | Year | Board Fees $ | Committee Fees $ | Super-annuation $ | Other Benefits $ | Equity* $ | Total $ |
|---|---|---|---|---|---|---|---|
| Mr R Hill | 2014 | 200,000 | – | – | – | 20,897 | 220,897 |
| Board Chair | 2013 | 151,100 | – | – | – | – | 151,100 |
| Dr J Eady | 2014 | 90,570 | 10,000 | 34,430 | – | 13,063 | 148,063 |
| Deputy Chair & Chair of Remuneration Committee | 2013 | 70,560 | 5,000 | 24,240 | – | – | 99,800 |
| Mr G Boyce | 2014 | 100,000 | 10,000 | – | – | 10,449 | 120,449 |
| Chair of Audit Committee | 2013 | 76,400 | 10,000 | – | – | – | 86,400 |
| **Total** | **2014** | **390,570** | **20,000** | **34,430** | **–** | **44,409** | **489,409** |
| | **2013** | **298,060** | **15,000** | **24,240** | **–** | **–** | **337,300** |

*Pro-rated from date of grant until 30 June 2014.

### 6.3 Changes in Securities Held

The following table outlines the changes in the number of Performance Rights held by executives over the financial year:

| Name | Rights held at 1 July 2013 | | Granted during year | | Forfeited | | Vested & Exercised | | Rights Held at 30 June 2014 | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Number | Value at Grant $ | Number | Value at Grant $ | Number | Value | Number | Value | Number | Value at Grant $ |
| Mr G Wong | 322,188 | 743,606 | 115,000 | 532,450 | – | – | 90,188 | 187,544 | 347,000 | 1,088,512 |
| Mr D Smith | 114,000 | 263,377 | 28,000 | 129,640 | – | – | 31,000 | 64,464 | 111,000 | 328,553 |
| Mr M Mangano | 116,000 | 267,536 | 28,000 | 129,640 | – | – | 33,000 | 68,623 | 111,000 | 328,553 |
| Mr N Lange | 116,000 | 267,536 | 28,000 | 129,640 | – | – | 33,000 | 68,623 | 111,000 | 328,553 |
| Dr B Chew | 116,000 | 267,536 | 28,000 | 129,640 | – | – | – | – | 144,000 | 397,176 |
| Mr R Hardie | 110,200 | 255,475 | 28,000 | 129,640 | – | – | 27,200 | 56,562 | 111,000 | 328,553 |
| Dr D Cade | 86,300 | 198,446 | 28,000 | 129,640 | – | – | 26,300 | 54,690 | 88,000 | 273,395 |
| **Total** | **980,688** | **2,263,513** | **283,000** | **1,310,290** | **–** | **–** | **240,688** | **500,507** | **1,023,000** | **3,073,297** |

The following table outlines the changes in the number of Shares held by executives over the financial year:

| Name | Balance at beginning of year | Granted as remunerations | Issued on exercise of Rights | Disposals | Balance at end of year |
|---|---|---|---|---|---|
| Mr G Wong | – | – | 90,106 | (30,106) | 60,000 |
| Mr D Smith | – | – | 30,918 | (25,918) | 5,000 |
| Mr M Mangano | – | – | 32,918 | (32,918) | – |
| Mr N Lange | – | – | 32,918 | (32,918) | – |
| Dr B Chew | – | – | – | – | – |
| Mr R Hardie | – | – | 27,118 | (27,118) | – |
| Dr D Cade | – | – | 26,218 | (26,218) | – |
| **Total** | **–** | **–** | **240,196** | **(175,196)** | **65,000** |

Please refer to Note 22 in the Financial Report for additional detail in respect of the conditions attached to Performance Rights issued during the year.

The following table outlines the changes in the number of NED Rights held by non-executive directors over the financial year:

| Name | Rights held at 1 July 2013 | | Granted during year | | Forfeited | | Vested & Exercised | | Rights Held at 30 June 2014 | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Number | Value at Grant $ | Number | Value at Grant $ | Number | Value | Number | Value | Number | Value at Grant $ |
| R Hill | – | – | 1,974 | 24,000 | – | – | – | – | 1,974 | 24,000 |
| Dr J Eady | – | – | 1,234 | 15,000 | – | – | – | – | 1,234 | 15,000 |
| G Boyce | – | – | 987 | 12,000 | – | – | – | – | 987 | 12,000 |
| **Total** | **–** | **–** | **4,195** | **51,000** | **–** | **–** | **–** | **–** | **4,195** | **51,000** |

The following table outlines the changes in the number of Shares held by non-executive directors over the financial year:

| Name | Balance at beginning of year | Granted as remunerations | Issued on exercise of Rights | Disposals | Balance at end of year |
|---|---|---|---|---|---|
| R Hill | – | – | – | – | – |
| Dr J Eady | 5,000 | – | – | – | 5,000 |
| G Boyce | 5,000 | – | – | – | 5,000 |
| **Total** | **10,000** | **–** | **–** | **–** | **10,000** |

### 6.4 Future Payments

The following table outlines amounts of LTI that have been granted but which have not yet vested or been paid:

| Name | Tranche | Total value | Value expensed at 30 June 2013 | Value expensed in 2014 | Max value to be expensed in future years | Min value to be expensed in future years |
|---|---|---|---|---|---|---|
| | | $ | | | | |
| Mr G Wong | 2012 | 206,062 | 133,881 | 72,181 | – | – |
| | 2013 | 350,000 | 103,378 | 123,311 | 123,311 | 123,311 |
| | 2014 | 532,450 | – | 121,879 | 410,571 | 410,571 |
| Mr D Smith | 2012 | 73,913 | 48,022 | 25,891 | – | – |
| | 2013 | 125,000 | 36,921 | 44,040 | 44,040 | 44,040 |
| | 2014 | 129,640 | – | 29,675 | 99,965 | 99,965 |
| Mr M Mangano | 2012 | 73,913 | 48,022 | 25,891 | – | – |
| | 2013 | 125,000 | 36,921 | 44,040 | 44,040 | 44,040 |
| | 2014 | 129,640 | – | 29,675 | 99,965 | 99,965 |
| Mr N Lange | 2012 | 73,913 | 48,022 | 25,891 | – | – |
| | 2013 | 125,000 | 36,921 | 44,040 | 44,040 | 44,040 |
| | 2014 | 129,640 | – | 29,675 | 99,965 | 99,965 |
| Dr B Chew | 2012 | 73,913 | 48,022 | 25,891 | – | – |
| | 2013 | 125,000 | 36,921 | 44,040 | 44,040 | 44,040 |
| | 2014 | 129,640 | – | 29,675 | 99,965 | 99,965 |
| Mr R Hardie | 2012 | 73,913 | 48,022 | 25,891 | – | – |
| | 2013 | 125,000 | 36,921 | 44,040 | 44,040 | 44,040 |
| | 2014 | 129,640 | – | 29,675 | 99,965 | 99,965 |
| Dr D Cade | 2012 | 53,755 | 34,925 | 18,830 | – | – |
| | 2013 | 90,000 | 26,583 | 31,708 | 31,708 | 31,708 |
| | 2014 | 129,640 | – | 29,675 | 99,965 | 99,965 |
| **Total** | | **3,004,674** | **723,484** | **895,612** | **1,385,578** | **1,385,578** |

The next grant to the non-executive directors will be made and will vest during the 2015 financial year, therefore a similar table cannot be presented in relation to non-executive directors.

## 7. External Remuneration Consultant Advice

During the year KMP remuneration recommendations and data were received from external remuneration consultant(s). The consultants and the amount payable for the information and work that led to their recommendations are listed below:

| | |
|---|---|
| Godfrey Remuneration Group Pty Limited | $52,000 |

The consultant(s) also provided other advice during the year and the kinds of advice and remuneration payable for such advice is summarised below:

| | | |
|---|---|---|
| Godfrey Remuneration Group Pty Limited | Assistance drafting new and existing remuneration policies and documents related to the independent development of the Remuneration Governance Framework, Remuneration Report drafting and Notice of Meeting drafting. | $39,000 |

So as to ensure that KMP remuneration recommendations were free from undue influence from the KMP to whom they relate the Company established policies and procedures governing engagements with external remuneration consultants. The key aspects include:

(a) KMP remuneration recommendations may only be received from consultants who have been approved by the Board. This is a legal requirement. Before such approval is given and before each engagement the Board ensures that the consultant is independent of KMP.

(b) As required by law, KMP remuneration recommendations are only received by non-executive directors, mainly the Chair of the Remuneration Committee.

(c) The policy seeks to ensure that the Board controls any engagement by management of Board approved remuneration consultants to provide advice other than KMP remuneration recommendations and any interactions between management and external remuneration consultants when undertaking work leading to KMP remuneration recommendations.

The Board is satisfied that the KMP remuneration recommendations received were free from undue influence from KMP to whom the recommendations related. The reasons the Board is so satisfied include that it is confident that the policy for engaging external remuneration consultants is being adhered to and is operating as intended, the Board has been closely involved in all dealings with the external remuneration consultants and each KMP remuneration recommendation received during the year was accompanied by a legal declaration from the consultant to the effect that their advice was provided free from undue influence from the KMP to whom the recommendations related.

**Gilman Wong**
Director

20 August 2014

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## Auditor's Independence Declaration
## To the Directors of Sirtex Medical Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Sirtex Medical Limited for the year ended 30 June 2014, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

N J Bradley
Partner - Audit & Assurance

Sydney, 20 August 2014

# DIRECTORS' DECLARATION

The Directors of the company declare that:

1. the financial statements and notes, as set out on pages 52 to 83, are in accordance with the *Corporations Act 2001* and
   (a) comply with Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS), and
   (b) give a true and fair view of the financial position as at 30 June 2014 and of the performance for the year ended on that date of the company and consolidated group
2. the Chief Executive Officer and Chief Financial Officer have each declared, as required by section 295A of the *Corporations Act 2001*, that:
   (a) the financial records of the company for the financial year have been properly maintained in accordance with s 286 of the *Corporations Act 2001*
   (b) the financial statements and notes for the financial year comply with Accounting Standards, and
   (c) the financial statements and notes for the financial year give a true and fair view
3. in the directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

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

**Gilman Wong**
Director

Sydney, 20 August 2014

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## Independent Auditor's Report
## To the Members of Sirtex Medical Limited

### Report on the financial report

We have audited the accompanying financial report of Sirtex Medical Limited (the "Company"), which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

### Directors' responsibility for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001. The Directors' responsibility also includes 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. The Directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, the financial statements comply with International Financial Reporting Standards.

### Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

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

**Independence**
In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

**Auditor's opinion**
In our opinion:

a the financial report of Sirtex Medical Limited is in accordance with the Corporations Act 2001, including:

  i giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and

  ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and

b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

**Report on the remuneration report**
We have audited the remuneration report included in pages 29 to 46 of the directors' report for the year ended 30 June 2014. 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.

**Auditor's opinion on the remuneration report**

In our opinion, the remuneration report of Sirtex Medical Limited for the year ended 30 June 2014, complies with section 300A of the Corporations Act 2001.

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

N J Bradley
Partner - Audit & Assurance

Sydney, 20 August 2014

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2014

| | | Consolidated | |
|---|---|---|---|
| | Note | 2014 $'000 | 2013 $'000 |
| Revenue from the sale of goods | 2(a) | 129,363 | 96,774 |
| Cost of sales | | (20,356) | (17,557) |
| **Gross profit** | | **109,007** | **79,217** |
| Other revenue | 2(b) | 1,876 | 2,419 |
| Other income | 2(c) | 53 | 1,110 |
| Marketing expenses | | (49,196) | (34,187) |
| Research expenses | | (5,773) | (5,216) |
| Regulatory expenses | | (967) | (755) |
| Quality assurance expenses | | (1,529) | (1,148) |
| Clinical trial expenses | | (5,528) | (4,771) |
| Medical expenses | | (2,756) | (1,641) |
| Administration expenses | | (13,564) | (10,171) |
| Other expenses | | (513) | (350) |
| **Profit before income tax** | | **31,110** | **24,507** |
| Income tax expense | 4 | (7,242) | (6,237) |
| **Profit for the year** | | **23,868** | **18,270** |
| **Other comprehensive income** | | | |
| *Items that may be reclassified subsequently to profit or loss* | | | |
| Foreign currency translation (net of tax) of foreign operations | | 162 | 648 |
| **Total comprehensive income for the year attributable to members of the parent entity** | | **24,030** | **18,918** |
| | | Cents | Cents |
| **Earnings per share** | | | |
| Basic earnings per share | 19 | 42.5 | 32.8 |
| Diluted earnings per share | 19 | 41.3 | 32.0 |
| Dividends per share | 20 | 12.0 | 10.0 |

*The financial statements should be read in conjunction with the accompanying notes.*

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2014

| | Note | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|---|
| **Current Assets** | | | |
| Cash and cash equivalents | 5 | 22,495 | 20,094 |
| Other short-term deposits | 6 | 30,000 | 32,000 |
| Trade and other receivables | 7 | 25,714 | 20,645 |
| Inventories | 8 | 1,678 | 1,690 |
| Other financial assets | 9 | 1,276 | 680 |
| Other current assets | 10 | 2,024 | 2,223 |
| Current tax assets | 11(a) | 554 | – |
| **Total – Current Assets** | | **83,741** | **77,332** |
| **Non-Current Assets** | | | |
| Property, plant and equipment | 12 | 13,592 | 9,129 |
| Intangible assets | 13 | 47,364 | 28,376 |
| Deferred tax assets | 11(b) | 4,013 | 2,930 |
| **Total – Non-Current Assets** | | **64,969** | **40,435** |
| **Total Assets** | | **148,710** | **117,767** |
| **Liabilities** | | | |
| **Current Liabilities** | | | |
| Trade and other payables | 14 | 14,657 | 11,076 |
| Current tax liabilities | 15(a) | – | 1,895 |
| Short-term provisions | 16(a) | 10,058 | 6,855 |
| **Total – Current Liabilities** | | **24,715** | **19,826** |
| **Non-Current Liabilities** | | | |
| Long-term provisions | 16(b) | 874 | 831 |
| Deferred tax liabilities | 15(b) | 15,538 | 8,972 |
| **Total – Non-Current Liabilities** | | **16,412** | **9,803** |
| **Total Liabilities** | | **41,127** | **29,629** |
| **Net Assets** | | **107,583** | **88,138** |
| **Equity** | | | |
| Issued capital | 17 | 24,893 | 23,521 |
| Reserves | 18 | 3,121 | 2,183 |
| Retained earnings | | 79,569 | 62,434 |
| **Total – Equity** | | **107,583** | **88,138** |

*The financial statements should be read in conjunction with the accompanying notes.*

# STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2014

| | Ordinary Shares $'000 | Share Rights Reserve $'000 | Foreign Currency Translation Reserve $'000 | Retained Earnings $'000 | Total $'000 |
|---|---|---|---|---|---|
| *Consolidated Entity* | | | | | |
| **Balance at 1 July 2012** | **23,521** | **750** | **(463)** | **49,740** | **73,548** |
| Foreign currency translation reserve | – | – | 648 | – | 648 |
| Profit attributable to members of parent entity | – | – | – | 18,270 | 18,270 |
| **Total comprehensive income for the year attributable to the members of parent entity** | **–** | **–** | **648** | **18,270** | **18,918** |
| Share rights reserve | – | 1,248 | – | – | 1,248 |
| Dividends paid or provided for | – | – | – | (5,576) | (5,576) |
| **Total transaction with owners** | **–** | **1,248** | **–** | **(5,576)** | **(4,328)** |
| **Balance at 30 June 2013** | **23,521** | **1,998** | **185** | **62,434** | **88,138** |
| Foreign currency translation reserve | – | – | 162 | – | 162 |
| Profit attributable to members of parent entity | – | – | – | 23,868 | 23,868 |
| **Total comprehensive income for the year attributable to the members of parent entity** | **–** | **–** | **162** | **23,868** | **24,030** |
| Ordinary shares issued | 708 | (708) | – | – | – |
| Deferred tax on performance rights | 664 | – | – | – | 664 |
| Contribution to performance rights reserve | – | 1,484 | – | – | 1,484 |
| Dividends paid or provided for | – | – | – | (6,733) | (6,733) |
| **Total transaction with owners** | **1,372** | **776** | **–** | **(6,733)** | **(4,585)** |
| **Balance at 30 June 2014** | **24,893** | **2,774** | **347** | **79,569** | **107,583** |

*The financial statements should be read in conjunction with the accompanying notes.*

# STATEMENT OF CASH FLOWS

for the year ended 30 June 2014

| | Note | Consolidated 2014 $'000 | 2013 $'000 |
|---|---|---|---|
| **Cash Flows From Operating Activities** | | | |
| Receipts from customers | | 125,048 | 93,006 |
| Payments to suppliers and employees | | (90,450) | (65,878) |
| Interest received | | 1,777 | 2,655 |
| Net income tax paid | | (4,204) | (5,456) |
| **Net cash provided by operating activities** | **5(b)** | **32,171** | **24,327** |
| **Cash Flows From Investing Activities** | | | |
| Investment in other short-term deposits | | 2,000 | 4,000 |
| Purchase of plant and equipment | | (6,189) | (3,695) |
| Internally generated intangible assets | | (18,848) | (12,501) |
| **Net cash used in investing activities** | | **(23,037)** | **(12,196)** |
| **Cash Flows From Financing Activities** | | | |
| Payment of dividends | | (6,733) | (5,484) |
| **Net cash used in financing activities** | | **(6,733)** | **(5,484)** |
| **Net increase in cash held** | | **2,401** | **6,647** |
| **Cash and cash equivalents at the beginning of financial year** | | **20,094** | **13,447** |
| **Cash and cash equivalents at the end of financial year** | **5(a)** | **22,495** | **20,094** |

*The financial statements should be read in conjunction with the accompanying notes.*

## Note 1: Statement of Significant Accounting Policies

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The report includes the consolidated financial statements and notes of Sirtex Medical Limited and controlled entities. Sirtex Medical Limited is a for-profit entity for the purpose of preparing the financial statements.

Compliance with Australian Accounting Standards ensures that the financial report of the Group complies with International Financial Reporting Standards (IFRS) in their entirety. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The consolidated financial statements were approved and authorised for issue by the directors on 20 August 2014.

This financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

### (a) Basis of consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 30 June 2014. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

### (b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. All revenue is stated net of the amount of GST.

Revenue from the sale of goods is recognised when the Group has transferred the significant risks and rewards of ownership to the buyer. Due to different legislative and market environments in the regions where the Group is operating, the date of transfer of risks and rewards is different by region. In the US, this date is on the delivery of goods to the customer, and in all other regions this date is the treatment day of the patient which usually occurs 1 to 2 days after the delivery day.

Interest revenue is recognised on an accrual basis using the effective interest method.

### (c) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). 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 are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Consolidated Statement of Financial Position.

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.

### (d) Government Grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating.

Grants relating to assets are credited to deferred income at amortised fair value and are credited to income over the expected useful life of the asset on a straight-line basis.

### (e) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the group 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 of economic resources will be required and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at reporting date. Provisions are discounted to their present value, where the time value of money is material.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

### (f) Intangibles

#### Intellectual property

The fair value of intellectual property contributed by an equity interest holder to Sirtex Medical Ltd, has been capitalised and recorded at fair value at the time of the contribution. The asset will be amortised on a straight-line basis over a period of 20 years.

## Note 1: Statement of Significant Accounting Policies (Cont'd)

**Internally generated intangible assets**

Development costs and certain clinical trial costs have been capitalised to the extent they satisfy the recognition criteria for internally generated intangible assets.

Following the initial recognition of the capitalised development expenditure, the cost model is applied requiring the assets to be carried at cost less accumulated impairment losses. Current capitalised development costs are to be amortised over 7 years.

The Consolidated Entity uses its judgment in continually assessing whether development expenditure meet the recognition criteria of an intangible asset.

The carrying value of an intangible asset arising from development costs is tested for impairment annually when the asset is not yet available for use or more frequently when an indicator of impairment arises during the reporting period.

**(g) Plant and equipment**

All assets acquired are initially recorded at their cost of acquisition, being fair value of the consideration provided plus incidental costs directly attributable to the acquisition and depreciation or amortisation as outlined below.

The cost of plant and equipment constructed by the Group includes the cost of material and direct labour, an appropriate proportion of fixed and variable overheads and capitalised interest. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

All items of plant and equipment are carried at the lower of cost less accumulated depreciation, amortisation and impairment losses and their recoverable amount.

**(h) Depreciation and amortisation**

Items of plant and equipment, including leasehold assets, are depreciated or amortised on a straight line basis so as to write off the net cost of each asset over its expected useful life. Assets are depreciated or amortised from the date of acquisition.

Depreciation and amortisation rates are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future financial periods only.

The depreciation and amortisation rates used for each class of asset are:

| | |
|---|---|
| Buildings and Leasehold improvements | 5% – 10% |
| Plant & Equipment | 10% – 33.33% |
| Assets work in progress | 0% |

**(i) Impairment of non-financial assets**

At each reporting date, the group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income.

Impairment testing is performed annually for intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**(j) Leases**

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

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

**(k) Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of manufactured products includes direct materials, direct labour and an appropriate portion of variable and fixed overheads. Costs are assigned on the basis of weighted average costs.

**(l) Employee benefits**

**Wages, salaries and annual leave**

Liabilities for employee benefits for wages, salaries and annual leave expected to settle wholly within 12 months of the year end represent present obligations resulting from employees' services provided up to reporting date, calculated as undiscounted amounts based on remuneration wage and salary rates that the Group expects to pay as at reporting date including related on costs, such as workers' compensation insurance and payroll tax. Employee benefits expected to be settled beyond 12 months are carried at the present value of the estimated future cash flows.

**Long service leave**

The provision for employee benefits to long service leave represents the present value of estimated future cash outflows to be made by the employer resulting from employees' services provided up to reporting date. The provision is calculated using expected future increases in remuneration rates, including related costs, and expected settlement dates based on turnover history, and is discounted using the rates attaching to national government securities at reporting date, which most closely match the terms of maturity of the related liabilities.

**Superannuation plans**

The Group contributes to various employee superannuation plans. Contributions are charged against expense as they are made.

**Share-based payments**

The Group provides benefits to certain employees in the form of share-based payment transactions, whereby long-term incentives for employees are in the form of rights over shares (equity-settled transactions). For this purpose, the Consolidated Entity has an Executive Performance Rights Plan in place.

The cost of these equity-settled transactions is measured by reference to the fair value at the date at which they are granted. The fair value of the rights is determined using a Monte Carlo simulation model.

The cost of the equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the vesting conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award.

Further information can be found in Note 22 to the financial statements.

**(m) Receivables**

Trade debtor terms vary from market to market depending on the economic factors relevant to the individual market. The Group has actual trading terms ranging up to 120 debtor days. The collectability of debts is assessed at reporting date and allowance made for any doubtful accounts.

The allowance for doubtful debts is specific with reference to the profile of debtors in the Group's sales and marketing regions.

**(n) Income tax**

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the reporting date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of profit or loss and other comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation 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.

Sirtex Medical Ltd and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. Each entity in the group recognises its own current and deferred tax liabilities, except for any deferred tax liabilities resulting from unused tax losses and tax credits, which are immediately assumed by the parent entity. The current tax liability of each group entity is then subsequently assumed by the parent entity. The group notified the Australian Tax Office that it had formed an income tax consolidated group to apply from
1 July 2004. The tax consolidated group has entered a tax sharing agreement 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 consolidated group.

R&D tax credits arising from the recognition of eligible R&D expenditure under the Federal Government's R&D Tax Incentive Scheme are offset against any income tax payable.

**(o) Accounts payable**

Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Company or Consolidated Entity.

**(p) Borrowings**

Bank loans are carried in the statement of financial position at amortised costs. Interest expense is recognised on an accruals basis.

**(q) Comparative figures**

Where required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

**(r) Earnings per share**

Basic earnings per share (EPS) is calculated by dividing the net profit attributable to members of the parent entity for the financial period, after excluding any costs of servicing equity (other than ordinary shares) by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue.

Diluted EPS is calculated by dividing the basic EPS earnings, adjusted by the after tax effect of financing costs associated with dilutive potential ordinary shares and the effect on revenues and expenses of conversion to ordinary shares associated with dilutive potential ordinary shares, by the weighted average number of ordinary shares and dilutive potential ordinary shares of the Company adjusted for any bonus issue.

**(s) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the statement of profit or loss and other comprehensive income in the period incurred.

## Note 1: Statement of Significant Accounting Policies (Cont'd)

### (t) Financial instruments

Financial instruments are initially measured at fair value on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method. Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Foreign currency options entered into to hedge highly probable forecast transactions are accounted for as a derivative. Changes in the fair value of derivatives are recorded in the Statement of profit or loss and other comprehensive income, together with any changes in the fair value of hedged assets or liabilities that are attributable to the hedged risk.

At each reporting date, the Group assesses whether there is objective evidence that a financial instrument has been impaired. Impairment losses are recognised in the statement of profit or loss and other comprehensive income.

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party. Financial liabilities are derecognised where the related obligations are discharged, cancelled or expired.

### (u) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term instruments with original maturity of three months or less. Restricted cash assets are shown within other current financial assets.

### (v) Key estimates

#### Impairment

The group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Where impairment exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Impairment assessment of internally generated intangible assets is performed in accordance with AASB 136 Impairment of Assets. For the year ended 30 June 2014, no impairment has been recognised for the clinical trials and development projects which meet the recognition criteria for internally generated intangible assets.

#### Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to their fair value of the equity instruments at the date at which they are granted. The fair value is determined with a Monte Carlo simulation model using the assumptions detailed in Note 22.

#### Long service leave provision

The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

#### Lease make good provision

A provision is made for the present value of anticipated costs for future restoration of leased premises. The provision includes future cost estimates associated with closure of the premises. The calculation of this provision requires assumptions such as application of closure dates and cost estimates. The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time. Changes to the estimated future costs for sites are recognised in the statement of financial position by adjusting the expenses or asset, if applicable, and provision.

### (w) Foreign Currency Transactions and Balances

All foreign currency transactions are brought to account using the exchange rate in effect at the date of the transaction. Foreign currency monetary items at reporting date are translated at the exchange rate at that date.

Exchange differences arising on the translation of monetary items are recognised in the statement of profit or loss and other comprehensive income. Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the statement of profit or loss and other comprehensive income.

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date
- income and expenses are translated at average exchange rates for the period, and
- retained earnings are translated at the exchange rate prevailing at the date of the transaction

Exchange differences arising on translation of foreign operations are transferred directly to the foreign currency translation reserve in the statement of profit or loss and other comprehensive income. These differences are recognised in the statement of profit or loss and other comprehensive income in the period in which the operation is disposed.

### (x) Segment reporting

The Group has identified its operating segments based on internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources.

The Group is managed primarily on the basis of regional markets which have different structures and performance assessment criteria. Operating segments are therefore determined on the same basis. The three regional markets currently serviced by the Group are Asia Pacific, The Americas, and Europe, Middle East and Africa (EMEA).

As the Group manufactures and distributes only one product, identical for each of the three regional markets, no further segmentation across products or services is made.

**(y) Equity, reserves and dividend payments**

Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits. Equity does also include the Foreign currency translation reserve which comprises foreign currency translation differences arising on the translation of financial statements of the Group's foreign entities into AUD.

Retained earnings include all current and prior period retained profits.

Dividend distributions payable to equity shareholders are included in other liabilities when the dividends have been approved prior to the reporting date.

All transactions with owners of the parent entity are recorded separately within equity.

**(z) Adoption of New and Revised Accounting Standards**

A number of new and revised standards are effective for annual periods beginning on or after 1 July 2013. Information on those new standards which apply to the Group is presented below.

**AASB 10 Consolidated Financial Statements**

AASB 10 supersedes AASB 127 *Consolidated and Separate Financial Statements* (AASB 127) and AASB Interpretation 112 *Consolidation – Special Purpose Entities.* AASB 10 revises the definition of control of the Group's investees and provides extensive new guidance on its application.

Management has reviewed its control assessments in accordance with AASB 10 and has concluded the standard has no effect from the classification of the Group's investees on its financial statements.

**AASB 13 Fair Value Measurement**

AASB 13 clarifies the definition of fair value and provides related guidance and enhanced disclosures about fair value measurements. It does not affect which items are required to be fair-valued. The scope of AASB 113 is broad and it applies for both financial and non-financial items for which other Australian Accounting Standards require or permit fair value measurements or disclosures about fair value measurements, except in certain circumstances.

AASB 13 applies prospectively for annual periods beginning on or after 1 July 2013. Its disclosure requirements need not to be applied to comparative information in the first year of application. The Group has however included as comparative information the AASB 13 disclosures that were required previously by AASB 7 *Financial Instruments Disclosures.*

The Group has applied AASB 13 for the first time in the current financial year.

**Amendments to AASB 119 Employee Benefits**

The 2011 amendments to AASB 119 made a number of changes to the accounting for employee benefits, the most significant relating to defined benefit plans. The amendments eliminate the corridor method and require the recognition of re-measurements, change the measurement and presentation of certain components of the defined benefit cost, and enhance disclosures, including more information about the characteristics of defined benefit plans and related risks.

Under the amendments, the Group expects all annual leave for employees to be used wholly within 12 months of the end of the reporting period. The change has no impact on the presentation of the financial statements under AASB 101 *Presentation of Financial Statements.*

**New Accounting Standards for Application in Future Periods**

The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods. The Group has decided against early adoption of these standards. A discussion of those future requirements and their impact on the Group follows:

**AASB 9 Financial Instruments (applicable for annual reporting periods beginning on or after 1 January 2018:** The standard introduces new requirements for the classification and measurement of financial assets and liabilities. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes are: (a) Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; and (2) the characteristics of the contractual cash flows. (b) Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income (instead of in profit or loss). Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument. (c) Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases. (d) Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows:

- The change attributable to changes in credit risk are presented in other comprehensive income (OCI); and
- The remaining change is presented in profit or loss.

If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss.

## Note 1: Statement of Significant Accounting Policies (Cont'd)

Otherwise, the following requirements have been carried forward unchanged from AASB 139 into AASB 9:

- Classification and measurement of financial liabilities; and
- De-Recognition requirements for financial assets and liabilities.

AASB 9 requirements regarding hedge accounting represent a substantial overhaul of hedge accounting that will enable entities to better reflect their risk management activities in the financial statements.

**AASB 2014-1 *Amendments to Australian Accounting Standards* (Part A: Annual Improvements 2010 – 2012 and 2011 – 2013 Cycles)**

Part A of AASB 2014-1 makes amendments to various Australian Accounting Standards arising from the issuance of International Financial Reporting Standards *Annual Improvements to IFRS 2010 – 2012 Cycle and Annual Improvements to IFRS 2011 – 2013 Cycle*.

Among other improvements, the amendments clarify the definition of a related party, the definition of an investment property under *AASB 140 Investment Property*, and require the disclosure of management judgements in applying aggregate criteria under *AASB 8 Operating Segments*.

Part B of AASB 2014-1 makes amendments to AASB 119 Employee Benefits. They clarify that if the amount of contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the service is rendered.

When these amendments are first adopted for the year ending 30 June 2015, there will be no material impact on the Group.

**AASB 2014-1 *Amendments to Australian Accounting Standards* (Part E: Financial Instruments)**

Part E of AASB 2014-1 makes amendments to Australian Accounting Standards to reflect the decision to defer the mandatory application date of AASV 8 Financial Instruments to annual reporting periods beginning on or after 1 January 2018, and amendments to numerous Australian Accounting Standards as a consequence of the introduction of Chapter 6 *Hedge Accounting* into AASB 9 and to amend reduced disclosure requirements for AASB 7 *Financial Instruments*.

When these amendments are first adopted for the year ending 30 June 2015, there will be no material impact on the Group.

**Clarification of Acceptable Methods of Depreciation and Amortisation (Amendment to IAS 16 and IAS 38)**

The amendments to IAS 16 prohibit the use of a revenue-based depreciation method for property, plant, and equipment. The amendments to IAS 38 present a rebuttable presumption that a revenue-based amortisation method for intangible assets is inappropriate. The Australian Accounting Standards Board is expected to issue the equivalent Australian amendment shortly.

When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the transactions and balances recognised in the financial statements of the Group.

The Group does not anticipate the early adoption of any of the above Australian Accounting Standards.

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| **2. Revenue and Other Income** | | |
| **(a) Revenue from the sale of goods** | **129,363** | **96,774** |
| **(b) Other revenue** | | |
| Income from financial institutions | 1,876 | 2,419 |
| | **1,876** | **2,419** |
| **(c) Other income** | | |
| Realised foreign exchange gains | – | 361 |
| Unrealised foreign exchange gains | 53 | 725 |
| Other | – | 24 |
| | **53** | **1,110** |

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| **3. Profit For The Year** | | |
| Profit before income tax includes the following: | | |
| Cost of sales | 20,356 | 17,557 |
| Employee benefits expense | | |
| Superannuation contributions | 1,057 | 716 |
| Other employee benefits expenses | 39,761 | 28,799 |
| Depreciation and amortisation of | | |
| Plant and equipment | 1,405 | 1,199 |
| Intangible assets | 187 | 207 |
| Operating lease expenses | | |
| Minimum lease payments | 1,775 | 1,212 |

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **4. Income Tax Expense** | | |
| **(a) The components of tax expense comprise:** | | |
| Current tax | 2,515 | 3,089 |
| Deferred tax | 5,491 | 3,551 |
| Overprovision in respect of prior years (permanent and timing) | (764) | (403) |
| | **7,242** | **6,237** |
| **(b) The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:** | | |
| Net profit before tax | 31,110 | 24,507 |
| Prima facie tax payable on profit from ordinary activities before income tax at 30% | 9,333 | 7,352 |
| **Add/(less): Tax effect of** | | |
| – Non-deductible amortisation | 54 | 54 |
| – Non-deductible expenses | 92 | 191 |
| – Non-assessable income | (1,798) | (936) |
| – Overprovision in respect of prior years (permanent) | (188) | (403) |
| Effect of higher tax rates on overseas income | (137) | (48) |
| Effect of Foreign Currency translation of tax balances | 39 | (21) |
| Recognition of tax losses not previously brought to account | (191) | – |
| Eliminations for the tax consolidated group | 38 | 48 |
| Income tax attributable to entity | **7,242** | **6,237** |
| The applicable weighted average effective tax rates are as follows | 23.3% | 25.5% |
| **(c) Franking Account** | | |
| Franking account balance | 9,014 | 9,191 |

Legislation to allow groups, comprising a parent entity and its Australian resident wholly-owned entities, to elect to consolidate and be treated as a single entity for income tax purposes was substantially enacted on 21 October 2002. This legislation, which includes both mandatory and elective elements, is applicable to the company. The directors elected for those entities within the consolidated entity that are wholly-owned Australian resident entities to be taxed as single entity from 1 July 2004. The implementation of the tax consolidation system was notified to the Australian Tax Office. The head entity within the tax-consolidated group for the purposes of the tax consolidation system is Sirtex Medical Limited.

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **5. Cash and Cash Equivalents** | | |
| **(a) Reconciliation of cash** | | |
| Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows: | | |
| Cash at bank and on hand | 8,495 | 8,094 |
| Short-term deposits with financial institutions | 14,000 | 12,000 |
| | **22,495** | **20,094** |

Short-term deposits are term deposits with maturity date of less than 90 days.
The effective interest rate on short-term deposits was 4.06% (2013: 4.80%).
These deposits have an average maturity of 51 days as at 30 June 2014 (2013: 22 days).

**(b) Reconciliation of cash flow from operations with profit after income tax**

| | 2014 $'000 | 2013 $'000 |
|---|---|---|
| **Profit after income tax** | **23,868** | **18,270** |
| Non-cash flows in profit: | | |
| Depreciation and amortisation | 1,591 | 1,406 |
| Decrease in current tax assets | (553) | 30 |
| (Increase) in deferred assets | (1,083) | 379 |
| Share rights reserve | 1,484 | 1,248 |
| Net foreign exchange differences | 816 | 556 |
| Changes in net assets and liabilities | | |
| (Increase)/decrease in assets | | |
| Trade receivables | (4,369) | (3,793) |
| Other receivables | (700) | 1,309 |
| Inventories | 12 | (802) |
| Other current assets | (397) | (797) |
| Increase/(decrease) in liabilities | | |
| Payables | 1,090 | 1,305 |
| Current tax liabilities | (1,895) | 751 |
| Short-term provisions | 3,203 | 261 |
| Other current liabilities | 2,495 | 1,019 |
| Long-term provisions | 43 | 70 |
| Deferred tax liabilities | 6,566 | 3,115 |
| **Net cash flow from operating activities** | **32,171** | **24,327** |

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| **6. Other Short-Term Deposits** | | |
| Other short-term deposits with financial institutions | 30,000 | 32,000 |
| | **30,000** | **32,000** |

Other short-term deposits are term deposits with maturity date of more than 90 days and less than 360 days.

The average maturity as at 30 June 2014 of these term deposits is 207 days (2013: 203 days). The effective interest rate on the deposits is 3.91% (2013: 4.38%).

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| **7. Trade and Other Receivables** | | |
| **(a) Trade receivables** | | |
| Trade receivables | 23,795 | 19,562 |
| Provision for impairment | (318) | (454) |
| | **23,477** | **19,108** |
| **(b) Other receivables** | | |
| GST receivables | 1,238 | 582 |
| Other receivables | 999 | 955 |
| | **2,237** | **1,537** |
| | **25,714** | **20,645** |

Receivables are assessed for recoverability based on the underlying terms of the contract. A provision for impairment is recognised when there is objective evidence that an individual trade or term receivable is impaired. These amounts have been included in the other expenses item.

Movement in the provision for impairment of receivables is as follows:

| | Opening balance $'000 | Change for the year $'000 | Amounts written off $'000 | Closing balance $'000 |
|---|---|---|---|---|
| **30 June 2014** | | | | |
| Trade receivables | (454) | 136 | – | (318) |
| **30 June 2013** | | | | |
| Trade receivables | (101) | (404) | 50 | (454) |

An amount of $318,000 was considered impaired as at 30 June 2014 (2013: $454,000).

**Trade receivables past due but not impaired**

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| Less than 30 days overdue | 5,165 | 4,760 |
| 30-60 days overdue | 2,133 | 1,850 |
| More than 60 days overdue | 1,787 | 2,306 |
| **Total** | **9,085** | **8,916** |

Collection history from previous year's supports management's view that receivables less than 180 days overdue are not considered impaired.

**Credit risk**

The Group has no significant concentration of credit risk with respect to any single counter party or group of counter parties other than those receivables specifically provided for and shown above.

The class of assets described as Trade and other Receivables is considered to be the main source of credit risk related to the Group. No collateral has been received from any of the trade debtors in form of a financial guarantee.

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **8. Inventories** | | |
| Raw materials – at cost | 1,678 | 1,690 |
| | **1,678** | **1,690** |

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **9. Other Financial Assets** | | |
| Other current financial assets | | |
| Security deposits paid | 1,276 | 680 |
| | **1,276** | **680** |

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **10. Other Current Assets** | | |
| Prepayments | 2,024 | 2,223 |
| | **2,024** | **2,223** |

| | Consolidated 2014 $'000 | 2013 $'000 |
|---|---|---|
| **11. Tax Assets** | | |
| **(a) Current tax assets** | 554 | – |
| Current tax assets | **554** | **–** |
| **(b) Deferred tax assets** | | |
| Tax losses revenue | 282 | 628 |
| Timing differences attributable to: | | |
| Fixed assets | 181 | 114 |
| Employee provisions | 849 | 595 |
| Unrealised foreign exchange losses | 916 | 12 |
| Other* | 1,785 | 1,581 |
| | **4,013** | **2,930** |
| *Other includes the following major components: | | |
| Executive performance rights | 754 | 524 |
| AMT credit (US) | 160 | 160 |
| Non-amortised patent costs | 160 | 154 |
| The movement in tax losses is as follows: | | |
| Opening balance | 628 | 643 |
| Credit/(charge) to the statement of profit or loss and other comprehensive income | (344) | (75) |
| Credit/(charge) to equity | (2) | 60 |
| Closing Balance | **282** | **628** |
| The movement in fixed assets is as follows: | | |
| Opening balance | 114 | 87 |
| Credit/(charge) to the statement of profit or loss and other comprehensive income | 63 | 40 |
| Credit/(charge) to equity | 4 | (13) |
| Closing Balance | **181** | **114** |
| The movement in employee provisions is as follows: | | |
| Opening balance | 595 | 582 |
| Credit/(charge) to the statement of profit or loss and other comprehensive income | 254 | 11 |
| Credit/(charge) to equity | – | 2 |
| Closing Balance | **849** | **595** |
| The movement in unrealised FX is as follows: | | |
| Opening balance | 12 | 892 |
| Credit/(charge) to the statement of profit or loss and other comprehensive income | 911 | (881) |
| Credit/(charge) to equity | (7) | 1 |
| Closing Balance | **916** | **12** |
| The movement in other is as follows: | | |
| Opening balance | 1,581 | 1,105 |
| Credit/(charge) to the statement of profit or loss and other comprehensive income | 204 | 406 |
| Credit/(charge) to equity | – | 70 |
| Closing Balance | **1,785** | **1,581** |
| The overall movement in the deferred tax account is as follows: | | |
| Opening balance | 2,930 | 3,310 |
| Credit/(charge) to the statement of profit or loss and other comprehensive income | 1,083 | (499) |
| Credit/(charge) to equity | – | 119 |
| Closing Balance | **4,013** | **2,930** |

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **12. Property, Plant and Equipment** | | |
| **Buildings and leasehold improvements** | | |
| At cost | 1,063 | 1,063 |
| Accumulated depreciation | (407) | (354) |
| Net carrying amount | **656** | **709** |
| **Plant and equipment** | | |
| At cost | 11,512 | 10,554 |
| Accumulated depreciation | (5,415) | (4,127) |
| Net carrying amount | **6,097** | **6,417** |
| **Assets work in progress** | | |
| At cost | 6,839 | 2,003 |
| Accumulated depreciation | – | – |
| Net carrying amount | **6,839** | **2,003** |
| **Total Property, Plant and Equipment** | | |
| At cost | 19,414 | 13,610 |
| Accumulated depreciation | (5,822) | (4,481) |
| Net carrying amount | **13,592** | **9,129** |
| **Movements in carrying amounts** | | |
| **Buildings and leasehold improvements** | | |
| Carrying amount at beginning | 709 | 727 |
| Additions | – | 26 |
| Depreciation expense | (53) | (44) |
| Carrying amount at end | **656** | **709** |
| **Plant and equipment** | | |
| Carrying amount at beginning | 6,417 | 5,906 |
| Additions | 1,106 | 1,666 |
| Disposals | (74) | – |
| Depreciation expense | (1,352) | (1,155) |
| Carrying amount at end | **6,097** | **6,417** |
| **Assets work in progress** | | |
| Carrying amount at beginning | 2,003 | – |
| Additions | 4,836 | 2,003 |
| Disposals | – | – |
| Carrying amount at end | **6,839** | **2,003** |
| **Total Property, Plant and Equipment** | | |
| Carrying amount at beginning | 9,129 | 6,633 |
| Additions | 5,942 | 3,695 |
| Disposals | (74) | – |
| Depreciation expense | (1,405) | (1,199) |
| Carrying amount at end | **13,592** | **9,129** |

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **13. Intangible Assets** | | |
| **Software** | | |
| At cost | 539 | 538 |
| Accumulated amortisation | (536) | (531) |
| Net carrying amount | **3** | **7** |
| **Internally generated intangibles** | | |
| At cost | 46,525 | 27,677 |
| Accumulated amortisation | – | – |
| Net carrying amount | **46,525** | **27,677** |
| **Intellectual property** | | |
| At cost | 3,607 | 3,607 |
| Accumulated amortisation | (3,096) | (2,915) |
| Net carrying amount | **511** | **692** |
| **Asset work in progress** | | |
| At Cost | 325 | – |
| Accumulated amortisation | – | – |
| Net Carrying amount | **325** | **–** |
| **Total intangible assets** | | |
| At cost | 50,996 | 31,822 |
| Accumulated amortisation | (3,632) | (3,446) |
| Net carrying amount | **47,364** | **28,376** |
| **Movements in carrying amounts** | | |
| **Software** | | |
| Carrying amount at beginning | 7 | 34 |
| Additions | 2 | – |
| Amortisation expense | (6) | (27) |
| Carrying amount at end | **3** | **7** |
| **Internally generated intangibles** | | |
| Carrying amount at beginning | 27,677 | 15,176 |
| Additions | 18,848 | 12,501 |
| Carrying amount at end | **46,525** | **27,677** |
| **Intellectual property** | | |
| Carrying amount at beginning | 692 | 872 |
| Amortisation expense | (181) | (180) |
| Carrying amount at end | **511** | **692** |
| **Asset work in progress** | | |
| Carrying amount at beginning | – | – |
| Additions | 325 | – |
| Carrying amount at end | **325** | **–** |
| **Total intangible assets** | | |
| Carrying amount at beginning | 28,376 | 16,082 |
| Additions | 19,175 | 12,501 |
| Amortisation expense | (187) | (207) |
| Carrying amount at end | **47,364** | **28,376** |

**Recognition of internally generated intangible assets**

During the year, the consolidated group undertook certain clinical and R&D activities which have been classified as internally generated intangible assets, in accordance with AASB 138 *Intangible Assets*.

These activities include five major Phase IV post-marketing clinical trials and two development projects aiming at improving the use of SIR-Spheres. The activities satisfy all tests as set out in AASB 138, in particular the technical feasibility of technical completion and the availability of sufficient financial resources for the completion.

Completion for these activities is anticipated for financial year ending 30 June 2016. Amortisation expense will be recognised from the date of completion of these activities and calculated over the estimated useful life of the assets which has been assessed at 7 years.

The carrying value of the intangible assets arising from development costs has been tested for impairment as the asset is not yet available for use. The cash generating unit was determined at Group level. No impairment has been recognised based on value-in-use calculations covering a detailed one-year forecast, followed by an extrapolation of expected cash flows for the next 4 years assuming no growth rates and a discount rate of 12%.

| | Consolidated | |
|---|---|---|
| | **2014 $'000** | **2013 $'000** |
| **14. Trade and Other Payables** | | |
| Trade payables | 7,649 | 6,563 |
| Other payables | 7,008 | 4,513 |
| | **14,657** | **11,076** |

| | Consolidated | |
|---|---|---|
| | **2014 $'000** | **2013 $'000** |
| **15. Current Tax Liabilities** | | |
| **(a) Current tax liabilities** | | |
| Current tax liability | – | 1,895 |
| | **–** | **1,895** |
| **(b) Deferred tax liabilities** | | |
| Timing differences attributable to: | | |
| Capitalisation of development expenditure | 13,957 | 8,303 |
| Fixed assets | 624 | 630 |
| Other | 957 | 39 |
| | **15,538** | **8,972** |
| Opening balance | 8,303 | 4,553 |
| Charge/(credit) to the statement of profit or loss and other comprehensive income | 5,654 | 3,750 |
| Closing balance | **13,957** | **8,303** |
| The movement in the fixed assets is as follows: | | |
| Opening balance | 630 | 520 |
| Charge/(credit) to the statement of profit or loss and other comprehensive income | (6) | 35 |
| Charge/(credit) to equity | – | 75 |
| Closing balance | **624** | **630** |

## 15. Current Tax Liabilities (Cont'd)

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| The movement in other is as follows: | | |
| Opening balance | 39 | 785 |
| Charge/(credit) to the statement of profit or loss and other comprehensive income | 910 | (734) |
| Charge/(credit) to equity | 9 | (12) |
| Closing balance | **958** | **39** |
| The overall movement in the deferred tax account is as follows: | | |
| Opening balance | 8,972 | 5,858 |
| Charge/(credit) to the statement of profit or loss and other comprehensive income | 6,558 | 3,051 |
| Charge/(credit) to equity | 8 | 63 |
| Closing balance | **15,538** | **8,972** |

## 16. Provisions and Accruals

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| **(a) Short-term Provisions and Accruals** | | |
| Provision for long service leave | 196 | 91 |
| Provision for clinical studies | 6,669 | 4,068 |
| Miscellaneous provisions | 3,193 | 2,696 |
| | **10,058** | **6,855** |
| **(b) Long-term Provisions** | | |
| Accruals for long service leave | 874 | 831 |
| | **874** | **831** |
| The overall movement in the short-term provision account for long service leave is as follows: | | |
| Opening balance | 91 | 77 |
| Additional provisions for the year | 117 | 49 |
| Amounts used during the year | (12) | (35) |
| Closing balance | **196** | **91** |
| The overall movement in the long-term provision account for long service leave is as follows: | | |
| Opening balance | 831 | 760 |
| Additional provisions for the year | 43 | 106 |
| Amounts used during the year | – | (35) |
| Closing balance | **874** | **831** |

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| **17. Issued Capital** | | |
| Issued capital | 25,487 | 24,779 |
| Share issue cost | (1,258) | (1,258) |
| Deferred tax on performance rights | 664 | – |
| | **24,893** | **23,521** |
| Number of shares issued | 56,108,439 | 55,768,136 |

| | 2014 No. (000) | 2014 $'000 | 2013 No. (000) | 2013 $'000 |
|---|---|---|---|---|
| **Fully paid ordinary shares** | | | | |
| Balance at beginning of the year | 55,768 | 23,521 | 55,768 | 23,521 |
| Issued on exercise of performance rights | 340 | 1,372 | – | – |
| Balance at end of the year | 56,108 | 24,893 | 55,768 | 23,521 |

A total of 340,301 fully paid ordinary shares have been issued as a result of the exercise of performance rights at an average price of $12.33. The value of $1,372,000 booked to share capital represents the accounting expense previously recognised in relation to the performance rights and deferred tax on the performance rights exercise. Fully paid ordinary shares carry one vote per share and carry the right to dividends. On winding up, ordinary shares participate in dividends and the proceeds, in proportion to the number of shares held. The Company does not have a limited authorised capital and issued shares do not have a par value.

**Share options**

At reporting date, there were no share options outstanding, and no share option plan was in place.

**Share rights**

At reporting date, there is an Executive Performance Rights Plan and a Non-Executive Director's Rights Plan in place.
Refer to note 22 for further details.

**Capital management**

Management controls the capital of the group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the group can fund its operations and continue as a going concern. Management effectively manages the group's capital by assessing the group's financial risk and adjusting its capital structure in response to changes in these risks and in the market. The responses include the management of debt levels, distributions to shareholders, and share issues.

The company has no debt as at 30 June 2014.

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| **18. Reserves** | | |
| Share Rights Reserve | 2,774 | 1,998 |
| Foreign Currency Translation Reserve | 347 | 185 |
| | **3,121** | **2,183** |

The Executive Performance Rights Plan and the Non-Executive Director's Right Plan give rise to a share rights reserve.
The translation of foreign controlled subsidiaries into the functional currency of the group gives rise to a foreign currency translation reserve.

| | Consolidated 2014 $ | Consolidated 2013 $ |
|---|---|---|
| **19. Earnings Per Share** | | |
| **(a) Basic earnings per share** | | |
| Profit from continuing operations attributable to equity holders | **23,868,000** | **18,270,000** |
| Weighted average number of shares used in the calculation of basic earnings per share | 56,097,812 | 55,768,136 |
| Add to number of shares used in the calculation of diluted earnings per share: | | |
| Effect of potential conversion to ordinary shares under the Executive Performance and the Non-Executive Director's Rights Plans (refer to note 22 for further details) | 1,665,434 | 1,402,688 |
| **(b) Diluted earnings per share** | | |
| Profit from continuing operations attributable to equity holders | **23,868,000** | **18,270,000** |
| Weighted average number of shares used in the calculation of diluted earnings per share | 57,763,246 | 57,170,824 |

| | Consolidated 2014 $'000 | Consolidated 2013 $'000 |
|---|---|---|
| **20. Dividends** | | |
| **Distributions paid** | | |
| Declared fully franked ordinary dividend of 12 cents (2013: 10 cents) per share franked at the tax rate of 30% (2013: 30%) | 6,733 | 5,576 |
| Balance of franking credit amount at year end adjusted for franking credits arising from payment of provision for income tax | 9,014 | 9,191 |

## 21. Operating Segments

### Identification of reportable segments

The group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources.

The group is managed primarily on the basis of regional markets which have different structures and performance assessment criteria. Operating segments are therefore determined on the same basis. The three regional markets currently serviced by the group are Asia Pacific, Americas and Europe Middle East Africa (EMEA).

As the group manufactures and distributes only one product, identical for each of the three regional markets, no further segmentation across products or services is made.

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

***Accounting policies adopted***
Unless stated otherwise, all amounts reported to the Board of Directors with respect to operating segments are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

***Inter-segment transactions***
An internally determined transfer price is set for all inter-entity sales. This price is re-set annually and is based on what would be realised in the event the sale was made to an external party at arm's length. All such transactions are eliminated on consolidation for the Group's financial statements.

Inter-segment loans payable and receivable are initially recognized at the consideration received net of transaction costs. If inter-segment loans are not on commercial terms, these are not adjusted to fair value based on market interest rates. This policy represents a departure from that applied to the statutory financial statements.

***Segment assets***
Where an asset is used across multiple segments, the asset is allocated to the segment that received the majority of economic value from the asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location.

***Segment liabilities***
Liabilities are allocated to segments where there is direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

***Unallocated items***
Unallocated revenue comprises interest income from financial institutions and legal settlement UWA.

### Segment performance

### Segment revenues

| | External sales | | Inter-segment | | Other | | Total | |
|---|---|---|---|---|---|---|---|---|
| | 2014 $'000 | 2013 $'000 | 2014 $'000 | 2013 $'000 | 2014 $'000 | 2013 $'000 | 2014 $'000 | 2013 $'000 |
| Asia Pacific | 5,738 | 4,746 | 109,510 | 91,792 | 53 | 1,110 | 115,301 | 97,648 |
| Americas | 95,962 | 69,833 | 9,227 | 6,551 | – | – | 105,189 | 76,384 |
| EMEA | 27,664 | 22,194 | 298 | 195 | – | – | 27,962 | 22,389 |
| **Total of all segments** | | | | | | | **248,452** | **196,421** |
| Unallocated – Interest income | | | | | | | – | 2,419 |
| Eliminations | | | | | | | (119,036) | (98,537) |
| **Consolidated** | | | | | | | **129,416** | **100,303** |

## 21. Operating Segments (Cont'd)

The total revenue represented for the Group's operating segments reconcile to the key financial figures as presented in its financial statements as follows:

| | 2014 $'000 | 2013 $'000 |
|---|---|---|
| Revenue from the sale of goods | 129,363 | 96,774 |
| Other segment revenue | 1,876 | 2,419 |
| Other income | 53 | 1,110 |
| From other segments | 119,036 | 98,537 |
| Elimination of intersegment revenues | (119,036) | (98,537) |
| **Group revenues** | **131,292** | **100,303** |

**Segment net profit after tax**

| | 2014 $'000 | 2013 $'000 |
|---|---|---|
| Asia Pacific | 31,223 | 22,581 |
| Americas | 411 | 1,953 |
| EMEA | (524) | (27) |
| **Total of all segments** | **31,110** | **24,507** |
| Eliminations | – | – |
| **Profit before income tax expense** | **31,110** | **24,507** |
| Income tax expense | (7,242) | (6,237) |
| **Profit after income tax expense** | **23,868** | **18,270** |

**Segment assets and liabilities**

| | Assets | | Liabilities | |
|---|---|---|---|---|
| | 2014 $'000 | 2013 $'000 | 2014 $'000 | 2013 $'000 |
| Asia Pacific | 188,769 | 142,542 | 72,525 | 46,361 |
| Americas | 31,622 | 26,270 | 20,062 | 14,941 |
| EMEA | 17,746 | 11,478 | 14,141 | 9,140 |
| **Total of all segments** | **238,137** | **180,290** | **106,728** | **70,442** |
| Eliminations | (89,427) | (62,523) | (65,601) | (40,813) |
| **Consolidated** | **148,710** | **117,767** | **41,127** | **29,629** |

**Other segment information**

| | Asia Pacific | | Americas | | EMEA | |
|---|---|---|---|---|---|---|
| | 2014 $'000 | 2013 $'000 | 2014 $'000 | 2013 $'000 | 2014 $'000 | 2013 $'000 |
| **Acquisition of segment assets** | | | | | | |
| – Plant and equipment | 1,457 | 175 | 643 | 3,124 | 4,086 | 389 |
| – Intangible assets | 18,846 | 12,501 | – | – | 2 | – |
| **Depreciation and amortisation of segment assets** | | | | | | |
| – Plant and equipment | 816 | 783 | 406 | 367 | 182 | 49 |
| – Intangibles | 185 | 204 | – | – | 2 | 4 |

**Major customers**

The Group has a number of customers to whom it provides products. No single external customer represents more than 10% of total revenue.

## 22. Share-based Payments

**Executive Performance Rights**

On 26 November 2013, a total of 448,850 performance rights were granted to executives and senior managers under the Executive Performance Rights Plan, to take up performance rights which may convert into ordinary shares, for nil consideration. The performance rights are exercisable following 30 June 2016. The performance rights hold no voting or dividend rights, and are not transferable.

Performance rights granted to key management personnel are as follows:

| Grant Date | Number |
|---|---|
| 22 February 2011 | 374,188 |
| 23 August 2011 | 456,000 |
| 28 August 2012 | 687,000 |
| 26 November 2013 | 448,850 |

A total of 115,000 rights were granted to the Chief Executive Officer, and a total of 333,850 rights to other executives and senior managers of the Group. The performance rights vest after 30 June 2016, and the extent to which vesting occurs, depends on the achievement of performance conditions.

The Board has determined that there will be two performance conditions with equal weight of 50% each, calculated over a three year period from 1 July 2013 to 30 June 2016 (the Measurement period), namely Total Shareholder Return (TSR) and Earnings per Share (EPS). The percentage of rights vested will be determined as follows:

| TSR (% pa compounded) | Vesting (%) |
|---|---|
| less than 10% | 0% |
| 10% | 16.67% |
| 10% – 15% | Pro-rata |
| 15% | 33.33% |
| 15% – 20% | Pro-rata |
| 20% and more | 100% |

| EPS (% pa compounded) | Vesting (%) |
|---|---|
| less than 10% | 0% |
| 10% | 16.67% |
| 10% – 17.5% | Pro-rata |
| 17.5% | 33.33% |
| 17.5% – 25% | Pro-rata |
| 25% and more | 100% |

A summary of the movements of all performance rights issued is as follows:

| Grant Date | Vesting Date | Exercise Price | Balance at start of year | Granted during the year | Exercised during the year | Forfeited during the year | Balance at end of year | Vested and exercisable | Vested and un-exercisable |
|---|---|---|---|---|---|---|---|---|---|
| 22 February 2011 | 1/7/13 | nil | 374,188 | – | 341,188 | – | 33,000 | 33,000 | – |
| 23 August 2011 | 1/7/14 | nil | 456,000 | – | – | – | 456,000 | – | – |
| 28 August 2012 | 1/7/15 | nil | 687,000 | – | – | – | 687,000 | – | – |
| 26 November 2013 | 1/7/16 | nil | – | 448,500 | – | – | 448,500 | – | – |

The weighted fair value of the performance rights issued during the financial year ended 30 June 2014 has been calculated at $4.63 (2013: $2.50).

The price was calculated by using a Monte Carlo simulation model applying the following inputs:

| | |
|---|---|
| Exercise price | $nil |
| Performance rights life | 3 years |
| Underlying share price | $12.17 |
| Expected share price volatility | 33% |
| Expected dividend | $0.12 per share |
| Risk-free interest rate | 3.10% |

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

Included in the statement of profit or loss and other comprehensive income is $1,484,000 (2013: $1,248,258) of performance rights plan expense, and relates in full to equity-settled share-based payment transactions.

## 22. Share-based Payments (Cont'd)

**Non-Executive Director's Rights**

On 24 September 2013, a total of 4,195 rights were granted to Non-Executive Directors under the Non-Executive Director's Rights Plan, to take up rights which may convert into ordinary shares, for nil consideration. The rights will vest one year after grant provided that the Non-Executive Director continues to be a Director at that time. There are no performance criteria attached to the vesting of the rights. Upon vesting of the rights and conversion into ordinary shares, the shares will be subject to a dealing restriction until the earlier of either the seventh anniversary of the grant or the date of cessation in being a Director.

Rights granted to Non-Executive Directors are as follows:

| Grant Date | Number |
|---|---|
| 24 September 2013 | 4,195 |

A summary of the movements of all rights issued is as follows:

| Grant Date | Vesting Date | Exercise Price | Balance at start of year | Granted during the year | Exercised during the year | Forfeited during the year | Balance at end of year | Vested and exercisable | Vested and un-exercisable |
|---|---|---|---|---|---|---|---|---|---|
| 24 September 2013 | 24/09/2014 | nil | 4,195 | – | – | – | 4,195 | – | – |

## 23. Key Management Personnel

Refer to the Remuneration Report in the Report of the Directors for details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2014 and 30 June 2013.

The totals of remuneration paid to key management personnel of the Group during the year are as follows:

| | 2014 $ | 2013 $ |
|---|---|---|
| Short-term employee benefits | 4,604,329 | 3,511,382 |
| Post-employment benefits | 122,486 | 109,860 |
| Share-based payment | 940,023 | 776,862 |
| | **5,666,838** | **4,398,104** |

## 24. Parent Entity

| | 2014 $'000 | 2013 $'000 |
|---|---|---|
| **Assets** | | |
| Current assets | 81,312 | 63,006 |
| Non-current assets | 13,978 | 12,653 |
| **Total assets** | **95,290** | **75,659** |
| **Liabilities** | | |
| Current liabilities | 1,923 | 6,811 |
| Non-current liabilities | 1,016 | 918 |
| **Total liabilities** | **2,939** | **7,729** |
| **Equity** | | |
| Issued capital | 28,426 | 23,521 |
| Reserves | (3,228) | 739 |
| Retained earnings | 67,152 | 43,670 |
| | **92,350** | **67,930** |
| **Reserves** | | |
| Share rights reserve | 618 | 739 |
| **Total reserves** | **618** | **739** |
| **Financial performance** | | |
| Profit for the year | 30,215 | 8,957 |
| **Total comprehensive income** | **30,215** | **8,957** |

**Financial guarantees**

No guarantees have been provided to its wholly-owned subsidiaries by the parent entity.

**Contingent liabilities**

The parent entity does not have any contingent liability as at 30 June 2014.

**Contractual commitments**

The parent entity has an operating lease commitment for the office lease in Sydney. Refer to note 25 for further details.

## 25. Commitments

**Operating Leases**

The consolidated entity leases offices in Sydney, Singapore, Germany and in the United States, with no option to purchase the leased assets at the expiry of the leased assets.

Duration and remaining periods for the office leases are as follows:

| Location | Lease term | Remaining lease period |
|---|---|---|
| Sydney | 84 months | 72 months |
| Singapore | 60 months | 14 months |
| Bonn (GER) | 98 months | 91 months |
| Frankfurt (GER) | 120 months | 108 months |
| Boston (US) | 62 months | 30 months |

The consolidated entity also leases various items of plant and equipment in Germany with lease terms from 12 to 96 months, and remaining periods of 2 to 91 months.

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| Non-cancellable operating leases | | |
| No longer than 1 year | 2,454 | 2,038 |
| Longer than 1 year and not longer than 5 years* | 12,001 | 13,306 |
| | **14,455** | **15,344** |

**Research commitments**

The consolidated entity has entered into various research and development agreements with Universities and other external research institutions for ongoing research and clinical trials.

Under these agreements, the consolidated entity is committed to providing funds over future periods, payable within one year of $820,000 (2013: $1,470,000).

**Clinical Trial commitments**

The consolidated entity has entered into various clinical study agreements with Clinical Research Organisations (CRO) and specialist service providers for the management of clinical studies, and with a range of major hospitals for the recruitment of patients into these trials.

Under these agreements, the consolidated entity is committed to providing funds over future periods, payable within one year, of $10,602,000 (2013: $11,212,000). The amount of all outstanding contractual commitments as at 30 June 2014 is $21,384,000 (2013: $17,823,000).

**Capital commitments**

The consolidated entity has entered into various agreements for property, plant and equipment and intangible assets. Under these agreements, the consolidated entity is committed to providing funds over future periods within one year of $207,000. The amount of all outstanding contractual commitments as at 30 June 2014 is $821,000.

## 26. Controlled Entities

| Name of entity | Country of incorporation | Ownership interest 2014 % | Ownership interest 2013 % |
|---|---|---|---|
| **Parent entity** | | | |
| Sirtex Medical Limited | Australia | | |
| **Controlled entities** | | | |
| Sirtex Medical Products Pty Ltd | Australia | 100 | 100 |
| Sirtex Global Pty Ltd | Australia | 100 | 100 |
| Sirtex Technology Pty Ltd | Australia | 100 | 100 |
| Sirtex SIR-Spheres Pty Ltd | Australia | 100 | 100 |
| Sirtex Thermospheres Pty Ltd | Australia | 100 | 100 |
| Sirtex Medical Holdings Inc | USA | 100 | 100 |
| Sirtex Medical Inc | USA | 100 | 100 |
| Sirtex Wilmington LLC | USA | 100 | 100 |
| Sirtex Germany Holding GmbH | Germany | 100 | 100 |
| Sirtex Medical Europe GmbH | Germany | 100 | 100 |
| Sirtex Germany Manufacturing GmbH | Germany | 100 | 100 |
| Sirtex Technology Germany GmbH | Germany | 100 | – |
| Sirtex Singapore Holding Pte Ltd | Singapore | 100 | 100 |
| Sirtex Medical Singapore Pte Ltd | Singapore | 100 | 100 |
| Sirtex Global Singapore Pte Ltd | Singapore | 100 | 100 |
| Sirtex Singapore Manufacturing Pte Ltd | Singapore | 100 | 100 |
| Sirtex Technology Japan KK | Japan | 100 | – |

Sirtex Technology Germany GmbH was incorporated on 4 September 2013. Sirtex Technology Japan KK was incorporated on 8 October 2013. Sirtex Medical Ltd and all its Australian-controlled entities are included in the tax-consolidated group and is head entity for tax consolidation.

## 27. Related Party Transactions

### (a) Equity interests in related parties

Details of the percentage of ordinary shares held in controlled entities are disclosed in Note 26.

### (b) Transactions with key management personnel and related entities.

At 30 June 2014, $nil (2013: $nil) was payable to directors, key management personnel and director related entities.

At 30 June 2014, $nil (2013: $nil) was receivable from key management personnel and director related entities.

### (c) Transactions with the wholly-owned group

The ultimate parent entity in the wholly-owned group is Sirtex Medical Limited. During the financial year, Sirtex Medical Limited paid management fees of $139,327 (2013: $93,178) to entities in the wholly-owned group.

### (d) Outstanding balances arising from transactions with the wholly-owned group

The following balances are outstanding at the reporting date in relation to transactions with the wholly-owned group:

Current receivables from subsidiaries: $10,887,513 (2013: $10,952,504)

Loans receivable from subsidiaries: $12,909,941 (2013: $8,209,722)

## 28. Events After Reporting Date

On 7 July 2014, a total of 456,000 Executive Performance Rights issued on 23 August 2011 fully vested, having achieved the performance target. As at 31 July 2014, a total of 387,000 of these performance rights have been exercised and issued as ordinary shares of Sirtex Medical Limited.

On 22 July 2014, a total of 6,289 Non-Executive Directors Rights were granted. These rights will vest after one year with a dealing restriction of up to a further 6 years.

No other matter or circumstance has arisen since the end of the financial year, that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

## 29. Remuneration of Auditors

During the year, the following were paid or were payable for services provided by the auditor of the parent entity, its related party practices and non-related audit firms:

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| Remuneration of the auditor of the parent entity for audit and review of financial reports | 155 | 125 |
| Other non-audit services | – | 3 |
| Remuneration of other auditors of subsidiaries for audit and review of financial reports | 126 | 116 |

The auditor of Sirtex Medical Ltd and its Australian subsidiaries is Grant Thornton Audit Pty Ltd. The auditor of the German subsidiary is Grant Thornton GmbH. The auditor of the US entities is Grant Thornton LLP. The auditor of the Singapore entities is Foo Kon Ton Grant Thornton LLP.

## 30. Financial Risk Management

The Audit Committee has been delegated responsibility by the Board of Directors for, amongst other issues, monitoring and managing financial risk exposures of the Group. The Audit Committee monitors the Group's financial risk management policies and exposures and approves financial transactions within the scope of its authority. It also reviews the effectiveness of internal controls relating to counter party credit risk, currency risk, and interest rate risk.

The Group's activities expose it to a variety of financial risks, including but not limited to, market risk (currency risk and interest rate risk), credit risk and liquidity risk. The overall risk management strategy seeks to measure and to mitigate these risks, in using different methods measure the different types of risk, and in using derivate instruments to minimize certain risk exposures.

The Group's financial instruments consist mainly of deposits with banks, short-term investments, account receivable and payable, and loans to and from subsidiaries.

The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial instruments, are as follows:

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **Financial Assets** | | |
| Cash and cash equivalents | 22,495 | 20,094 |
| Other short-term deposits | 30,000 | 32,000 |
| Trade and other receivables | 25,714 | 20,645 |
| Other financial assets* | 1,276 | 680 |
| | **79,485** | **73,419** |
| **Financial Liabilities** | | |
| Trade and other payables | 14,657 | 11,076 |
| | **14,657** | **11,076** |

*Other financial assets comprise security deposits.

The carrying amounts of financial assets and financial liabilities recorded in the financial statements represent their respective net fair values, determined in accordance with the accounting policies disclosed in note 1 to the financial statements.

### Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are interest rate risk, foreign exchange risk, liquidity risk and credit risk as follows:

#### (a) Interest rate risk

The Group's exposure to interest rate risk relates to its cash and short-term deposits. The interest rate as at

30 June 2014 on cash was 2.05% (2013: 2.30%) and on short-term deposits 3.95% (2013: 4.50%). All other financial assets and liabilities are non-interest bearing.

#### Sensitivity analysis

The sensitivity analysis is based on an expected overall volatility of interest rates using market data and forecasts. A change in interest rate of 2% on cash and short-term deposits would result in changes in profit and equity as follows:

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **Change in profit:** | | |
| Increase in interest rate by 2% | 945 | 938 |
| Decrease in interest rate by 2% | (945) | (938) |
| **Change in equity:** | | |
| Increase in interest rate by 2% | 945 | 938 |
| Decrease in interest rate by 2% | (945) | (938) |

#### (b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral or other securities where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group measures credit risk on a fair value basis.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amounts of financial assets recorded in the financial statements, net of any provision for impairment, represent the Group's maximum exposure to credit risk without taking into account any collateral or other security obtained.

#### (c) Liquidity risk

Liquidity risk management requires maintaining sufficient cash and cash equivalents, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Surplus funds are invested in term deposits with short-term maturities.

As at 30 June 2014, the Group had only non-interest bearing financial liabilities with less than 1 year maturity (refer note 14).

#### (d) Foreign exchange risk

The Group is exposed to foreign exchange risk resulting in fluctuations in the fair value and in future cash flows of its financial instruments due to a movement in foreign exchange rates of currencies other than the Group's measurement currency.

It is the Group's policy that hedging, as a percentage of net foreign exchange rate exposure, be maintained within the limits of the foreign exchange risk management policy.

The Group does not have any currency options open at reporting date.

## 30. Financial Risk Management (Cont'd)

### Sensitivity analysis

The sensitivity analysis is based on an expected overall volatility of the relevant currencies, using management's assessment of reasonable fluctuations taking into account movements over the last 6 months and forecasts for the next 12 months. A change in foreign exchange rates of 15% would result in changes in profit and equity as follows:

| | Consolidated | |
|---|---|---|
| | 2014 $'000 | 2013 $'000 |
| **Change in profit:** | | |
| Increase of AUD to USD by 15% | (14,394) | (10,475) |
| Decrease of AUD to USD by 15% | 14,394 | 10,475 |
| Increase of AUD to EUR by 15% | (4,150) | (3,329) |
| Decrease of AUD to EUR by 15% | 4,150 | 3,329 |
| **Change in equity:** | | |
| Increase of AUD to USD by 15% | (14,394) | (10,475) |
| Decrease of AUD to USD by 15% | 14,394 | 10,475 |
| Increase of AUD to EUR by 15% | (4,150) | (3,329) |
| Decrease of AUD to EUR by 15% | 4,150 | 3,329 |

The following table shows the foreign currency risk on the financial assets and liabilities of the Group's operations, denominated in currencies other than the functional currency of the operations. The foreign currency risk in the books of the parent entity is considered immaterial and is therefore not shown.

| | Net financial assets/(liabilities) in '000 | | | | |
|---|---|---|---|---|---|
| | USD | EUR | SGD | JPY | AUD |
| **2014** | | | | | |
| **Group entity (Functional currency)** | | | | | |
| North American entities (USD) | 14,823 | – | – | – | 15,736 |
| European entity (EUR) | – | 3,978 | – | – | 5,760 |
| Singapore entities (SGD) | – | – | 1,001 | – | 936 |
| Japanese entities (JPY) | – | – | – | 9,009 | 94 |
| Balance sheet exposure | 14,823 | 3,978 | 1,001 | 9,009 | 22,526 |
| **2013** | | | | | |
| **Group entity (functional currency)** | | | | | |
| North American entities (USD) | 10,513 | – | – | – | 11,335 |
| European entity (EUR) | – | 4,643 | – | – | 6,543 |
| Singapore entities (SGD) | – | – | 163 | – | 139 |
| Japanese entities (JPY) | – | – | – | – | – |
| Balance sheet exposure | 10,513 | 4,643 | 163 | – | 18,017 |

### Foreign Currency Call/ Put Options

The Group has no currency option open at reporting date.

# ADDITIONAL STOCK EXCHANGE INFORMATION

as at 1 August 2014

**Number of shareholders**

56,494,365 fully paid ordinary shares are held by 6,767 individual shareholders. All issued ordinary shares carry one vote per share.

## Distribution of shareholders

| | Ordinary Shares | Holders |
|---|---|---|
| 1 – 1,000 | 1,974,179 | 4,134 |
| 1,001 – 5,000 | 4,957,720 | 2,133 |
| 5,001 – 10,000 | 2,053,400 | 277 |
| 10,001 – 100,000 | 5,270,549 | 195 |
| 100,001 and over | 42,238,517 | 28 |
| | **56,494,365** | **6,767** |

## Substantial shareholders

| Ordinary shareholders | Fully Paid | |
|---|---|---|
| | Number | Percentage |
| JP MORGAN NOMINEES AUSTRALIA LIMITED | 15,520,020 | 27.472 |
| NATIONAL NOMINEES LIMITED | 5,552,477 | 9.828 |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED | 5,049,432 | 8.938 |
| CITICORP NOMINEES PTY LIMITED | 4,853,752 | 8.592 |
| | **30,975,681** | **54.83** |

## Twenty largest shareholders

| Ordinary shareholders | Fully Paid | |
|---|---|---|
| | Number | Percentage |
| J P MORGAN NOMINEES AUSTRALIA LIMITED | 15,520,020 | 27.472 |
| NATIONAL NOMINEES LIMITED | 5,552,477 | 9.828 |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED | 5,049,432 | 8.938 |
| CITICORP NOMINEES PTY LIMITED | 4,853,752 | 8.592 |
| BNP PARIBAS NOMS PTY LTD DRP | 2,076,690 | 3.676 |
| UBS NOMINEES PTY LTD | 1,417,830 | 2.510 |
| RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED PI POOLED A/C | 1,382,580 | 2.447 |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 2 | 991,220 | 1.755 |
| RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED BKCUST A/C | 733,180 | 1.298 |
| BANNABY INVESTMENTS PTY LIMITED | 500,000 | 0.885 |
| SCJ PTY LTD | 400,000 | 0.708 |
| SMALLCO INVESTMENT MANAGER LTD | 326,600 | 0.578 |
| UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD | 296,316 | 0.525 |
| HOUSE OF MAISTER FINANCIAL SERVICES LIMITED | 284,491 | 0.504 |
| RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED PIIC A/C | 279,431 | 0.495 |
| RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED GSAM A/C | 262,831 | 0.465 |
| CITY AND WESTMINSTER LIMITED | 250,000 | 0.443 |
| PACIFIC SECURITIES INC | 250,000 | 0.443 |
| WARBONT NOMINEES PTY LTD ACCUMULATION ENTREPOT A/C | 247,259 | 0.438 |
| AUSTRALIAN FOUNDATION INVESTMENT COMPANY LIMITED | 220,000 | 0.389 |
| | **40,894,109** | **72.386** |

# COMPANY INFORMATION

### Company Secretary

Mr Darren Smith

### Stock exchange listing

Australian Stock Exchange Limited
ASX code SRX

### Share registrar

Boardroom Pty Ltd
Level 7
207 Kent Street
Sydney NSW 2000 Australia
Tel: 61-2-9290-9600

### Auditors

Grant Thornton Audit Pty Ltd
Level 17, 383 Kent Street,
Sydney NSW 2000 Australia

### Registered office

Level 33, 101 Miller Street
North Sydney NSW 2060
Tel: +61-2-9964-8400

**Principal Places of Business are:**

### Australian Office

Level 33, 101 Miller Street
North Sydney NSW 2060
Tel: +61-2-9964-8400

### United States Office

300 Unicorn Park Drive
Woburn, MA 01801 USA
Tel: +1-781- 721-3200

### European Office

Joseph-Schumpeter-Allee 33
53227 Bonn, Germany
Tel: +49-228-1840-730

### Singapore Office

Level 1, 50 Science Park Road
Singapore Science Park II
Singapore 117406
Tel: +65-6308 8370

### Annual General Meeting

The Annual General Meeting will be held at 10am on 28 October 2014
at Christies, Level 4, 100 Walker Street, North Sydney

### www.sirtex.com

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