



INVESTING IN OUR  
CORE STRENGTH:  
OUR PEOPLE.

Annual Report 2018



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### Risk and uncertainty

Forward-looking statements are subject to risks and uncertainties and have been made throughout this report. Such statements involve known and unknown risk and important factors that may cause the actual results, performance or achievements of Acrux to be materially different from statements made in this report.

# ACRUX IS A PHARMACEUTICAL COMPANY DEDICATED TO DEVELOPING AND COMMERCIALISING GENERIC TRANSDERMAL AND TOPICAL PRESCRIPTION PHARMACEUTICALS.

## WHO WE ARE

AcruX (ASX: ACR) is a pharmaceutical company dedicated to developing and commercialising generic transdermal and topical prescription pharmaceuticals. Incorporated in 1998 and using in house facilities and capabilities, AcruX has successfully developed and commercialised through licensees a number of topically applied pharmaceutical products in the US and Europe.

AcruX is developing a range of generic products for the US market by leveraging its on-site laboratories, GMP manufacturing suite, clinical and commercial experience to bring affordable products to market. AcruX encourages collaboration and is well positioned to discuss partnering and product development.

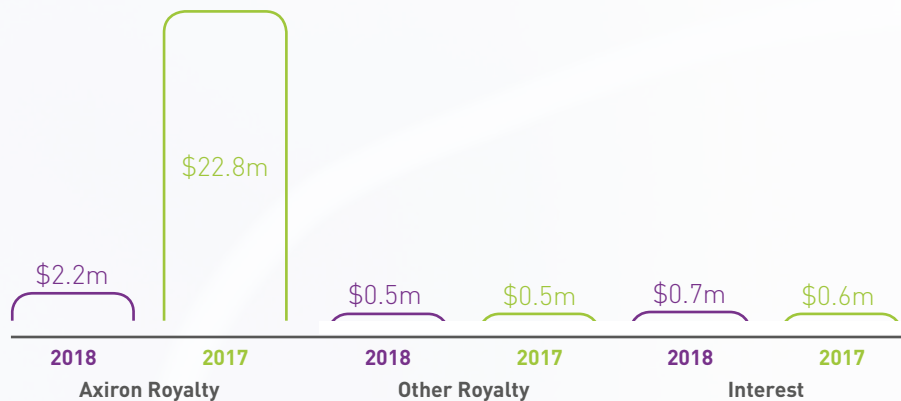


## FINANCIAL OUTCOMES

2018 financial performance was impacted by the significant reduction in Axiron<sup>®</sup> royalties. Importantly, cash reserves remain healthy at \$28.5 million and will provide the resource to support our growth and diversification strategy.



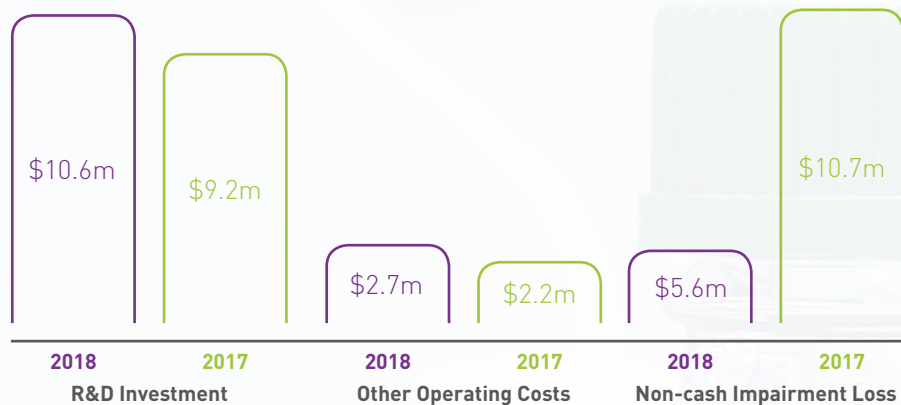
### Revenue



Axiron<sup>®</sup> royalty revenue of \$2.2 million is 90.4% down on prior financial year reflecting a decline in global sales by our partner Eli Lilly and Company due to: a) generic competition and b) the termination of the Axiron<sup>®</sup> licensing agreement.

Interest on cash deposits was \$0.7 million (2017: \$0.6 million).

### Other Financial Outcomes



R&D investment costs were \$10.6 million, up 15.2% on prior financial year due to the progression and increase in research and development projects and higher utilisation of external suppliers for contract manufacture engagement, Active Pharmaceutical Ingredient (API) procurement and clinical research activities.

Other operating costs were \$2.7 million, up 22.7% on prior financial year due in part to non-recurring legal fees associated with the Axiron<sup>®</sup> patent appeal litigation.

Non-cash impairment loss of \$5.6 million down 47.7% on prior financial year and is a result of a re-assessment of the estimated future discounted cashflows from sales of the Axiron<sup>®</sup> product, which were impacted by the termination of the licensing agreement with Eli Lilly and Company and the U.S. Court of Appeals for the Federal Circuit affirming all aspects of the judgment by the United States District Court for the Southern District of Indiana.

## BUSINESS ACHIEVEMENTS

Acrux is advancing its strategy with continued execution of the development and progression of our product pipeline.

### 2018 Milestones

- Acrux submitted its application to market a generic version of Jublia® in June 2018 and on August 2nd the application was accepted for review by the FDA
- Gedeon Richter continued country specific launches of Lenzetto in the European Union
- Engaged 4 Contract Manufacturing Organisations (CMO) for different products in our pipeline
- Achieved successful completion of a pharmacokinetic (PK) bioequivalence trial
- Portfolio of 13 topical generics in development by end of financial year 2018

### Future Milestones

- Submit 2 additional dossiers to the FDA for review during financial year 2019
- Initial revenue from generic pipeline expected during calendar year 2019
- Add further products to the generic portfolio
- Scale up 6 projects from Acrux laboratory to Contract Manufacturing Organisations (CMOs) by end of calendar year 2019

# MARKET AND BUSINESS OPPORTUNITIES

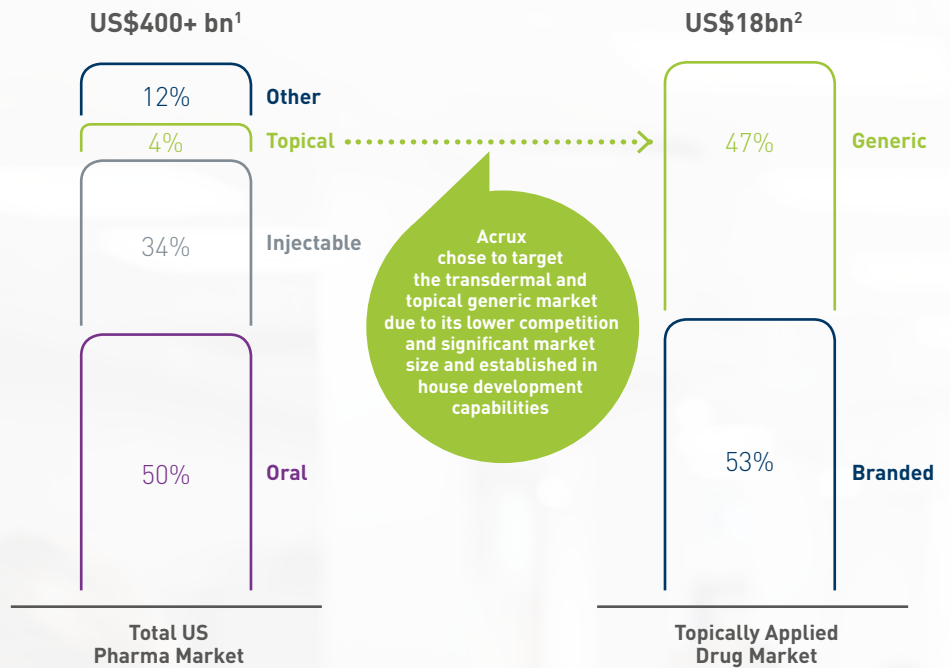
## Generic Portfolio

Created a diversified portfolio of marketed products to generate its future income streams.

Avoid commoditised market segments with significant pricing pressure.

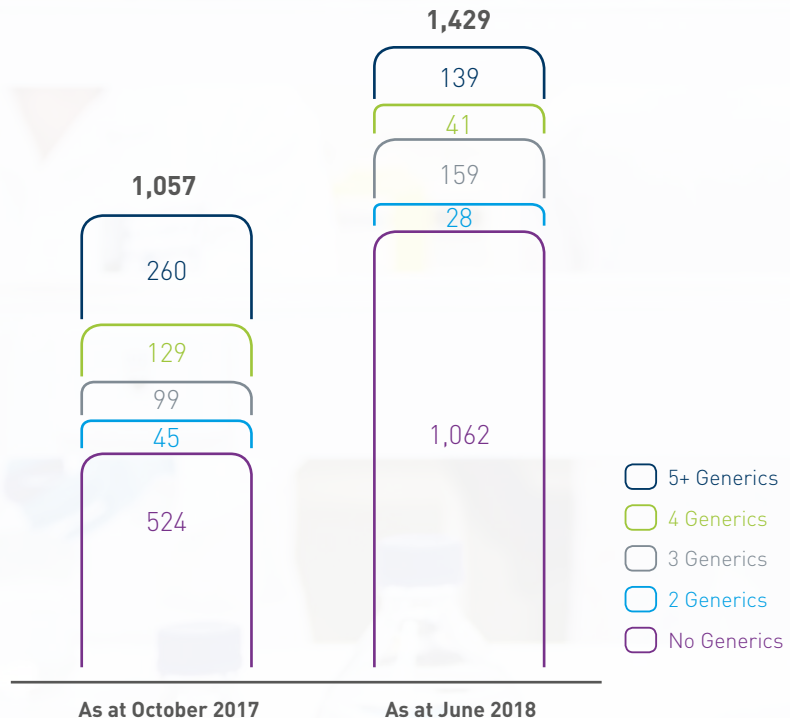
Generic product pipeline has attractive projected internal rates of return, with a collectively lower risk profile and faster pathway to approval than specialty products:

- I. \$3-4m to develop each generic
- II. Efficacy of drug has already been demonstrated
- III. Attractive market and licensee terms
- IV. Future revenue derived from milestones and royalties



## AcruX generic pipeline addressable market value<sup>1,2</sup>

Focus on transdermal and topical sector of the pharmaceutical market in the United States, addressable annual market for the thirteen generic products in our pipeline is collectively US\$1.43 billion.



1. June 2018 pipeline addressable market based on twelve months sales to end March 2018 based on IQVIA (Quintiles and IMS Health) sales data  
 2. October 2017 pipeline addressable market based on twelve months sales to end March 2017 based on IQVIA (Quintiles and IMS Health) sales data



**Acrux is targeting a large and growing addressable market**

- Addressable market of +US\$1.4 billion

**Fewer generic products on the market creates favourable economics for Acrux**

- Addressable market with no generics has grown from US\$524 million at October 2017 to +US\$1bn at end FY18
- Acrux expects to capture higher market share for products with lower competition and more than half of its portfolio has no approved generics
- FDA priority for review is given to generic applications with three or fewer approved generics







## CHAIRMAN'S ADDRESS



Acrux initiated a change in strategy in 2015. The Company had historically focussed on the development of improved forms of generic drugs utilising our patented delivery systems. The change in strategy still used our core expertise in drug formulation, but was focussed on developing a more extensive range of products, specifically addressing the generic market for transdermally and topically applied products.

The commercial logic underlying the strategy has been enunciated previously but it is worth repeating it and providing a brief commentary on its relevance to the continued implementation of our strategy. There are both external and internal factors to consider in the context of the Company's strategy and I will address the external factors first.

The first consideration is the proportion of the US market share that topical generics hold relative to branded transdermal and topical pharmaceuticals. The relative market shares are 47% for generics compared to 53% for branded. This is significantly less than the comparative ratio for oral pharmaceuticals, which is approximately 80:20. While there are a number of factors which influence these ratios, the relative ease of creating competitive oral generics has led to a high level of competition, which has in turn led to highly competitive pricing. The transdermal and topical generics market has not experienced the same level of competition and consequently there are more attractive commercial opportunities for companies with the relevant technical expertise in this sector of the market.

The second consideration in assessing the strategy is the time required to achieve a commercial return. Acrux's previous strategy was both high risk and high return. Given the competitive nature of the pharmaceutical sector, the risk element relates to both the development process in terms of the ability to formulate a drug, prove it is safe, stable, effective, has no long term adverse effects and is cost-competitive. The medium term risks relate to whether it is perceived by both the licensee and patients as being worth using compared to competitors' products and whether it is affordable on a medium to long term basis. The constant risk with all new

products is whether their patent status will be upheld and whether regulators' concerns over safety will prevent marketing and/or sales of the product.

Generics do not generally share the same concerns: development is significantly simpler given the effective use of 'reverse engineering'. Safety and other concerns have already effectively been addressed by the prior approval of the Reference Listed Drug(s) [collectively, 'RLDs'], which are the drug(s) that were first to market with patent protection. Generics do not require or rely on patent protection so there is reduced risk associated with IP and if the regulatory body imposes requirements for further studies for safety and/or efficacy profiles, the generic drug manufacturers are not required to participate in those studies. These factors significantly reduce the risks normally associated with both the drug approval process and maintenance of the approval for generics.

The third consideration is the economics underlying health care provision to an aging demographic in the developed world and the impact this has on regulatory provisions and the operation of healthcare systems. RLD development is a lengthy and expensive process. Unless the RLD under development offers a significant improvement over existing medications or it is addressing an unmet medical need, the approval process is unwieldy and slow. Generics offer Governments comparable treatments for a wide range of patients at significantly lower cost after patent expires on RLDs. The US regulator is improving review times for generic drug applications to enable generics to get to market more quickly, which reduces the time required to achieve commercial returns on the products Acrux has in development.

The internal factors also determine Acrux's capacity to realise the commercial opportunity associated with the development of a transdermal and topical generics pipeline. The major consideration is the Company's capacity to retain the existing expertise and skill sets and complement these assets with additional resources with experience in the generics market.

Michael has done an excellent job in both respects since joining the Company and we have a committed team which has delivered the outcomes we have been targeting ahead of time and on budget. We released news of our first generic dossier's acceptance last month and we are targeting filing another two dossiers in the near term. As we advised shareholders last year, the 2018 financial year was going to have limited news flow but the 2019 financial year will be significantly more interesting.

One feature of the generics market is the lack of visibility of the commercial metrics. RLD licensing and distribution metrics are far more visible and analysts can determine product profitability and market trends more easily. Both Acrux's Board and our Senior Management have experience in the sector and we believe that the commercial merits of the Company's strategy will become clear as critical mass is achieved as the product pipeline matures. Generics provide a significantly quicker return than development of new drugs and with a much lower risk profile, both during the development phase and subsequent to their registration.

Commercial interest in our pipeline is the other material indicator of the validity of the strategy we have adopted and we are pleased with the level of interest we have received. Our cash position remains robust and we are looking forward to providing shareholders with more detail about our projects over the next twelve months.

I would like to extend my personal thanks to the Board for their input over the last year, which has been a demanding one. I would also like to extend the Board's appreciation to Michael and his team for their outstanding work in repositioning Acrux for growth.

**Ross Dobinson**  
Chairman

# CEO & MANAGING DIRECTOR'S REPORT



**Our key focus is on the continuing transformation of Acrux into a company with a diversified on-market portfolio and a broad pipeline of commercially valued products.**

## Acrux strategic focus

Acrux has transformed itself with a goal of creating a diversified portfolio of marketed products to generate its future income streams. Evidence of this is the continued solid progress we have made during the last financial year in the development of our pipeline.

We devoted the majority of our development resources and expenditure to the pipeline of transdermal and topical generic products, which now includes thirteen generic products. The number of active development projects is consistent with our goal to expand the number of generic products in our portfolio which we believe will lead to commercially relevant and valued products for the company in the future.

The focus within Acrux has, for some time, been on the execution of a strategy to capitalise on the existing skill sets with the Acrux development team and to apply those skills to the development of a broad range of transdermal and topical generic products for the United States market. This focus is a transformational change to the depth and breadth of our pipeline.

During the financial year we increased the number of development projects in our pipeline by six from a year earlier. Each of these projects has been selected based on a range of criteria that include the size of the addressable market, the patent position of the reference listed drug (RLD), the formulation of the RLD and the degree of complexity involved in the development of a generic product.

All the products in the development pipeline are applied topically, which is consistent with our strategy to leverage our existing capabilities.

## The Acrux generic pipeline has expanded to thirteen products

The development of the Acrux generic pipeline is based upon the selection of generic product candidates from within the topical or transdermal sector of the pharmaceutical market in the US. The generic product pipeline of the Company can be characterised by its collectively lower risk profile and faster pathway to approval than could be achieved with product development of specialty products or new chemical entities.

The transdermal and topical generic market is generally less competitive than the much larger oral generic market and it features many products that are considered by regulators to be more complex to develop than products in the oral generic market.

Each of the transdermal or topical generic products in the Acrux pipeline has been assessed for its commercial prospects specifically in the US market. The addressable annual market in the US for the thirteen generic products in our pipeline collectively exceeds US\$1.4 billion based on IQVIA data for twelve months to the end of March 2018.

Acrux submitted its first generic product to the FDA during the 2018 financial year. Acrux filed a Paragraph IV Abbreviated New Drug Application (ANDA) with the U.S. Food and Drug Administration (FDA) for a generic version of Jublia® (efinaconazole) topical solution, 10%. In August 2018, the FDA informed Acrux that its dossier has been accepted for review and confirmed its first to file status.

Acrux filed a Paragraph IV certification for all Jublia® Orange Book listed patents. Acrux had previously announced in November 2016 the initiation of an inter partes review (IPR) for '506 Orange Book Jublia patent, with the United States Patent Trial and Appeal Board ruling holding the claims of the '506 patent to be unpatentable in a ruling announced in June 2018.

Jublia® is indicated for the topical treatment of onychomycosis of the toenail(s). Annual market sales for the 12 months ended March 2018 were US\$283 million as measured by IQVIA.

Regarding another pipeline product, Acrux completed an open-label, single-application, randomized, two-treatment, two-period, four-sequence crossover bioequivalence study in 32 healthy adult male and female subjects. The study successfully confirmed that the Acrux generic topical formulation was bioequivalent to the Reference Listed Drug (RLD).

A major focus for the Company in the 2019 financial year is the technical transfer of a number of dossiers to our Contract Manufacturing Organisations (CMOs). This is a technical transfer of the Acrux developed formulations of generic products and the associated methods of manufacture to a CMO that will scale up manufacturing to commercial batch sizes for both regulatory submission and commercial purposes.



In total we are planning to begin this process for 6 products during this financial year. That requires a significant internal focus with a range of CMOs and one that our organisation has planned for and is ready to execute on, as our products move into this stage.

During the 2019 financial year we will also add additional products to our pipeline. This is important for our momentum and to sustain a diversified and commercially viable portfolio. It also signifies a move away from simply the number of products in our pipeline, to the quality, balance and progress of the pipeline assets under development. We have identified a number of additional product candidates for development and will add additional products to our pipeline over course of the year.

### Estradiol spray

The estradiol spray was the first product to be developed by Acrux.

Lenzetto® is the trade name given to the estradiol product by our licensee Gedeon Richter in Europe. Lenzetto® was launched during the second half of the 2016 financial year. Gedeon Richter has continued to launch in additional countries throughout the 2018 financial year and the product has shown a consistent growth trajectory since launch.

### Axiron®

Since 2014, a number of pending product liability lawsuits have been filed against Acrux and Eli Lilly in the United States District Court for the Northern District of Illinois, including claims that assert injury caused by testosterone replacement therapy.

These cases, brought by private plaintiffs, were consolidated for pre-trial purposes in the United States District Court for the Northern District of Illinois under the Multi-District Litigation Rules as Testosterone Replacement Therapy Products Liability Litigation, MDL No. 2545. The conduct of the lawsuits will not have a material impact on Acrux's operating expenditure.

### Financial performance

Cash reserves decreased over the prior financial year by 16.2% to \$28.5 million. This reflects the decline in Axiron royalties following the termination of the license in September 2017 and the increase in expenditure with an increase development pipeline. Cash reserves are in line with our expectations.

### Looking forward

The Acrux team has invested tremendous energy levels into the expansion and progress of our pipeline. Our pipeline has grown substantially, and the progress of our projects is a direct reflection of the collective efforts of the team throughout the 2018 financial year.

The team responsible for our growth should be proud of their achievements during the year and I thank them for their efforts. I firmly believe we are positioning the Company to take advantage of the commercial opportunities that we have identified in the topical generic market in the United States with our goal to create a growth-oriented company with a diversified on-market portfolio and a broad pipeline of financially attractive products.

**Michael Kotsanis**  
CEO and Managing Director



# CORPORATE GOVERNANCE STATEMENT

This statement summarises the corporate governance policies and procedures adopted by the Board and discloses the extent to which the Company has followed the Australian Securities Exchange (ASX) Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles) during and since the reporting period. The Company's corporate governance principles, details of which can be found on the Company's website ([www.acrux.com.au](http://www.acrux.com.au)), comprise:

- Statement of Corporate Governance Principles
- Code of Conduct
- Board Charter
- Audit and Risk Committee Charter
- Human Capital and Nomination Committee Charter
- Continuous Disclosure and Shareholder Reporting Policy
- Share Trading Policy
- Whistle-blower Policy
- Diversity Policy

## 1. The Board of Directors

### 1.1 Board Role and Charter

The Board has the primary responsibility for setting the strategic direction for the Company, aimed at creating value for shareholders. The Board will guide and monitor the company, including compliance with the Company's corporate governance objectives.

The Board's role is set out in the Board Charter, which establishes the relationship between the Board and Senior Management and describes their respective functions and responsibilities. The Board is responsible for the management, oversight and performance of the Company, including but not limited to the following matters:

#### Strategic and Financial Objectives

- a) evaluating, approving and monitoring the strategic and financial plans and performance objectives for the Company;
- b) evaluating, approving and monitoring the annual budgets and business plans;
- c) evaluating, approving and monitoring major capital expenditure, capital management and all major corporate transactions including the issue of any securities of the Company;
- d) evaluating and approving the annual and half year financial reports and associated announcements and disclosures;
- e) monitoring other material reporting and external communications by the Company including financial projections and or statements as to future financial performance;

- f) approving the payment of dividends; and
- g) appointing external auditors.

#### Board and Senior Management

- h) nomination and remuneration of Directors;
- i) appointment of the Chair;
- j) evaluation of Board and individual Director performance;
- k) appointing, removing and managing the performance of, and the succession planning for, the Chief Executive Officer;
- l) overseeing and ratifying the terms of appointment and, where appropriate, removal, of Senior Management (being those persons reporting directly to the Chief Executive Officer), including their remuneration;
- m) monitoring Senior Management performance and their implementation of strategy and ensuring appropriate resources are available;
- n) control of membership and Charters of Board Committees; and
- o) corporate governance matters relating to the Board and Senior Management and matters of principle regarding corporate governance.

#### Risk and Compliance Management

- p) monitoring the Company's performance in relation to best practice principles of corporate governance;
- q) approving and monitoring the Company's risk management strategy and internal controls and accountability systems and their effectiveness;
- r) approving and monitoring compliance with the Company's Code of Conduct and other policies; and
- s) monitoring and reviewing the Company's operations in relation to, and compliance with, legal and regulatory requirements.

#### Secretarial and Other

- t) convening of shareholder meetings;
- u) issuing shares, equity instruments or other securities;
- v) disclosure of Directors' interests;
- w) major litigation;
- x) continuous disclosure and shareholder communications;
- y) related party transactions;
- z) insider trading; and
- aa) design of any short or long-term incentive plans to employees of the Company including, but not limited to employee share and option plans;

The Board has delegated the day to day management of the Company to the Chief Executive Officer who, in turn, may delegate to Senior Management. The delegations to the Executive Director include:

- a) developing business plans, budgets and company strategies for consideration by the Board and, to the extent approved by the Board, implementing those plans, budgets and strategies;
- b) operating the business of the Company within the parameters determined by the Board and keeping the Board promptly informed of all developments material to the Company and its business;
- c) where proposed transactions, commitments or arrangements to be undertaken by Senior Management exceed limits authorised by the Board, referring the matter to the Board for consideration and approval;
- d) identifying and managing operational risks and formulating strategies for managing those risks for consideration by the Board;
- e) managing the Company's financial and other reporting mechanisms and control and monitoring systems to ensure that they capture all relevant material information on a timely basis and are functioning effectively;
- f) ensuring that the Board is provided with sufficient information on a timely basis in relation to the Company's business and, in particular, in relation to the Company's performance, financial condition, operating results, risks and prospects to enable the Board to discharge its duties; and
- g) implementing the policies, processes and codes of conduct approved by the Board.

## 1.2 Board Composition

The Board seeks to achieve a mix of skills and diversity that enables it to most effectively carry out the functions and responsibilities set out in the Board Charter. This includes:

- commercial and technical expertise and experience gained in the pharmaceutical industry;
- expertise and experience in business management and financial markets; and
- relevant relationships in the pharmaceutical industry and in the business community.

The Board adopts and regularly reviews a skills matrix that defines a set of skills appropriate for the Board to discharge its duties having regard to the current and future strategies and operational priorities of the Company.

The current Board is made up of a Chairman (Ross Dobinson), three non-executive Directors (Timothy Oldham, Simon Green and Geoffrey Brooke) and an Executive Director (Michael Kotsanis).

The names of the Directors, the dates of their appointments, their non-executive, executive or independent status and whether they will seek election at the 2018 Annual General Meeting are set out in the table below.

The details of their background, skills and experience are set out on page 23 to 25 of this report.

Name	Appointed	Non-Executive	Executive	Independent	Seeking election at 2018 AGM
Ross Dobinson	Appointed 1998	Yes <sup>1</sup>	No	Yes	No
Timothy Oldham	Appointed 1 October 2013	Yes	No	Yes	Yes <sup>2</sup>
Michael Kotsanis	Appointed 3 November 2014	No	Yes	No	No <sup>3</sup>
Simon Green	Appointed 1 June 2016	Yes	No	Yes	No
Geoff Brooke	Appointed 1 June 2016	Yes	No	Yes	No

1. Ross Dobinson held the position of Executive Chairman from 1 July 2012 until Michael Kotsanis was appointed Chief Executive Officer on 1 November 2014.

2. Timothy Oldham was re-elected on 10 November 2016.

3. Michael Kotsanis is the Managing Director.

### 1.3 Director Independence

Pursuant to the recommendations of ASX Principle 2, the Board Charter ideally requires the Board to include a majority of non-executive independent Directors, have a non-executive independent Chairman and to have different persons filling the roles of Chairman and Chief Executive Officer. In accordance with the recommendation of ASX Principle 2.5 the roles of Chair and Chief Executive Officer are not exercised by the same individual. The Chair is responsible for the leadership of the Board, for ensuring that the Board functions effectively and, where appropriate, communicating the views of the Board to the public. The Chair sets the agendas for Board meetings and manages the conduct of meetings by facilitating open discussion between Board members, between the Board and Senior Management and with the public.

### 1.4 Terms of Director Appointment

The Chairman, Non-executive Directors and Managing Director have formal letters of appointment. Remuneration of the non-executive Directors, Managing Director and the terms of appointment of the Chairman are disclosed in the Remuneration Report.

Non-executive Directors should be willing to serve for not less than that period of time determined by the Board at the time of the non-executive Director's appointment before retiring from the Board. Each non-executive Director will resign pursuant to ASX guidelines unless the other Directors unanimously request that Director to continue in office. In that case the non-executive Director will continue as a Director until he or she resigns or does not stand for re-election or another Director does not approve of him or her standing for re-election.

### 1.5 Access to Information and Independent Advice

All Directors have unrestricted access to employees of the Company and, subject to the law, access to all Company records and information held by the Company, its employees and advisors. The Board receives an agenda, detailed financial and operational reports and, where relevant, reports of the Board Committees for each Board meeting.

Each Director is entitled to obtain independent professional advice at the Company's expense for the purpose of assisting them in performing their duties. A Director who wishes to obtain such advice must first obtain the approval of the Chair (which approval must not be unreasonably withheld) and must provide the Chair with the reason for seeking such advice, the identity of the person from whom the advice will be sought and the likely cost of obtaining such advice. Except in certain circumstances detailed in the Board Charter, advice obtained in this manner is made available to the Board as a whole.

### 1.6 Human Capital and Nomination Committee

The current members of the Human Capital and Nomination Committee of the Board are Timothy Oldham (Chair), Geoff Brooke and Simon Green. During the financial year, the Committee met on 15 September 2017, 13 December 2017 and 21 June 2018, with only one absence at one meeting by members.

Members of the Committee are chosen having regard to their skills and experience in relation to the matters for which the Committee is responsible. Members of the Committee have unrestricted access to company records, Senior Management and advisers and the external auditors.

The objective and purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders in ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of Directors and ensuring that the Company obtains and retains Senior Management and employees of high quality and motivation to drive the long term growth of the Company.

The Committee's duties and responsibilities, which are set out in its Charter, in general terms is to:

- a) establish a formal and transparent procedure for the selection and appointment of new Directors to the Board;
- b) identify suitable candidates to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board;
- c) consider processes for the orientation and education of new Directors and developing ongoing policies to facilitate continuing education and development of Directors;
- d) periodically assess the skills required for each Director to discharge competently the Director's duties;
- e) regularly review the structure, size and composition of the Board and the effectiveness of the Board as a whole;
- f) establish and conduct an appropriate evaluation of the Board's process and of existing Directors, including an evaluation of whether each Director is contributing the time required of him or her for Board duties;
- g) recommend to the Board a policy and framework for Senior Management's remuneration;
- h) review and monitor the implementation of the human resources plan of the Company and succession planning for Senior Management; and
- i) review and recommend to the Board the total individual remuneration package of each member of Senior Management, including any bonuses, incentive payments, and participation in any share or share option plans in accordance with the policy and framework for Senior Management's remuneration.

In accordance with the recommendations of ASX Principle 2.4, the Committee's Charter further provides that, where practical, a majority of the Committee must be independent non-executive Directors and the Chair must be a non-executive Director who is not the Chair of the Company. Executive Directors may not be members of the Committee. A further recommendation of ASX Principle 2.1 is that the Committee have at least 3 members.

The Company's Code of Conduct, which has been in place since 2005, contains a principle of equal opportunity to be applied in all human resource decisions and in the workplace environment. The Committee has supplemented the Code of Conduct principle by adopting a formal diversity policy. However, the Committee has not yet set measurable objectives for gender diversity.

The workforce at Acrux is small and the majority of positions require specialist qualifications and experience. The Committee believes specific diversity objectives are impractical at this time. At the date of this report, 55% of Acrux's workforce were female. The Senior Management team consists of two female and three male members, while the five current Board members are male. The Committee and the Board will review the potential need for formal diversity objectives in future as the Company evolves.

## 1.7 Audit and Risk Committee

The current members of the Audit and Risk Committee are Geoff Brooke (Chair), Timothy Oldham and Ross Dobinson. During the financial year, the Committee met on 9 August 2017, 22 August 2017 and 20 February 2018, with only one absence at one meeting by members.

Members are chosen having regard to their skills and experience in relation to the matters for which the Committee is responsible. Members of the Committee have unrestricted access to company records, Senior Management, advisers and the external auditors.

The objective and purpose of the committee is to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to the Company's financial accounting practices, internal control systems, risk management procedures, external reporting and the external audit function.

The Committee's duties and responsibilities, which are set out in its Charter, in general terms includes:

1. overseeing the Company's system of financial reporting for the purpose of safeguarding its integrity, including viewing all regular financial reports and other formal announcements relating to the Company's financial performance prepared for release to the ASX, regulators and the public before making appropriate recommendations to the Board;
2. determining the extent of internal audit activities required and monitor the effectiveness of those activities (note that the Committee has determined that the Company, due to its size, does not presently warrant establishing a separate internal audit function);
3. monitoring the performance and activities of the external auditor including:
  - overseeing the process for the appointment, reappointment and removal of the external auditors (including audit engagement letters), overseeing the rotation of the principal audit partner and reviewing the level of the external auditors' fees;
  - assessing the performance and independence of the external auditors and the quality of the audit work performed;
  - requiring, reviewing and monitoring compliance with the audit plan of the external auditors, including the scope of the plan and the levels of financial statement materiality;
  - reviewing reports from the external auditors and meeting with the external auditors at least once annually in the absence of Senior Management and also meeting with the external auditors as requested by the Board, the Committee or the external auditors; and
  - receiving, reviewing, developing and implementing policy on the engaging of the external auditors to supply non-audit services.



4. overseeing and reviewing the Company's financial and risk management compliance and internal control framework including:
- overseeing the creation, implementation and maintenance of the risk management system of the Company and its controlled entities and their internal control framework, including information systems;
  - reviewing the effectiveness of the Company's implementation of its risk management systems and internal controls on an ongoing basis and reviewing the outcome of any non-financial audits;
  - requiring Senior Management to report to the Board at least annually on whether the Company's material business risks are being managed effectively;
  - developing an understanding of the overall business environment, relevant laws and codes of importance to the Company and the programs that the Company has in place to provide reasonable assurance of compliance;
  - reviewing the Company's occupational health and safety policies and ensuring regular reporting to the Committee on issues related to occupational health and safety;
  - reviewing insurance coverage and claims trends;
  - ensuring that the Chief Executive Officer and the Chief Financial Officer state in writing to the Board annually that:
    - i. the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with the relevant accounting standards;
    - ii. the statement in (i) above is founded on a sound system of risk management and control which implements the policies adopted by the Board; and
    - iii. the Company's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects. The Board has received the report from Senior Management referred to above, advising whether the Company's material business risks are being managed effectively.

The Board received the statement in writing referred to above from the Chief Executive Officer and the Chief Financial Officer on 16 August 2018.

In accordance with the recommendations of ASX Principle 4.1, the Committee's Charter provides that the Committee have at least three members, Executive Directors may not be members of the Committee, a majority of the Committee must be independent Directors and the Chair must not be the Chair of the Company.

## 1.8 Director and Senior Management Remuneration and Performance

The remuneration structure for Senior Management and Directors and the amounts paid to each during the year are set out in the Remuneration Report section of the Directors' Report on pages 27 to 33. Non-executive Directors are remunerated by way of fees only and do not participate in executive remuneration schemes, nor do they receive options, bonus payments or retirement benefits (other than statutory superannuation payments).

At the end of each financial year, the performance of Senior Executives against the company and their personal goals is assessed. At the same time personal goals and development plans for the next financial year are set, to be aligned with the Company's objectives. The review of Senior Management team members is carried out by the Chief Executive Officer and the results are subject to further review and approval by the Chair of the Human Capital and Nomination Committee.

The review of the Chief Executive Officer's performance is carried out by the Human Capital and Nomination Committee and the Committee's remuneration recommendations are then approved by the Board. A performance evaluation in accordance with this process was undertaken in respect of the year ended 30 June 2018.

A formal review of the performance of the Board and its Committees was undertaken with the results tabled for discussion at the Human Capital and Nomination Committee on 21 June 2018. No areas of under-performance requiring immediate remedial action were identified.

Three themes for continuous improvement emerged:

- a) Board skills, experience and diversity;
- b) Role of the board vis-a-vis management; and
- c) Board process and dynamics.

The Board has put together a plan to address the areas of continuous improvement identified.

## 2. Disclosure and Communication

### 2.1 Continuous Disclosure

The Board has approved a written continuous disclosure policy to ensure compliance with the ASX Listing Rules continuous disclosure requirements. This policy:

- a) gives guidance as to the information that may need to be disclosed;
- b) gives guidance for dealing with market analysts and the media;
- c) establishes regular reminders to Directors and Senior Management to actively consider whether there is any price sensitive information which needs disclosure;
- d) allocates responsibility for approving public disclosures and shareholder communications.

### 2.2 Communications with Shareholders

The Board has approved, as part of the continuous disclosure policy, the Company's policy to promote effective communication with its shareholders. In addition to its disclosure obligations under the ASX Listing Rules, the Company communicates with its shareholders through a number of channels including:

- a) annual and half-yearly reports;
- b) regular shareholder updates conducted by teleconference;
- c) media releases, public announcements and investor briefings; and
- d) annual general meetings.

All the above communications are posted on the Company's website ([www.acrux.com.au](http://www.acrux.com.au)). Shareholders are encouraged to receive shareholder materials electronically and can do so by visiting our investor centre, located on the Company's website. In addition, the Company is committed to using general meetings of the Company to effectively communicate with shareholders and to allow reasonable opportunities for informed shareholder participation at these meetings.

Where possible the Company will comply with the ASX Best Practice Guidelines for the content of notices of meeting. Further, the external auditor is requested to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit of the Company and the preparation and content of the auditor's report. The Company is committed to further developing its communications strategies to optimise shareholder communication.

## 3. Share Trading

Under the Company's share trading policy, the Directors, Senior Executives and all other employees of the Company (and their collective designated persons) are prohibited from trading in the Company's shares if they are in possession of inside information.

In addition, the Directors, Senior Executives and all other employees (and their collective designated persons) are prohibited from trading in the Company's shares during the periods starting at the end of either the financial year or the half year and ending when the financial results related to these periods are released to the market.

The Directors, Senior Executives and all other employees of the Company (and their collective designated persons) may not trade in the Company's shares without the approval of the Company Secretary (who must obtain approval from the Chair) and only if they have provided a statement that they are not in possession of material non-public information. Such approval expires after five business days. If the Chair wishes to trade in the Company's shares, proper approval must be obtained from the Chair of the Audit and Risk Committee or the Company Secretary.

## 4. Conduct and Ethics

The Directors and Senior Management of the Company and its controlled entities are committed to observing high standards of ethics and behaviour in all of the Company's activities, including the Company's interaction with its shareholders, employees, business partners, customers, suppliers, the community and the environment in which the Company operates.

The Company has adopted a Code of Conduct which provides the ethical and legal framework for how the Company will conduct its business and how the Company will relate to shareholders, employees, business partners, customers, suppliers, the community and the environment in which the Company operates.

The Board have set the following general principles which are covered by the Code of Conduct:

- a) values
- b) compliance with laws
- c) fair dealing
- d) confidentiality and protection of Company assets
- e) conflicts of interest
- f) shareholders and the financial community
- g) trading in Company securities
- h) equal opportunity
- i) health, safety and environment
- j) reporting non-compliance and grievances
- k) compliance with taxation laws
- l) bribes and financial inducements
- m) political donations

As part of the Company's commitment to observing high standards of ethics and behaviour in all of its activities, the Company has adopted a whistleblower policy. The Company is also committed to maintaining a culture where all staff are encouraged to raise concerns about poor or unacceptable practice and misconduct and can do so safely. A whistleblowing program is an important aspect of detecting poor or unacceptable practice and misconduct in an organisation.

The purpose of this policy is to encourage the reporting of conduct by employees of the Company and other persons with whom the Company deals closely where the interests of others, including the public, or of the Company itself are at risk.

The conduct covered by the policy is conduct that is:

- a) illegal, dishonest, fraudulent or corrupt;
- b) in breach of Commonwealth or state legislation or local authority by-laws;
- c) in breach of applicable industry practices, such as Good Laboratory Practice, Good Clinical Practice or Good Manufacturing Practice;
- d) unethical (being either a breach of the Company's Code of Conduct or generally);
- e) gross mismanagement;
- f) a serious or substantial waste of resources;
- g) an unsafe work practice;
- h) failure to comply with the Company's Code of Conduct;
- i) failure to comply with agreements with the Company's commercial partners;
- j) a breach of proper environmental practice;
- k) discriminatory, bullying or harassing;
- l) other serious improper conduct; and
- m) any other conduct that may cause financial or non-financial loss to the Company or otherwise be detrimental to the interests of the Company.

# DIRECTORS' REPORT

The Directors present their report, together with the Financial Report of the consolidated entity consisting of Acrux Limited (the Company) and its controlled entities (the Group), for the financial year ended 30 June 2018 and independent review report thereon. This Financial Report has been prepared in accordance with Australian Accounting Standards.

## Directors

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

Name		Appointed
Ross Dobinson	Chairman	Appointed 19 March 1998
Timothy Oldham	Non-Executive Director	Appointed 1 October 2013
Michael Kotsanis	Managing Director & Chief Executive Officer	Appointed 3 November 2014
Simon Green	Non-Executive Director	Appointed 1 June 2016
Geoffrey Brooke	Non-Executive Director	Appointed 1 June 2016

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

## Directors' meetings

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

	Committee meetings					
	Board		Audit and Risk		Human Capital and Nominations	
	Held <sup>1</sup>	Attended	Held <sup>1</sup>	Attended	Held <sup>1</sup>	Attended
Ross Dobinson	11	11	3	3	3	3
Timothy Oldham	11	11	3	3	3	3
Michael Kotsanis	11	11	3	3	3	3
Simon Green	11	11	3	3	3	3
Geoffrey Brooke	11	8	3	2	3	2

1. The number of meetings held during the period the Director was a member of the Board or Committee.

All Directors who are not members of Committees are invited to attend Committee meetings.

## Principal activities

The principal activities of the consolidated entity during the financial year were the development and commercialisation of pharmaceutical products. There has been no significant change in the nature of these activities during the financial year.

## Operating results

	2018 \$'000	2017 \$'000
Revenue	3,432	23,934
Net loss after tax	(14,182)	(243)
Loss per share	(8.52) cents	(0.15) cents
Cash on hand	28,470	33,974

The consolidated loss after income tax attributable to the members of Acrux Limited was \$14.182 million (2017 loss: \$0.243 million). Loss per share was 8.52 cents (2017: loss per share 0.15 cents).

## Review of operations

A review of the operations of the Group during the financial year and the results of these operations are as follows:

### Mission

AcruX is a pharmaceutical company dedicated to developing and commercialising generic transdermal and topical prescription pharmaceuticals.

### Business Strategy

AcruX is developing a range of topically applied products with an expanding pipeline of products under active development. AcruX uses its internal development capabilities and know-how to develop generics which target a substantial portion of the US topical market. The development time required for generic products is substantially shorter and less costly than the length of time required for a new drug development.

### Topical generic portfolio

AcruX submitted its first generic product to the FDA during the 2018 financial year. AcruX filed a Paragraph IV Abbreviated New Drug Application (ANDA) with the U.S. Food and Drug Administration (FDA) for a generic version of Jublia® (efinaconazole) topical solution, 10%. In August 2018, the FDA informed AcruX that its dossier has been accepted for review and the product's first to file status is confirmed. The Company's ANDA contains the required data that allows AcruX to demonstrate to the FDA that its generic product is bioequivalent to Jublia®.

AcruX filed a Paragraph IV certification for all Jublia® Orange Book listed patents. AcruX previously announced that it had filed an *inter partes* review (IPR) for US Patent No. 7,214,506 (the '506 patent) which is one of the Jublia® Orange Book listed patents. In a ruling announced recently, the US Patent Trial and Appeal Board (PTAB) ruled in favour of AcruX, holding all claims of the '506 patent invalid.

Once approved by the FDA, and subject to the litigation process typical for first generic products, AcruX will be able to commence marketing and sales of Efinaconazole Topical Solution 10%, providing a lower cost alternative to Jublia® for patients in the United States. Jublia® is indicated for the topical treatment of onychomycosis of the toenail(s). Annual market sales for the 12 months ended March 2018 were US\$283 million as measured by IQVIA (Quintiles and IMS Health) sales data.

In relation to another pipeline product, AcruX completed an open-label, single-application, randomized, two-treatment, two-period, four-sequence crossover bioequivalence study in 32 healthy adult male and female subjects. The study successfully confirmed that the AcruX generic topical formulation was bioequivalent to the Reference Listed Drug (RLD).

At the date of this report, AcruX has 13 generic topical products in various stages of development, having initiated development activities on an additional 6 generic products during the 2018 financial year. The addressable market value for the pipeline of 13 products is US\$1.4 billion based on IQVIA reported annual sales data at March 2018 with over the half the value of the pipeline and over half the number of products currently having no marketed generic products. AcruX has now engaged with 4 contract manufacturing organisations (CMOs) to manufacture different products from its portfolio of generic topical products. All CMOs are FDA approved.

### Marketed topical portfolio

The Group's commercialised products include Estradiol spray branded as Evamist® and Lenzetto®. Evamist® is marketed by Perrigo in the US and Lenzetto® is marketed by Gedeon Richter in Europe.

### Key Events During Year

The following were key events for the Group during the year:

- Submission to the FDA of an Abbreviated New Drug Application (ANDA) of Jublia® (Efinaconazole), topical solution, 10%.
- Solid progress on the Group's topical generic pipeline with thirteen active projects under development including successful completion of a bioequivalence trial on one of its generic pipeline products.
- Lenzetto® continues to be launched progressively in specific countries within the European Union by our licensee (Gedeon Richter).
- Net sales of Axiron® for the 2017/2018 financial year totalled US\$15.4 million (2016/17: US\$143.0 million). Generic versions of Axiron were launched during the first half of the financial year. With the commercial uncertainty of future sales of Axiron, a declining testosterone market and the long term and unclear financial commitment required to participate in the Post Marketing Requirement (PMR) consortium, Eli Lilly and Company withdrew the Axiron NDA from the US market and the rest of the world.

### Operating Results

The consolidated loss before tax was \$16.125 million (2017: loss \$0.094 million) primarily attributable to: a) reduction in Axiron® royalty revenue and b) a non-cash (pre-tax) loss of \$5.647 million in relation to the impairment of Axiron® capitalised development costs. The consolidated loss after tax was \$14.182 million (2017 loss: \$0.243 million).

### Revenue

Revenue for the financial year decreased \$20.502 million (85.7%) to \$3.432 million (2017: \$23.934 million). Royalty revenue from Axiron® decreased 90.2% to \$2.231 million (2017: \$22.785 million) reflecting a decline in Axiron® global sales by our partner Eli Lilly and Company due to: a) generic competition for Axiron® and b) the termination of the Axiron® licensing agreement. Royalty revenue from Lenzetto® was \$0.327 million (2017: \$0.180 million) which is an increase of 81.7% on prior year and interest on cash deposits were \$0.671 million (2017: \$0.613 million).

### Expenses

Total expenses for the financial year were \$19.557 million (2017: \$24.028 million) comprising of: a) a non-cash (pre-tax) loss of \$5.647 million (2017: loss \$10.680 million) in relation to the impairment of Axiron® capitalised development costs and b) operational expenditure of \$13.910 million. The impairment loss is a result of a re-assessment of the estimated future discounted cashflows from the Axiron® product which were impacted by the termination of the licensing agreement with Eli Lilly and Company and the U.S. Court of Appeals for the Federal Circuit affirming all aspects of the judgment by the United States District Court for the Southern District of Indiana.

Total operating expenditure for the financial year increased by 4.2% to \$13.910 million (2017: \$13.348 million). The increase represents: a) progression of and increased investment in R&D which is consistent with our announced strategy to commercialise topical generic opportunities and b) non-recurring legal fees of \$0.729 million associated with the Axiron® patent appeal litigation.

Employee benefits expense totalled \$4.720 million (2017: \$4.277 million) increasing \$0.443 million or 10.4% year on year, reflecting the increased resources required for our development pipeline. The balance of expenses totalled \$9.190 million (2017: \$9.071 million) remaining flat year on year. Increases in external R&D costs of \$0.788 million for contract manufacture engagement, API procurement for the manufacture of exhibit batches and clinical research organisation engagement and non-recurring legal fees of \$0.729 million were offset by lower depreciation and amortisation expense of \$0.618 million (2017: \$1.560 million) and foreign exchange loss of \$0.192 million (2017: \$0.457 million).

### Income Tax

Income tax benefit of \$1.943 million (2017: expense \$0.149 million) was recorded for the financial year. The change from the prior financial year is mainly attributable to the higher operating loss and the reversal of the deferred tax liability associated with the amortisation and impairment of Axiron® capitalised development costs being reversed. Further details of the income tax expense are provided at Note 1(j) of the financial report.

### Cash flow

Cash received from licensing agreements for the financial year was \$7.872 million (2017: \$21.822 million). Royalties received from Axiron® were down 66.1% to \$7.307 million, reflecting lower sales generated by Eli Lilly and Company and the termination of the Axiron® licensing agreement. The Group paid \$12.731 million to suppliers and employees (2017: \$10.748 million) as a consequence of increased investment in our R&D pipeline. Interest received on cash reserves of \$0.610 million (2017: \$0.637 million) was slightly lower in comparison to prior financial year, reflective of lower average cash reserves during the financial year and the maturity profile of invested cash reserves. Income tax payments decreased to \$1.033 million from \$6.335 million in the prior financial year driven by lower operating results across the Group.

Capital expenditure was \$0.296 million, down 52.9% on the prior financial year reflecting the timing of expenditure as the Group carries out upgrades of existing equipment to improve our internal analytical and testing capabilities.

Cash reserves at the end of the period were \$28.470 million (2017: \$33.974 million).

## Contributed Equity

There were no changes to contributed equity during the financial year.

The number of outstanding employee share options on issue at the date of this report was 2,000,000 (30 June 2017: 4,774,000), representing 1.2% of the Company's issued share capital. The number of outstanding employee performance rights on issue at the date of this report was 4,836,000 (30 June 2017: nil), representing 2.9% of the Company's issued share capital.

Further details of share based payments are provided in Note 17 of the Financial Report which follows the Directors' Report.

## Significant changes in the state of affairs

There have been no significant changes in the Group's state of affairs during and since the end of the financial year that have not been disclosed elsewhere in this report.

## Dividends

The Directors have not declared an interim or final dividend for the 2018 financial year.

## After balance date events

No matters or circumstances have arisen since the end of the financial year that have 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.

## Likely developments

For the foreseeable future, the Group will continue to pursue and execute its strategy of developing a diversified, on-market, financially attractive portfolio of transdermal and topical generic products.

The Group's financial results will be materially influenced by its ability to commercialise the initial product suite of its development pipeline, and the efficient evaluation and selection of additional generic products.

## Environmental regulation

The Group's operations are subject to certain environmental regulations under the laws of the Commonwealth and of the State of Victoria. Details of the Group's performance in relation to such environmental regulations are as follows:

### Laboratory Waste

To ensure compliance with the *Environment Protection Act 1970*, the Group engages an external waste management consultant. This consultant has ISO 14001:2004 Certification for Environmental Management to comply with the legislative requirements, and issues an EPA Transport Certificate at every collection of waste to ensure safe collection, transport, delivery and disposal/recycling procedures.

### Trade Water Waste

An agreement exists with City West Water to ensure compliance under the *Water Industry Act 1994* and *Water Industry Regulations 1995*. This agreement ensures that the acceptance of trade waste into the sewage network is managed effectively and that City West Water is aware of the type and quantities of waste disposed of by the Group.

The Directors are not aware of any breaches during the period covered by this report.

## DIRECTORS' REPORT CONTINUED

### Share options

Unissued ordinary shares of Acrux Limited under option at the date of this report are as follows:

Date options granted	Number of unissued ordinary shares under option	Issue price of shares	Expiry date of the options
22 July 2015	1,000,000	\$1.11	July 2018
22 July 2016	1,000,000	\$0.96	July 2019
	2,000,000		

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

### Shares issued on exercise of options

There were no shares issued during the financial year as a result of the exercise of share options.

### Performance rights

Unissued ordinary shares of Acrux Limited under performance rights at the date of this report are as follows:

Date performance rights granted	Number of unissued ordinary shares under performance rights	Value at grant date	Exercise price	Expiry date of the performance rights
14 November 2017	4,000,000	\$0.09	\$0.00	November 2024
25 January 2018	836,000	\$0.11	\$0.00	January 2025
	4,836,000			

No performance right holder has the right to participate in any other share issue of the Company.

### Shares issued on exercise of performance rights

There were no shares issued during the financial year as a result of the exercise of performance rights.



## Information on Directors and Company Secretary

The qualifications, experience and special responsibilities of each person who has been a Director of Acrux Limited at any time during or since 1 July 2017 is provided below, together with details of the company secretary as at the year end. The Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

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### Ross Dobinson

Director since  
March 1998)



#### Responsibilities

From November 2014, Non-Executive Chairman; 1 July 2012 to November 2014, Executive Chairman; prior to 1 July 2012, Non-Executive Chairman. Member of the Audit and Risk Committee and the Human Capital and Nominations Committee.

#### Qualifications

BBus Acc

#### Experience

Ross has been a Director since 1998 and was appointed Chairman in January 2006 and then Executive Chairman from 1 July 2012 to October 2014. He is a founder and former CEO of Acrux. Ross has a background in investment banking and stockbroking. He is currently Managing Director of TSL Group Ltd, a corporate advisory company specialising in establishing and advising life sciences companies. He is a Director of Reliance Worldwide Corporation (ASX:RWC). He was previously a founding Director of Starpharma Holdings Limited (ASX: SPL), Executive Chairman of Hexima Limited (ASX: HXL), Chairman of TPI Enterprises Limited (ASX:TPE), Director of Roc Oil Company Limited (ASX: ROC) and a Director of Racing Victoria Limited.

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### Tim Oldham

Director since  
October 2013



#### Responsibilities

Non-Executive Director, member of the Audit and Risk Committee and Chair of the Human Capital and Nomination Committee.

#### Qualifications

BSc (Hons), LLB(Hons), PhD

#### Experience

Tim joined the Board in October 2013. He has more than 15 years of life sciences business development, alliance management and sales and marketing experience in Europe, Asia and Australia. Tim is the Executive Leader of Tijan Ventures, a business focussed on growing life sciences companies through strategic advisory and interim, executive and non-executive leadership services, with a particular focus on regenerative medicine. He was CEO and Managing Director of Cell Therapies Pty Ltd (2014 to 2017), a leading Asia Pacific provider of manufacturing and distribution of cell-based therapeutics. Tim was President of Asia Pacific for Hospira Inc. (2007 to 2012), having held a variety of senior management roles with Mayne Pharma (2002 to 2007) prior to its acquisition by Hospira. These roles encompassed the development and commercialisation of pharmaceuticals, devices, biologics and cellular therapies. Prior to this, Tim was an engagement manager with McKinsey & Co (1997 to 2001). Tim has been chairman of the European Generic Medicines Association Biosimilars and Biotechnology Committee, a Director of the Alliance for Regenerative Medicine, a Director of the Generic Medicines Industry Association and a member of the Pharmaceutical Industry Strategy Group. He has also been a Director of Respiro Ltd (ASX: RSH) and is a current member of AusBiotech's Regenerative Medicine Advisory Group.

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### Geoff Brooke

Director since  
June 2016



#### Responsibilities

Non-Executive Director, Chair of the Audit and Risk Committee and member of the Human Capital and Nomination Committee.

#### Qualifications

MMBS, MBA

#### Experience

Geoff joined the Board in June 2016. He founded GBS Venture Partners in 1996 and has more than 20 years' venture capital experience. In January 2014, he reduced his involvement in GBS and is now Special Adviser to the firm and its funds. Geoff was formally President of Medvest Inc., a US-based early-stage venture capital group he founded with Johnson & Johnson. Geoff's experience includes company formation and acquisitions, as well as public listings on the NYSE, NASDAQ and ASX exchanges. He commenced in March 2017 as Chairman of Actinogen Medical Limited (ASX: ACW) and has been a founder, executive and director of private and public companies. From 2009 until 2015, he was an independent director of the Victoria WorkCover Authority. Dr. Brooke is licensed in clinical medicine by the Medical Board of Victoria, Australia and his post-graduate work was in anaesthetics and intensive care. He earned his Bachelor of Medicine/Surgery from the University of Melbourne, Australia and a Master of Business Administration from IMEDE (now IMD) in Lausanne, Switzerland.

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### Simon Green

Director since  
June 2016



#### Responsibilities

Non-Executive Director and member of the Human Capital and Nomination Committee.

#### Qualifications

BSc (Hons), PhD

#### Experience

Simon joined the Board in June 2016. He has 25 years of experience in the biotechnology industry having worked at Genentech and Novartis in San Francisco before joining CSL in 1998. Simon held roles as Senior Vice President in Research and Development and Manufacturing Operations at CSL. He has extensive international experience as a board member for several CSL subsidiary companies in Australia and Germany and for the European Plasma Protein Therapeutics Association. Simon has been a member of the Victorian Biotechnology Advisory Council and acting Chairman of the Northern Innovation and Investment Fund. Simon left CSL in November 2015 to take up the position of Chief Executive Officer and Managing Director for Immunosis Pty Ltd, a biotech company focused on improved diagnostic outcomes for patients with immune deficiencies. He graduated as a biochemist from Monash University and completed his PhD in the field of immunology at Melbourne University in 1992.

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**Michael Kotsanis**

Managing Director  
since November 2014

**Responsibilities**

Managing Director and Chief Executive Officer.

**Qualifications**

BSc, MBus

**Experience**

Michael has over 25 years of experience in the pharmaceutical industry and has significant senior leadership experience across the global pharmaceutical markets. Michael was formally the Chief Commercial Officer for Synthon Holding BV, an international pharmaceutical company and a leader in the field of generic medicines, and was based in the Netherlands, a position he held for four years. Prior to Synthon, he served as President, Europe, Middle East and Africa, for Hospira, the global leader in generic injectable pharmaceuticals. Michael joined Hospira following its acquisition of Mayne Pharma in 2007, where he served as President Asia Pacific from 2002. He joined Mayne following their acquisition of Faulding Pharmaceuticals in 2001, where he held responsibility for commercial activities in Australia and New Zealand. Prior to Faulding, Michael held a variety of sales and marketing positions with Boehringer Ingelheim over an 11 year period. Michael earned a Bachelor of Science from Monash University, and a Master of Business from the University of Technology, Sydney.

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**Tim Bateman**

Company Secretary  
since October 2016

**Responsibilities**

Chief Financial Officer and Company Secretary.

**Qualifications**

BBus (Acc)

**Experience**

Tim commenced at Acrux as Chief Financial Officer and Company Secretary in October 2016. He has extensive financial experience, leading finance functions in senior finance roles within ASX listed and private organisations. Tim worked with Vix Technology and Mayne Pharma (before its acquisition by Hospira). His experience spans a range of industry sectors including information technology, pharmaceuticals, automotive manufacturing and health services. Prior to joining Acrux Tim was the Group Chief Financial Officer at Vix Technology for 10 years where his responsibilities included financial management, corporate governance, supporting strategic planning and commercial activities, M&A activities and capital raising. Tim commenced his career at Pannell Kerr Forster (chartered accountants) in 1993. His clients included ASX listed and private entities. He commenced with Mayne in 1998 and held a number of positions within the corporate office and treasury division. Tim is a Chartered Accountant.

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## Directors' and Executives' interests in equity instruments

Directors' and Executives' relevant interests in equity instruments of the Company as at the date of this report are detailed below:

	Total No. of shares	Total No. of options	Total No. of performance rights
<b>Directors</b>			
Ross Dobinson	1,372,593	-	-
Tim Oldham	16,150 <sup>1</sup>	-	-
Geoff Brooke	75,750	-	-
Simon Green	60,600	-	-
Michael Kotsanis	-	2,000,000	4,000,000
<b>Executives</b>			
Tim Bateman	-	-	155,000
Charles O'Sullivan	-	-	125,000
Felicia Colagrande	1,500	-	125,000
Nina Webster	17,100 <sup>2</sup>	-	80,000
<b>Total</b>	<b>1,543,693</b>	<b>2,000,000</b>	<b>4,485,000</b>

1. Related party interests of Tim Oldham hold 400 shares of Acrux Limited.

2. Related party interests of Nina Webster hold 17,100 shares of Acrux Limited.

## Directors' interests in contracts

Directors' interests in contracts are disclosed in Note 24 to the financial statements.

## Indemnification and insurance of Directors, officers and auditors

During the financial year, the consolidated entity has paid premiums in respect of an insurance contract to indemnify officers against liabilities that may arise from their positions as officers of the Group. Officers indemnified include the company secretary, all Directors and all executive officers participating in the management of the Group.

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

## Court proceedings

Formal trial proceedings concluded in November 2017 in the U.S. Court of Appeals for the Federal Circuit against 1) Perrigo Israel Pharmaceuticals Limited (Perrigo), 2) Watson Laboratories Inc. (Actavis), 3) Amneal Pharmaceuticals LLC (Amneal) and 4) Lupin Pharmaceuticals Inc. (Lupin) (collectively, the 'Defendants'), respectively for infringement of issued patents covering Axiron®. The U.S. Court of Appeals for the Federal Circuit affirmed all aspects of the judgment by the United States District Court for the Southern District of Indiana. In August 2016, the United States District Court for the Southern District of Indiana ruled that the formulation and axilla application patents granted by the US Patent Office for Axiron® were invalidated and therefore would not be infringed by the commercialisation of generic versions of Axiron® by the generic companies that have challenged these patents. The applicator patent was valid but not infringed by the majority of parties.

Acrux and Eli Lilly and Company are named as defendants in product liability lawsuits in the US which are consolidated in a federal MDL in the U.S. District Court for the Northern District of Illinois. A small number of lawsuits have been filed in State Courts. The cases generally allege cardiovascular and related injuries and are currently stayed by the courts pending ongoing settlement talks. Medical Mutual of Ohio has filed a class action complaint against multiple manufacturers of testosterone products in the Northern District of Illinois, on behalf of third party payers who paid for these products. Acrux and Eli Lilly and Company believe these lawsuits and claims are without merit and are prepared to defend against them vigorously. The conduct of the lawsuits will not have a material impact on the Group's operating expenditure.

## REMUNERATION REPORT (AUDITED)

The Directors present the Group's 2018 remuneration report which details the remuneration information for Acrux Limited's Non-Executive Chairman, Non-Executive Directors and other key management personnel.

### Human Capital and Nomination Committee

The Human Capital and Nomination Committee carries out the following functions in relation to the remuneration of senior management:

- (a) recommending to the Board a policy and framework for senior employees' remuneration which aims to set remuneration which:
  - (i) is competitive, fair and designed to attract employees of high quality, skill and experience;
  - (ii) motivates senior employees to achieve challenging goals that are linked to the creation of sustainable shareholder returns within the appropriate control framework; and
  - (iii) establishes a clear relationship between the performance of senior management and their remuneration;
- (b) reviewing and recommending to the Board the total individual remuneration package of each member of senior management, including any bonuses, incentive payments, and participation (including the level of participation) in any share or share option plans in accordance with the policy and framework for senior employees' remuneration;
- (c) reviewing benchmarks against which salary reviews are made;
- (d) reviewing and recommending the establishment and terms of any employee share or share option plan or other incentive plan and recommending any changes to the Board;
- (e) reviewing and making recommendations on the superannuation arrangements of the Group; and
- (f) ensuring that equity-based senior management remuneration is made in accordance with thresholds set in plans approved by shareholders.

### Remuneration policy

The main principles of the Group's remuneration policy are:

- remuneration is set at levels intended to attract, retain, motivate and reward good performers;
- remuneration is structured to reward employees for both superior operational performance and increasing long term shareholder value; and
- rewards are linked to the achievement of business objectives as determined by the Board.

### Remuneration structure

The remuneration of employees is structured in two parts:

- **FIXED REMUNERATION**, which comprises salary, superannuation and other benefits in lieu of salary; and
- **VARIABLE REMUNERATION**, which may comprise a short term incentive in the form of cash and a long term incentive in the form of equity instrument under the omnibus equity plan (OEP), the Chief Executive Officer's (CEO) share option plan (CSOP) or the employee share option plan (ESOP). All permanent staff (including the CEO) are eligible to participate in the short term incentive plan and the OEP. Only the CEO participates in the CSOP and the employees participate in the ESOP. The level of participation varies according to both the level of seniority of the employee and the employee's ability to influence the performance of the business.

The Group aims to set the level of fixed remuneration based on market rates for comparable jobs in the Group's industry sector. The Group aims to set the short and long term incentives to provide for superior achievement to merit higher levels of remuneration, subject to achievement of goals set by the Board.

The aim of both the short term and long term incentive plans is to drive performance to successfully implement annual business plans and to increase shareholder value.

## REMUNERATION REPORT (AUDITED) CONTINUED

### Short term incentive plan

The purpose of the short term incentive plan is to reward achievement of business objectives on a year by year basis. Each financial year the Board, in conjunction with senior management, sets the business objectives to implement the Group's business plan.

The business objectives are clearly defined outcomes for product development and commercialisation. The achievement or non-achievement of which can be objectively measured at the end of the financial year.

Each objective is expected to either create value for shareholders or represent material progress towards adding shareholder value.

Under the short term incentive plan senior executives (other than the Chief Executive Officer) are able to achieve annual cash incentives of up to 24% of their fixed remuneration. The Chief Executive Officer is able to achieve annual cash incentives of 25% of his fixed remuneration, which can be varied by Board discretion.

The key principles of the plan are:

- Payments under the short term incentive plan are at the discretion of the Board.
- The amount of at-risk remuneration payable under the short term incentive plan is dependent upon the overall level of achievement of the year's business objectives.
- The Board assesses the level of achievement of the business objectives at the end of the year.
- For staff other than Chief Executive Officer, achievement of personal objectives set for the financial year may also form part of their assessment for entitlement to short term incentive plan payments.

### Long term incentive plans

The purpose of the long term incentive plan is to align the interests of senior executives and other employees more closely with those of the shareholders in terms of sustainable, long term superior performance. Long term incentive plans are designed to comply with both the requirements of ASX Listing Rules and the *Pooled Development Funds Act 1992*. At the time of signing there are two long term incentive plans, providing incentives through options to acquire ordinary shares.

The first plan, the Omnibus Equity Plan, is for all employees including the Chief Executive Officer was approved by shareholders at the 2017 Annual General Meeting and it is subject to the following terms:

#### A. Chief Executive Officer ('CEO')

- The Board issued 4 million performance rights for nil cash consideration and each performance right may give rise to the right to acquire one ordinary share in the Company;
- The 4 million performance rights will vest in 4 equal tranches, with each successive tranche vesting at the end of each of the 4 years after grant, provided that the CEO is still employed and that the total return to shareholders (TSR) over the year preceding the vesting of each tranche is equal to or greater than 12%;
- Tranches that do not vest in any year of the cycle may be 'rolled over' into the next year of the cycle and will be subject to an additional 12% TSR hurdle. There will be no 'roll-over' after the fourth year; and
- The rights will expire 7 years after grant.

#### B. Employees

- The Board has chosen to issue performance rights to employees that are granted on the basis of a four-year cycle at nil cost;
- Each performance right may give rise to the right to acquire one ordinary share in the Company;
- Each grant of performance rights will vest after one year, provided that the total return to shareholders (TSR) over that period is equal to or greater than 12% and the employee remains employed;
- Tranches that do not vest in any year of the cycle may be 'rolled over' into the next year of the cycle and will be subject to an additional 12% TSR hurdle. There will be no 'roll-over' after the fourth year; and
- The rights will expire 7 years after grant.

For further details refer to Note 17 to the accounts.

The second plan is the Chief Executive Officer Share Option Plan and it is subject to the following terms:

- The options vest on grant and expire three years after grant;
- The options lapse on termination of employment, other than through death or redundancy; and
- The exercise price is set at a 25% premium to the volume weighted average market price of the Company's shares 5 days prior to grant and comprise 3 tranches.
  - Tranche 1 was granted on 3 February 2015, expired on 3 February 2018 with options not being exercised;
  - Tranche 2 was granted on 22 July 2015, expired on 22 July 2018 with options not being exercised; and
  - Tranche 3 was granted on 22 July 2016.

In prior years, equity based long term incentives were awarded to employees under an Employee Share Option Plan (ESOP) approved by shareholders at 2015 Annual General Meeting. In the ordinary course of reviewing the appropriateness of employee remuneration, the Board and Human Capital and Nominations Committee (HCNC) has determined that the existing grants under the ESOP no longer provide adequate or appropriate long term incentives and are to be replaced by awards under the Omnibus Equity Plan.

The Board continues to re-evaluate the effectiveness of long term incentive plans as the business environment changes.

## Group performance

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

	2018	2017	2016	2015	2014
Revenue (\$'000)	3,432	23,934	28,557	25,368	53,859
% increase in revenue	-86%	-16%	13%	-53%	226%
(Loss)/profit before tax (\$'000)	(16,125)	(94)	18,092	16,806	43,857
% increase in loss/profit before tax	17054%	-101%	8%	-62%	337%
Change in share price (%)	-32%	-69%	-15%	-16%	-71%
Dividend paid to shareholders (\$'000)	-	-	9,991,303	13,321,737	33,304,342
Total remuneration of Key Management	2,021,723	2,032,539	1,909,941	2,114,293	1,644,449
Total performance based remuneration	269,328	198,179	209,110	176,603	103,891

## Remuneration and termination entitlements of Senior Management

Senior executives have no fixed term of employment and either party to management employment contracts may terminate the contract on periods of written notice ranging between one and six months. The employment contracts contain no other entitlement to termination benefits beyond statutory entitlements.

Names and positions held by executives of the Group in office at any time during the financial year are:

### Executive

Michael Kotsanis	Chief Executive Officer	Commenced 3 November 2014
Tim Bateman	Chief Financial Officer & Company Secretary	Commenced 3 October 2016
Felicia Colagrande	Product Development and Technical Affairs Director	Commenced 15 February 2015
Charles O'Sullivan	Portfolio Director	Commenced 1 July 2015
Nina Webster	Commercial Director	Commenced 1 July 2013

# REMUNERATION REPORT (AUDITED) CONTINUED

## Share options

### (a) Compensation Options: Granted and vested during the year

No options over ordinary shares were granted during or since the end of the financial year.

### (b) Shares issued on exercise of options

No ordinary shares were issued to Directors or Executives on the exercise of options held by those parties during or since the end of the financial year.

## Performance rights

### (a) Compensation Performance Rights: Granted and vested during the year

A total of 4,000,000 performance rights were issued by Acrux Limited to the Chief Executive Officer, Mr. Kotsanis, on 14 November 2017 under the Omnibus Equity Plan, approved by shareholders at 2017 Annual General Meeting. Performance rights issued to Mr. Kotsanis vest upon the Group achieving performance metrics approved by the Board and his continued employment.

A total of 836,000 performance rights were issued by Acrux Limited to eligible employees on 25 January 2018 under the Omnibus Equity Plan, approved by shareholders at 2017 Annual General Meeting. Performance rights issued to eligible employees vest upon the Group achieving performance metrics approved by the Board and their continued employment.

### (b) Shares issued on exercise of performance rights

No ordinary shares were issued to Directors or Executives on the exercise of performance rights held by those parties during or since the end of the financial year.

Details of the remuneration of the Group's Executives are set out in the following table:

	Primary		Post-employment super	Termination Benefits	Share Based Payments			Equity as a % of total	Bonus as a % of total
	Salary	Bonus*			Options	Performance Rights	Total		
2018	\$	\$	\$	\$	\$	\$	\$	%	%
Michael Kotsanis <sup>1</sup>	406,332	129,877	20,048	-	-	133,618	689,875	19%	19%
Tim Bateman <sup>2</sup>	234,702	49,593	20,048	-	6,987	7,029	318,359	4%	16%
Felicia Colagrande <sup>4</sup>	185,821	34,667	18,252	-	6,620	5,669	251,029	5%	14%
Charles O'Sullivan <sup>5</sup>	185,821	34,667	18,252	-	6,620	5,669	251,029	5%	14%
Nina Webster <sup>6</sup>	122,036	20,524	13,248	-	4,045	3,628	163,481	5%	13%
	<b>1,134,712</b>	<b>269,328</b>	<b>89,848</b>	<b>-</b>	<b>24,272</b>	<b>155,613</b>	<b>1,673,773</b>	<b>11%</b>	<b>16%</b>
<b>2017</b>									
Michael Kotsanis <sup>1</sup>	399,713	99,517	19,616	-	183,000	-	701,846	26%	14%
Tim Bateman <sup>2</sup>	173,019	26,375	14,789	-	5,823	-	220,006	3%	12%
Sharon Papworth <sup>3</sup>	75,209	-	6,436	-	-	-	81,645	0%	0%
Felicia Colagrande <sup>4</sup>	182,356	27,594	20,002	-	12,912	-	242,864	5%	11%
Charles O'Sullivan <sup>5</sup>	182,356	27,273	20,031	-	12,912	-	242,572	5%	11%
Nina Webster <sup>6</sup>	122,792	17,420	13,404	-	8,039	-	161,655	5%	11%
	<b>1,135,445</b>	<b>198,179</b>	<b>94,278</b>	<b>-</b>	<b>222,686</b>	<b>-</b>	<b>1,650,588</b>	<b>13%</b>	<b>12%</b>

\* Bonus relates to achievement of objectives for the financial year.

1. Appointed Chief Executive Officer and Managing Director 3 November 2014.
2. Appointed Chief Financial Officer and Company Secretary 10 October 2016.
3. Appointed Chief Financial Officer and Company Secretary 29 September 2014 and last day of employment 28 October 2016.
4. Appointed Product Development and Technical Affairs Director 15 February 2015.
5. Appointed Portfolio Director 1 July 2015.
6. Appointed Commercial Director 1 July 2013. Commercial Director is employed on a part time basis.



## Remuneration of Directors

The Human Capital and Nomination Committee determines the level of remuneration necessary to attract and retain Directors with the skills and experience required by the Group at its stage of development. The Committee makes recommendations to the Board, which subsequently puts those recommendations for approval by the shareholders at the next Annual General Meeting.

The director services of the Non-Executive Chairman Ross Dobinson are provided by Espasia Pty Ltd. The contract for services can be terminated by either party by giving three months' notice in writing. For the 2017/18 financial year the contract provided for fees of \$118,000 per annum in respect of director services.

For the 2017/18 financial year Non-Executive Directors' fees were \$70,000 per annum, plus superannuation, for each Non-Executive Director. At the 2004 Annual General Meeting shareholders set the maximum aggregate amount of Non-Executive Directors' fees at \$450,000. In addition Non-Executive Directors are entitled to reimbursement of reasonable expenses incurred by them on Group business.

No retirement allowances or equity based remuneration are paid to Non-Executive Directors. Non-Executive Directors do not receive any additional remuneration for being members of Board Committees.

The remuneration of each person who held the position of Director at any time during the financial year is set out in the following table:

	Primary		Post-employment super	Termination Benefits	Share Based Payments	Total	Equity as a % of total	Bonus as a % of total
	Fees \$	Bonus \$						
<b>2018</b>								
Ross Dobinson <sup>1</sup>	118,000	-	-	-	-	118,000	-	-
Timothy Oldham <sup>3</sup>	70,000	-	6,650	-	-	76,650	-	-
Geoff Brooke <sup>4</sup>	70,000	-	6,650	-	-	76,650	-	-
Simon Green <sup>4</sup>	70,000	-	6,650	-	-	76,650	-	-
	<b>328,000</b>	<b>-</b>	<b>19,950</b>	<b>-</b>	<b>-</b>	<b>347,950</b>	<b>-</b>	<b>-</b>
<b>2017</b>								
Ross Dobinson <sup>1</sup>	118,000	-	-	-	-	118,000	-	-
Bruce Parncutt <sup>2</sup>	31,051	-	2,950	-	-	34,001	-	-
Timothy Oldham <sup>3</sup>	70,000	-	6,650	-	-	76,650	-	-
Geoff Brooke <sup>4</sup>	70,000	-	6,650	-	-	76,650	-	-
Simon Green <sup>4</sup>	70,000	-	6,650	-	-	76,650	-	-
	<b>359,051</b>	<b>-</b>	<b>22,900</b>	<b>-</b>	<b>-</b>	<b>381,951</b>	<b>-</b>	<b>-</b>

1. Appointed Non-Executive Chairman post appointment of the Chief Executive Officer, November 2014. Previously Executive Chairman from 1 July 2012.

2. Resigned 7 December 2016.

3. Appointed Non-Executive Director 1 October 2013.

4. Appointed Non-Executive Director 1 June 2016.

Mr. Kotsanis was appointed Chief Executive Officer and Managing Director, November 2014. The remuneration details of Mr. Kotsanis have been disclosed in the executive remuneration table.

# REMUNERATION REPORT (AUDITED) CONTINUED

## Equity instruments held by key management personnel

### Ordinary shares

The number of ordinary shares held by key management personnel at financial year end is set out in the following table:

Directors and Executives	Balance 1/07/17	Granted as remuneration	Options exercised	Net change other	Balance 30/06/18
<b>Directors</b>					
Ross Dobinson <sup>1</sup>	1,372,593	-	-	-	1,372,593
Timothy Oldham <sup>2</sup>	16,150	-	-	-	16,150
Geoff Brooke <sup>3</sup>	75,750	-	-	-	75,750
Simon Green <sup>3</sup>	-	-	-	60,600	60,600
<b>Executives</b>					
Nina Webster <sup>4</sup>	6,100	-	-	11,000	17,100
Felicia Colagrande <sup>5</sup>	1,500	-	-	-	1,500
<b>Total</b>	<b>1,472,093</b>	<b>-</b>	<b>-</b>	<b>71,600</b>	<b>1,543,693</b>

1. Appointed Non-Executive Chairman post appointment of the Chief Executive Officer, November 2014. Previously Executive Chairman from 1 July 2012.

2. Appointed Non-Executive Director 1 October 2013.

3. Appointed Non-Executive Director 1 June 2016.

4. Appointed Commercial Director 1 July 2013. Commercial Director is employed on a part time basis.

5. Appointed Product Development and Technical Affairs Director 15 February 2015.

### Share options

The number of employee share options held by key management personnel at financial year end is set out in the following table:

Executives	Balance 1/07/17	Granted as remuneration	Options exercised	Net change other	Balance 30/06/18	Value of options granted during the year at grant date	Value of options expensed in 30/06/2018
<b>Executives</b>							
Michael Kotsanis <sup>1</sup>	4,000,000	-	-	(2,000,000)	2,000,000	-	-
Tim Bateman <sup>2</sup>	95,000	-	-	(95,000)	-	-	6,987
Nina Webster <sup>3</sup>	55,000	-	-	(55,000)	-	-	4,045
Felicia Colagrande <sup>4</sup>	90,000	-	-	(90,000)	-	-	6,620
Charles O'Sullivan <sup>5</sup>	90,000	-	-	(90,000)	-	-	6,620
<b>Total</b>	<b>4,330,000</b>	<b>-</b>	<b>-</b>	<b>(2,330,000)</b>	<b>2,000,000</b>	<b>-</b>	<b>24,272</b>

1. Appointed Chief Executive Officer and Managing Director 3 November 2014.

2. Appointed Chief Financial Officer and Company Secretary 10 October 2016.

3. Appointed Commercial Director 1 July 2013. Commercial Director is employed on a part time basis.

4. Appointed Product Development and Technical Affairs Director 15 February 2015.

5. Appointed Portfolio Director 1 July 2015.

## Performance rights

The number of employee performance rights held by key management personnel at financial year end is set out in the following table:

Executives	Balance 1/07/17	Granted as remuneration	Rights exercised	Net change other	Balance 30/06/18	Value of performance rights at grant date	Value of performance rights expensed in 30/06/2018
<b>Executives</b>							
Michael Kotsanis <sup>1</sup>	–	4,000,000	–	–	4,000,000	370,296	133,618
Tim Bateman <sup>2</sup>	–	155,000	–	–	155,000	16,447	7,029
Nina Webster <sup>3</sup>	–	80,000	–	–	80,000	8,489	3,628
Felicia Colagrande <sup>4</sup>	–	125,000	–	–	125,000	13,263	5,669
Charles O’Sullivan <sup>5</sup>	–	125,000	–	–	125,000	13,263	5,669
<b>Total</b>	<b>–</b>	<b>4,485,000</b>	<b>–</b>	<b>–</b>	<b>4,485,000</b>	<b>421,758</b>	<b>155,613</b>

1. Appointed Chief Executive Officer and Managing Director 3 November 2014.
2. Appointed Chief Financial Officer and Company Secretary 10 October 2016.
3. Appointed Commercial Director 1 July 2013. Commercial Director is employed on a part time basis.
4. Appointed Product Development and Technical Affairs Director 15 February 2015.
5. Appointed Portfolio Director 1 July 2015.

## Use of remuneration consultants

The Human Capital and Nomination Committee (HCNC) employed the services of Egan Associates Pty Limited to provide guidance to assist the HCNC and Board in the redesign of long term incentive plans for:

- Non-Executive Directors (NEDs);
- Managing Director & CEO and senior staff; and
- Other employees of the Group.

Under the terms of the engagement, Egan Associates Pty Limited was paid \$20,090 for these services.

Egan Associates Pty Limited was engaged by, and reported directly to, the Chair of the HCNC. The agreement for the provision of remuneration consulting services was executed by the Chair of the HCNC under delegated authority on behalf of the Board. The report containing the remuneration recommendations was provided directly to the chair of the HCNC.

Egan Associates Pty Limited was permitted to speak to management throughout the engagement to understand Company processes, practices and other business issues and obtain management perspectives. However, Egan Associates Pty Limited was not permitted to provide any advice or recommendations to members of management before advice or recommendations was given to members of the HCNC and not unless Egan’s Associates Pty Limited had approval to do so from members of the HCNC. As a consequence, the Board is satisfied that the recommendations were made free from undue influence from any members of the Key Management Personnel. The OEP approved at the 2017 AGM was the first step to implementing these recommendations. A further proposal relating to Board remuneration will be put to the 2018 AGM.

## Voting and comments made at the company’s 2017 annual general meeting (AGM)

At the Company’s 2017 AGM, a resolution to adopt the prior year’s Remuneration Report was put to the vote and 47% of votes cast were cast in favour of the adoption of that Report. Accordingly a ‘first strike’ was recorded. No comments were made at the AGM by shareholders in relation to the Remuneration Report. As a result of the concerns raised by shareholders, the Company has increased engagement with shareholders and potential investors regarding the Company’s strategy, including the remuneration policies. An investor relations firm has been appointed to enhance investor liaison regarding the Company’s strategy.

**This is the end of the audited remuneration report**

## Non-audit services

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

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

	2018 \$	2017 \$
Amounts paid or payable to Pitcher Partners (Melbourne) for non-audit services	32,255	104,888
Amounts paid or payable to network firms of Pitcher Partners for non-audit services	27,297	-
<b>Total auditors' remuneration for non-audit services</b>	<b>59,552</b>	<b>104,888</b>

## Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporation Act 2001 in relation to the audit for the financial year is provided with this Financial Report.

## Rounding of amounts

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 the amounts in the Directors' Report have been rounded to the nearest one million dollars and in the Financial Report have been rounded to the nearest one thousand dollars, or in certain cases, to the nearest dollar (where indicated).

Signed in accordance with a resolution of the Directors:



**Ross Dobinson**  
Non-Executive Chairman

Melbourne  
Dated this 16th day of August 2018



**Geoff Brooke**  
Non-Executive Director

Melbourne  
Dated this 16th day of August 2018

# AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS OF ACRUX LIMITED



## ACRUX LIMITED AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS OF ACRUX LIMITED

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

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

This declaration is in respect of Acrux Limited and the entities it controlled during the year.

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

S SCHONBERG  
Partner  
16 August 2018

A handwritten signature in black ink, appearing to read 'P. Pitcher Partners'.

PITCHER PARTNERS  
Melbourne

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2018

	Notes	2018 \$'000	2017 \$'000
<b>Revenue</b>	4	<b>3,432</b>	23,934
Employee benefits expense	5	(4,720)	(4,277)
Directors' fees		(348)	(382)
Share options expense		(228)	(279)
Depreciation and amortisation expense	5	(618)	(1,560)
Impairment losses	5	(5,647)	(10,680)
Occupancy expense		(498)	(493)
External research and development expense		(4,027)	(3,239)
Professional fees		(2,683)	(1,827)
Royalty expense		(50)	(136)
Foreign exchange loss	5	(192)	(457)
Other expenses		(546)	(698)
<b>Total expenses</b>		<b>(19,557)</b>	(24,028)
Loss before income tax		(16,125)	(94)
Income tax benefit/(expense)	6	1,943	(149)
<b>Net loss for the year</b>		<b>(14,182)</b>	(243)
<b>Total comprehensive (loss)/income for the year</b>		<b>(14,182)</b>	(243)
<b>Total comprehensive (loss)/income attributable to:</b>			
Members of the parent entity	18(b)	(14,182)	(243)
Non-controlling interest	20	-	-
		<b>(14,182)</b>	(243)
<b>Loss per share for profit attributable to the equity holders of the parent entity:</b>			
Basic loss per share	8	<b>(8.52) cents</b>	(0.15) cents
Diluted loss per share	8	<b>(8.52) cents</b>	(0.15) cents

The statement should be read in conjunction with the notes to these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2018

	Notes	2018 \$'000	2017 \$'000
<b>Current assets</b>			
Cash and cash equivalents	9	28,470	33,974
Receivables	10	261	5,532
Current tax asset	6	51	-
Other current assets	11	179	91
<b>Total current assets</b>		<b>28,961</b>	<b>39,597</b>
<b>Non-current assets</b>			
Plant & equipment	12	845	778
Intangible assets	13	803	6,839
Deferred tax asset	6	1,881	92
<b>Total non-current assets</b>		<b>3,529</b>	<b>7,709</b>
<b>Total assets</b>		<b>32,490</b>	<b>47,306</b>
<b>Current liabilities</b>			
Payables	14	1,966	1,819
Current tax payable	6	-	1,136
Provisions	15	518	407
<b>Total current liabilities</b>		<b>2,484</b>	<b>3,362</b>
<b>Non-current liabilities</b>			
Provisions	15	35	19
<b>Total non-current liabilities</b>		<b>35</b>	<b>19</b>
<b>Total liabilities</b>		<b>2,519</b>	<b>3,381</b>
<b>Net assets</b>		<b>29,971</b>	<b>43,925</b>
<b>Equity</b>			
Contributed equity	16	95,873	95,873
Reserves	18(a)	581	1,215
Retained earnings	18(b)	(66,483)	(53,163)
<b>Equity attributable to equity holders of the Parent</b>		<b>29,971</b>	<b>43,925</b>
Non-controlling interests	20	-	-
<b>Total equity</b>		<b>29,971</b>	<b>43,925</b>

The statement should be read in conjunction with the notes to these financial statements.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2018

	Notes	Contributed equity \$'000	Reserves \$'000	Retained earnings \$'000	Total equity \$'000
<b>Balance as at 1 July 2016</b>		95,873	1,454	(53,438)	43,889
Loss for the period				(243)	(243)
<b>Total comprehensive income for the year</b>		-	-	(243)	(243)
<b>Transactions with owners in their capacity as owners:</b>					
Employee share scheme	18(a)	-	279	-	279
Employee share options that lapsed during period	18(a)	-	(518)	518	-
<b>Balance as at 30 June 2017</b>		95,873	1,215	(53,163)	43,925
<b>Balance as at 1 July 2017</b>		95,873	1,215	(53,163)	43,925
Loss for the period				(14,182)	(14,182)
<b>Total comprehensive income for the year</b>		-	-	(14,182)	(14,182)
<b>Transactions with owners in their capacity as owners:</b>					
Employee share scheme	18(a)		228		228
Employee share options that lapsed during period	18(a)		(862)	862	-
<b>Balance as at 30 June 2018</b>		95,873	581	(66,483)	29,971

The statement should be read in conjunction with the notes to these financial statements.



## CONSOLIDATED STATEMENT OF CASHFLOWS

For the year ended 30 June 2018

	Notes	2018 \$'000	2017 \$'000
<b>Cash flow from operating activities</b>			
Receipts from product agreements		7,872	21,822
Payments to suppliers and employees		(12,731)	(10,748)
Interest received		610	637
Income tax paid		(1,033)	(6,335)
<b>Net cash (used in)/provided by operating activities</b>	19(a)	<b>(5,282)</b>	5,376
<b>Cash flow from investing activities</b>			
Payment for property, plant and equipment		(296)	(629)
<b>Net cash used in investing activities</b>		<b>(296)</b>	(629)
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(5,578)</b>	4,747
Cash and cash equivalents at beginning of year			
		33,974	29,360
Foreign exchange differences on cash holdings			
		74	(133)
<b>Cash and cash equivalents at end of the year</b>	19(b)	<b>28,470</b>	33,974

The statement should be read in conjunction with the notes to these financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the financial year ended 30 June 2018

## 1. Statement of significant accounting policies

The following are the significant accounting policies adopted by the Group in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

### (a) Basis of preparation

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

The financial report covers Acrux Limited and its controlled entities as a Group. Acrux Limited is a company limited by shares, incorporated and domiciled in Australia. The address of Acrux Limited's registered office and principal place of business is 103-113 Stanley Street, West Melbourne, Vic, 3003, Australia. Acrux Limited is a for-profit entity for the purpose of preparing the financial report. The financial report was approved by the Directors as at the date of the Directors' Report.

### Compliance with IFRS

The financial report also complies with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

### Historical cost convention

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

### Significant accounting estimates and judgements

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

### (b) Going concern

The financial report has been prepared on a going concern basis. During the year ended 30 June 2018 the Group reported an operating loss after tax of \$14.182 million (2017: loss \$0.243 million) and at the reporting date total assets exceeded total liabilities by \$29.971 million (2017: \$43.925 million).

### (c) Principles of consolidation

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

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

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

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as non-controlling interests. Non-controlling interests are initially recognised either at fair value or at the non-controlling interests' proportionate share of the acquired entity's net identifiable assets. This decision is made on an acquisition-by-acquisition basis. Non-controlling interests in the results of subsidiaries are shown separately in the Consolidated Statement of Profit or Loss and Other Comprehensive Income and Consolidated Statement of Financial Position respectively.

## (d) Revenue

Revenue from product agreements is made up of milestone payments and revenue relating to product sales. Revenue from milestone payments is recognised upon completion of the milestone, which is the trigger point for the right to receive the revenue. Revenue relating to product sales such as royalties and distribution fees is recognised in the period in which the sales occur.

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

Revenue from rendering of services to customers is recognised in the period in which the service was performed for the customer.

Other revenue is recognised as received or over the time period to which it relates.

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

## (e) Cash and cash equivalents

Cash and cash equivalents include cash on hand and at banks, short term deposits with an original maturity of three months or less, which are held at call with financial institutions.

## (f) Plant and equipment

### Cost and valuation

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and any accumulated impairment losses. At each balance date the carrying amount of each asset is reviewed to ensure that it does not differ materially from the asset's fair value at reporting date. Where necessary, the asset is revalued to reflect its fair value.

### Depreciation

The depreciable amount of all fixed assets are calculated on a straight line basis over their estimated useful lives to the entity commencing from the time the assets are held ready for use.

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

The useful lives for each class of assets are:

	2018	2017
Leasehold improvements	5 to 20 years	5 to 20 years
Plant and equipment	2.5 to 16 years	2.5 to 14 years

## (g) Leases

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

### Operating Leases

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 1. Statement of significant accounting policies Continued

### (h) Intangibles

The intangible assets are recognised at cost at the date of acquisition. The balances are reviewed annually and any balances representing probable future benefits that are no longer anticipated are written off.

#### Intellectual Property

Acquired intellectual property is initially recorded at cost. Intellectual property with a finite life is carried at cost less any accumulated amortisation and any impairment losses. The intellectual property is amortised over the useful life of the relevant patents. Amortisation expense is included in 'Depreciation and amortisation expenses' of the Statement of Comprehensive Income.

#### Research and Development

Expenditure during the research phase of a project is recognised as an expense when incurred. Product development costs are capitalised only when all of the following specific criteria can be demonstrated:

1. Technical feasibility of completing development of the product and obtaining approval by regulatory authorities.
2. Ability to secure a commercial partner for the product.
3. Availability of adequate technical, financial and other resources to complete development of the product, obtain regulatory approval and secure a commercial partner.
4. Reliable measurement of expenditure attributable to the product during its development.
5. High probability of the product entering a major pharmaceutical market.

Capitalised development costs have a finite life and are amortised on a systematic basis over the period from when the product becomes available for use and cease at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with *AASB 5 Non-current assets held for sale and discontinued operations* and the date that the asset is derecognised.

The estimated useful life and total economic benefit for each asset are reviewed at least annually. The useful life of capitalised development costs for Estradiol, for which amortisation has commenced, is approximately 7 years. Amortisation expense is included in 'Depreciation and amortisation expenses' of the Consolidated Statement of Comprehensive Income.

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

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

An impairment loss is recognised where the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of an asset is defined as the higher of its fair value less costs to dispose and its value in use. Impairment loss is disclosed as a separate line item on the Consolidated Statement of Comprehensive Income.

### (j) Income tax

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

Deferred tax assets and liabilities are recognised for temporary differences at the applicable tax rates when the assets are expected to be recovered or liabilities to be settled. No deferred tax asset or liability is recognised in relation to temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss. Deferred tax assets are recognised for deductible temporary differences and unused tax losses only when it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

The parent entity, (Acrux Limited), is a Pooled Development Fund (PDF):

- PDFs are taxed at 15% on income and gains from investments in small to medium enterprises;
- PDFs are taxed at 25% on other income; and
- PDFs are not permitted to consolidate for tax purposes.

The subsidiary companies of Acrux Limited are subject to the general corporate company tax rate of 27.5%.

Income tax benefit for the financial year was \$1.943 million (2017: expense \$0.149 million). The change from the prior financial year is mainly attributable to the higher operating loss and the reversal of the deferred tax liability associated with the amortisation and impairment of Axiron® capitalised development costs being reversed.

### **(k) Provisions**

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 can be reliably measured.

### **(l) Employee benefits**

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

Liabilities arising in respect of wages and salaries, annual leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. All other employee benefit liabilities are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date.

Contributions are made by the Group to employee superannuation funds and are charged as expenses when the obligation to pay them arises.

### **Bonus**

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

### **Share-based payments**

The Group operates an Employee Share Option Plan, Chief Executive Option Plan and an Omnibus Equity Plan. The fair value of the options and performance rights are recognised as an expense in the Consolidated Statement of Comprehensive Income in the period(s) during which the employee becomes entitled to exercise the options. The fair value of options at grant date is determined using a binomial option pricing model, and is recognised as an employee expense over the period during which the employees became entitled to the option (the vesting period). The fair value of performance rights at grant date is determined using a Monte Carlo simulation pricing model, and is recognised as an employee benefit expense over the period during which the employees became entitled to the performance right (the vesting period).

### **Termination benefits**

Termination benefits are payable when employment of an employee is terminated before the normal retirement date. The Group recognises a provision for termination benefits when entitlement to contractual benefits arises or when the entity can no longer withdraw the offer of non-contractual benefits.

### **(m) Comparatives**

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 1. Statement of significant accounting policies Continued

### (n) Financial instruments

#### Non-derivative Financial Instruments

##### Financial Assets

Non-derivative financial assets consist of trade and other receivables and cash and cash equivalents. Financial assets are tested for impairment at each financial year end to establish whether there is any objective evidence for impairment. Trade receivables are carried at full amounts due less any provision for impairment. A provision for impairment is recognised when collection of the full amount is no longer probable. Amounts receivable from other debtors are carried at full amounts due. Other debtors are normally settled 30 days from month end unless there is a specific contract which specifies an alternative date. Amounts receivable from related parties are carried at full amounts due.

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

##### Financial Liabilities

Non-derivative financial liabilities include trade payables, other creditors and inter-company balances.

Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Group. Trade liabilities are normally settled 30 days from month end.

##### Derivative Financial Instruments

In prior years the Group had used and may continue to use derivative financial instruments to hedge its risk exposures from foreign currency exchange rate movements. Such derivatives are measured at fair value and changes in value are recognised immediately in profit or loss.

### (o) Foreign currency translations and balances

#### Functional and presentation currency

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

#### Transactions and balances

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

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year. Except for any currency hedges, all resulting exchange differences arising on settlement or re-statement are recognised as revenues or expenses for the financial year.

### (p) 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 Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the Consolidated Statement of Cashflows on a gross basis.

## (q) Rounding amounts

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

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

### **AASB 15 Revenue from contracts with customers**

AASB 15 introduces a five step process for revenue recognition with the core principle being for entities to recognise revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the entity expects to be entitled in exchange for those goods or services.

The five step approach is as follows:

- Step 1: Identify the contracts with the customer;
- Step 2: Identify the separate performance obligations;
- Step 3: Determine the transaction price;
- Step 4: Allocate the transaction price; and
- Step 5: Recognise revenue when a performance obligation is satisfied.

AASB 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. The effective date is annual reporting periods beginning on or after 1 January 2018.

A preliminary assessment undertaken by the Group shows that it does not expect material changes to arise from this new standard.

### **AASB 9 Financial Instruments**

This standard will replace *AASB 139: Financial Instruments: Recognition and Measurement*. The key changes that may affect the Group on initial application of AASB 9 and associated amending Standards include:

- Simplifying the general classifications of financial assets into those carried at amortised cost and those carried at fair value;
- Permitting entities to irrevocably elect on initial recognition to present gains and losses on an equity instrument that is not held for trading in other comprehensive income (OCI);
- Simplifying the requirements for embedded derivatives, including removing the requirements to separate and fair value embedded derivatives for financial assets carried at amortised cost;
- Requiring an entity that chooses to measure a financial liability at fair value to present the portion of the change in its fair value due to changes in the entity's own credit risk in OCI, except when it would create an 'accounting mismatch';
- Introducing a new model for hedge accounting that permits greater flexibility in the ability to hedge risk, particularly with respect to non-financial items; and
- Requiring impairment of financial assets carried at amortised cost based on an expected loss approach.

A preliminary assessment undertaken by the Group shows that it does not expect material changes to arise from this new standard.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 1. Statement of significant accounting policies Continued

### (r) Accounting standards issued but not yet effective at 30 June 2018 Continued

#### AASB 16 Leases

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

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

The Group has one operating lease that relates to office, laboratory and warehouse facilities.

The Group, after its initial assessment of the impact arising from AASB 16 anticipates that upon adoption of this standard:

- The Group's Consolidated Statement of Financial Position will be grossed up (both assets and liabilities) to reflect the rights and obligations relating to the Group's lease. For leased properties occupied by the Group, the Consolidated Statement of Financial Position will hold a depreciating non-financial asset and the associated payable under the lease. Refer to the current lease expenditure existing commitments Note 21 in the financial report for an indicator of the impact of the gross up.
- In the Consolidated Statement of Comprehensive Income, net rental expense will be replaced by a 'front-loaded' net interest expense and a straight-lined depreciation expense.

## 2. Significant accounting estimates and judgements

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

### (a) Income tax

Income tax benefits are based on the assumption that no adverse change will occur in the income tax legislation and the anticipation that the group will derive sufficient future assessable income to enable the benefit to be realised and that it will comply with the conditions of deductibility imposed by the law.

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

### (b) Impairment testing

The Group uses discounted cash flow models to determine that the capitalised development costs in the Group are not being carried at a value that is materially in excess of recoverable value. The models value each product by estimating future cash flows, risk adjusted as appropriate and discounting the future net cash flows for the risks specific to the assets as well as for the time value of money. The following approach and assumptions have been applied:

- Revenue from a product is estimated using current market data and projections of market volumes, product price and market share, adjusted for the impact of generics entering the market based on external analysis of the market effect of generics.
- The cash flow forecasts are over 7 years.
- The cash flows have been discounted using a post-tax rate of 12%.

The Group recorded a non-cash impairment loss of \$5.647 million (2017: \$10.680 million) for the financial year. This is a result of a re-assessment of the estimated future discounted cashflows from the Axiron® product negatively impacted by the termination of the licensing agreement with Eli Lilly and Company and the U.S. Court of Appeals for the Federal Circuit affirming all aspects of the judgment by the United States District Court for the Southern District of Indiana.



### (c) Employee benefits

Calculation of long term employment benefits requires estimation of the retention of staff, future remuneration levels and timing of the settlement of the benefits. These estimates are based on historical trends.

### (d) Share based payments

The Group operates two employee share option plans and an omnibus equity plan for issuance of performance rights. The bonus element over the exercise price for the grant of options is recognised as an expense in the Consolidated Statement of Comprehensive Income in the period(s) when the benefit is earned. The value of the bonus element is calculated using a binomial option pricing model. The value of performance rights issued is recognised as an expense in the Consolidated Statement of Comprehensive Income in the period(s) when the benefit is earned. The value of the performance right is calculated using a Monte Carlo simulation pricing model. These pricing models require the input of a number of variables including an estimate of future volatility and a risk free interest rate. Volatility is estimated based on the historical movements in the Company's share price since listing on the Australian Stock Exchange. The risk free interest rate is the Reserve Bank of Australia's cash rate at the options grant date(s).

## 3. Financial risk management and fair value measurements

The Group is exposed to a variety of financial risks comprising:

- (a) Interest rate risk;
- (b) Currency risk;
- (c) Credit risk;
- (d) Liquidity risk; and
- (e) Fair Values.

The Board of Directors have overall responsibility for identifying and managing operational and financial risks.

### (a) Interest rate risk

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

The Group's exposure to interest rate risks and the effective interest rates of financial assets and financial liabilities at 30 June 2018 are shown in the table on the following page. Cash is the only financial asset or liability that is exposed to interest rate risk. A change in the average effective interest rate of 1% would change the net profit and equity of the Group by approximately \$0.3 million (2017: \$0.3 million).

At 30 June 2018 the Group had financial instruments with carrying amounts as shown in the following table:

	Floating Interest Rate		Fixed interest rate maturing in:		Non interest bearing		Total carrying amount per balance sheet		Weighted average effective interest rate *	
	2018	2017	1 Year or less		2018	2017	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	%	%
<b>Financial Instruments</b>										
<i>(i) Financial Assets</i>										
Cash	869	10,126	27,600	23,847	1	1	28,470	33,974	2.1	1.9
Receivables	-	-	-	-	261	5,532	261	5,532		
<b>Total Financial Assets</b>	<b>869</b>	<b>10,126</b>	<b>27,600</b>	<b>23,847</b>	<b>262</b>	<b>5,533</b>	<b>28,731</b>	<b>39,506</b>		
<i>(ii) Financial Liabilities</i>										
Trade Creditors	-	-	-	-	731	564	731	564		
Sundry Creditors and Accruals	-	-	-	-	1,235	1,255	1,235	1,255		
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,966</b>	<b>1,819</b>	<b>1,966</b>	<b>1,819</b>		

\* The weighted average interest rate is calculated by dividing interest income for the year over the average cash balance held.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 3. Financial risk management and fair value measurements Continued

### (b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to currency risks due to revenue denominated in US dollars and Euro. Currency risk management strategies are regularly reviewed.

Bank accounts denominated in US dollars are maintained in order to facilitate receipts and payments. US denominated cash reserves at 30 June 2018 totalled A\$0.2 million (2017: A\$9.4 million). A change of 10% in the AUD/USD exchange rate at 30 June 2018 would result in an immaterial change the net profit and equity of the Group (2017: approximately \$(1.0) million).

The balance of receivables at 30 June 2018 includes the right to receive US\$0.02 million (2017: US\$4.00 million) of USD denominated royalties and EUR0.06 million (2017: EUR0.10 million) of EUR denominated royalties in relation to the fourth quarter of the 2017/18 financial year. A change of 10% in the AUD/USD and AUD/EUR exchange rate at 30 June 2018 would change the consolidated net profit/(loss) and equity immaterially (2017: \$0.50 million).

The Group does not enter into forward exchange contracts. At balance date, there were nil (2017: nil) forward exchange contracts. The accounting policy for forward exchange contracts is detailed in Note 1(n).

In future periods, amounts of revenue are expected to be received, and costs are expected to be incurred, in foreign currency.

### (c) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The maximum exposure to credit risk of recognised financial assets at balance date, excluding the value of any collateral or other security, is the carrying amount of those assets, net of any provisions for impairment of those assets, as disclosed in Consolidated Statement of Financial Position and notes to the consolidated financial statements.

Cash reserves form the majority of the Group's financial assets at 30 June 2018. Acrux Limited is a Pooled Development Fund. The Pooled Development Fund Act restricts the investment of cash reserves to deposits with an Australian bank licensed to take deposits. This policy is also followed for all cash held by the other companies within the Group.

### (d) Liquidity risk

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

The financial liabilities of the Group at the balance date are all expected to mature within three months of the balance date. The Group has sufficient cash reserves, \$28.470 million (2017: \$33.974 million), to settle these liabilities and to fund operating expenditure for at least two years based on current cashflow forecasts. The Group does not have an overdraft or loan facility. The maturity profile of the Group's cash term deposits is actively managed and compared with forecast liabilities to ensure that sufficient cash is available to settle liabilities as they fall due.

### (e) Fair values

The fair value of financial assets and financial liabilities approximates their carrying amounts as disclosed in the Consolidated Statement of Financial Position and notes to the consolidated financial statements. Financial assets and liabilities measured and recognised at fair value have been determined by the following fair value measurement hierarchy:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Input other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs for the asset or liability that are not based on observable market data.

## 4. Revenue

	2018 \$'000	2017 \$'000
<b>Revenue from operating activities</b>		
Revenue from licensing agreements	2,687	23,321
<b>Other revenues</b>		
Interest	671	613
Foreign exchange gain	74	–
Total revenues from non-operating activities	745	613
<b>Total revenue from continuing operations</b>	<b>3,432</b>	<b>23,934</b>

## 5. Loss from continuing operations

Loss from continuing operations before income tax has been determined after the following specific expenses:

Employee benefits expense		
Wages and salaries	4,108	3,541
Superannuation costs	314	292
Other employee benefits expense	298	444
Total employee benefits expense	4,720	4,277
Depreciation of non-current assets		
Plant and equipment	226	111
Buildings	3	2
Total depreciation of non-current assets	229	113
Amortisation of non-current assets		
Intellectual property	–	62
Capitalised research and development	389	1,385
Total amortisation of non-current assets	389	1,447
Total depreciation and amortisation expenses	618	1,560
Impairment losses	5,647	10,680
Rental expense on operating leases	303	303
Foreign exchange loss	192	457

### (a) Research and development related costs

The Company incurs the following expenditure, which is related to product research and development including direct costs and indirect management and overhead costs.\*

Employee costs	4,190	3,981
Laboratory costs	3,921	2,829
Facility costs	943	831
Other costs	1,525	1,606
Research and development related costs	<b>10,579</b>	<b>9,247</b>

\* This differs from the classification of research and development costs pursuant to AASB138 which only comprises direct costs.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 6. Income tax

	2018 \$'000	2017 \$'000
<b>(a) Income tax recognised in profit or loss:</b>		
Current tax	-	4,197
Deferred tax	(1,789)	(3,819)
(Over)/under provision in prior years	(154)	(229)
Income tax (benefit)/expense attributable to profit or loss	(1,943)	149

### (b) Reconciliation of income tax (benefit)/expense

The prima facie tax payable on loss before income tax is reconciled to the income tax (benefit)/expense as follows:

Loss before tax from continuing operations	(16,125)	(94)
Prima facie income tax payable on loss before income tax at 27.5% (2017: 30.0%)	(4,434)	(28)
Add/(subtract) tax effect:		
Non-deductible expenses	66	63
(Over)/under provision in prior years	(154)	(229)
Effective change in tax rates	(288)	-
Tax losses utilised not previously brought to account	-	(136)
Tax losses not brought to account net of deferred tax liability reversed in relation to the amortisation and impairment of Axiron® capitalised development costs	2,917	-
Parent entity net adjustment and tax losses and temporary differences not brought to account	(50)	479
	2,491	177
Income tax (benefit)/expense attributable to loss	(1,943)	149

### (c) Current tax

Opening balance	1,136	3,503
(Over)/under provision in prior years	(154)	(229)
Provision for current year	-	4,197
Prior year refund received	36	296
Tax payments	(1,069)	(6,631)
Current tax (assets)/liability	(51)	1,136

	2018 \$'000	2017 \$'000
<b>(d) Deferred tax</b>		
Deferred tax relates to the following:		
<i>Deferred tax assets</i>		
The balance comprises:		
Accruals and provisions	136	114
Leasehold improvements	146	168
Patent expenses	786	1,141
Exchange differences	9	38
Tax losses/research and development tax offset	820	741
	<b>1,897</b>	<b>2,202</b>
<i>Deferred tax liabilities</i>		
The balance comprises:		
Exchange differences	-	48
Intangible assets	-	2,052
Prepayments	5	7
Accrued interest	11	3
	<b>16</b>	<b>2,110</b>
Net deferred tax assets/(liabilities)	<b>1,881</b>	<b>92</b>
<b>(e) Deferred tax assets not brought to account</b>		
Temporary differences	(157)	33
Tax losses	13,517	10,992
	<b>13,360</b>	<b>11,025</b>

## 7. Dividends

	2018 \$'000	2017 \$'000
<b>(a) Dividends paid and declared</b>		
Nil dividends were paid during the financial year (2017: nil)	-	-
<b>(b) Franking account</b>		
Balance of franking account on a tax paid basis at financial year-end adjusted for franking credits arising from payment of income tax and dividends recognised as receivables, franking debits arising from payment of dividends and any credits that may be prevented from distribution in subsequent years:	<b>43,870</b>	<b>42,837</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 8. Loss per share

	2018 \$'000	2017 \$'000
Loss from continuing operations	(14,182)	(243)
Loss used in calculating basic and diluted earnings per share	(14,182)	(243)

	No. of shares	No. of shares
Weighted average number of ordinary shares used in calculating basic earnings per share	166,521,711	166,521,711
Effect of dilutive securities:		
Employee Share Options and Performance Rights	-	-
Adjusted weighted average number of ordinary shares used in calculating diluted earnings per share	166,521,711	166,521,711

Basic loss per share (cents)	(8.52)	(0.15)
Diluted loss per share (cents)	(8.52)	(0.15)

## 9. Cash and cash equivalents

	2018 \$'000	2017 \$'000
Cash at bank	870	10,127
Deposits at call	27,600	23,847
	28,470	33,974

## 10. Receivables

	2018 \$'000	2017 \$'000
Trade receivables	155	5,487
Other receivables	106	45
	261	5,532

### (a) Provision for impairment

No trade receivables are past due and all trade receivables are non-interest bearing, with 30 or 60 day terms. An impairment loss is recognised when there is objective evidence that an individual trade receivable is impaired. No impairment losses have been recognised for reported periods. All trade receivables are expected to be received within trading terms.

## 11. Other current assets

	2018 \$'000	2017 \$'000
Prepayments	179	91

## 12. Plant and equipment

	Notes	2018 \$'000	2017 \$'000
<i>Leasehold improvements</i>			
At cost		1,151	1,145
Accumulated amortisation		(1,121)	(1,118)
Total leasehold improvements	12 (a)	30	27
<i>Plant and equipment</i>			
At cost		1,213	924
Accumulated depreciation		(398)	(173)
Total plant and equipment	12 (a)	815	751
Total plant and equipment		845	778

### (a) Reconciliations

Reconciliations of the carrying amounts of plant and equipment at the beginning and end of the current financial year:

<i>Leasehold improvements</i>			
Carrying amount at beginning		27	21
Additions		6	8
Amortisation expense		(3)	(2)
		30	27
<i>Plant and equipment</i>			
Carrying amount at beginning		751	241
Additions		290	621
Depreciation expense		(226)	(111)
		815	751

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 13. Intangible assets

	Notes	2018 \$'000	2017 \$'000
Intellectual Property			
At cost		1,200	1,200
Accumulated amortisation		(1,200)	(1,200)
	13 (a)	-	-
Capitalised development			
<i>Estradiol</i>			
External development expenditure capitalised		1,071	1,071
Accumulated amortisation		(268)	(160)
	13 (a)	803	911
<i>Axiron®</i>			
External development expenditure capitalised		23,171	23,171
Accumulated amortisation and impairment losses		(23,171)	(17,243)
	13 (a)	-	5,928
Net carrying amount		803	6,839
Total intangible assets		803	6,839

### (a) Reconciliations

Reconciliations of the carrying amounts of intellectual property and capitalised development at the beginning and end of the current financial year:

#### *Intellectual Property*

Carrying amount at beginning	-	62
Amortisation	-	(62)
	-	-

#### *Capitalised development*

##### *Estradiol*

Carrying amount at beginning	911	1,017
Additions	-	-
Amortisation	(108)	(106)
	803	911

##### *Axiron®*

Carrying amount at beginning	5,928	17,887
Additions	-	-
Amortisation	(281)	(1,279)
Impairment losses recognised	(5,647)	(10,680)
	-	5,928

The remaining useful life of Estradiol Capitalised Development is approximately 7 years.

Further details of the impairment loss please see note 2(b) of the financial report.



## 14. Payables

	2018 \$'000	2017 \$'000
Current		
Trade creditors	731	564
Sundry creditors and accruals	1,235	1,255
	<b>1,966</b>	<b>1,819</b>

## 15. Provisions

	2018 \$'000	2017 \$'000
Current		
Employee entitlements	518	407
Non-current		
Employee entitlements	35	19
Aggregate employee entitlements liability	<b>553</b>	<b>426</b>

## 16. Contributed equity

	2018		2017	
	No. of shares	\$'000	No. of shares	\$'000
<b>(a) Issued and paid up capital</b>				
Ordinary shares fully paid	166,521,711	95,873	166,521,711	95,873
<b>(b) Movements in shares on issue</b>				
Beginning of the financial year	166,521,711	95,873	166,521,711	95,873
Issued during the year:				
– Employee share option plans	–	–	–	–
Less Capital Raising Expenses	–	–	–	–
Fair value of shares issued on exercise of employee share options	–	–	–	–
Contributions from share issues	–	–	–	–
At reporting date	<b>166,521,711</b>	<b>95,873</b>	<b>166,521,711</b>	<b>95,873</b>

### (c) Share options and performance rights

#### Employee Share Option Plan

The Group operates two Employee Share Option Plans. During the financial year no options were exercised (2017: Nil), nil new options were issued under the plans during the financial year (2017: 1,800,000). Options hold no participation rights, but shares issued on exercise of options rank equally with existing shares. At 30 June 2018, 2,000,000 options were held by key management personnel (2017: 4,330,000).

#### Omnibus Equity Plan

The Group operates an Omnibus Equity Plan, approved by shareholders at the 2017 Annual General Meeting. During the financial year 4,836,000 performance rights were issued under the plan (2017: nil). Performance rights hold no participation rights, but shares issued on exercise of performance rights rank equally with existing shares. At 30 June 2018, 4,485,000 performance rights were held by key management personnel (2017: nil).

The closing market value of an ordinary Acrux Limited share on the Australian Stock Exchange at 29 June 2018 was \$0.15.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 16. Contributed equity Continued

	2018 No.	2017 No.
<b>(i) Movement in the number of share options held under Employee Share Option Plan are as follows:</b>		
Opening balance	4,774,000	5,139,000
Granted during the financial year	-	1,800,000
Exercised during the financial year	-	-
Lapsed during the financial year	(2,774,000)	(2,165,000)
Closing balance	2,000,000	4,774,000
	\$'000	\$'000

<b>(ii) Details of share options exercised during the financial year:</b>		
Proceeds from shares issued	-	-
Fair value as at issue date of shares issued during the financial year	-	-

	2018 No.	2017 No.
<b>(iii) Details of lapsed options</b>		
Key management personnel	2,330,000	1,260,000
Employees	444,000	905,000
Lapsed during the year	2,774,000	2,165,000

	2018 No.	2017 No.
<b>(iv) Movement in the number of performance rights held under Omnibus Equity Plan are as follows:</b>		
Opening balance	-	-
Granted during the financial year	4,836,000	-
Exercised during the financial year	-	-
Lapsed during the financial year	-	-
Closing balance	4,836,000	-
	\$'000	\$'000

<b>(v) Details of performance rights exercised during the financial year:</b>		
Proceeds from shares issued	-	-
Fair value as at issue date of shares issued during the financial year	-	-

	2018 No.	2017 No.
<b>(vi) Details of lapsed performance rights</b>		
Key management personnel	-	-
Employees	-	-
Lapsed during the year	-	-

## (d) Capital management

When managing capital, the Directors' objective is to ensure the entity continues as a going concern and optimises returns to shareholders and benefits for other stakeholders. During 2018 financial year, the Board paid dividends of nil (2017: nil). The amounts and ratio of future dividends have not been determined.

## 17. Share based payments

### (a) Employee Share Option Plans

Details of the options granted are provided below:

Grant date	Expiry date	Exercise price	Balance at beginning of the year	Granted during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercisable at end of the year
03-Feb-15	03-Feb-18	\$1.32	2,000,000	-	-	(2,000,000)	-	-
22-Jul-15	22-Jul-18	\$1.11	1,000,000	-	-	-	1,000,000	1,000,000
22-Jul-16	22-Jul-19	\$0.96	1,000,000	-	-	-	1,000,000	1,000,000
25-Jan-17	25-Jan-21	\$0.36	774,000	-	-	(774,000)	-	-
			4,774,000	-	-	(2,774,000)	2,000,000	2,000,000

The weighted average remaining contractual life for share options outstanding at the end of the period was 0.56 years.

The fair value of the options granted on 25 January 2017 was 15 cents per option at the date of grant. Fair value was determined using the binomial option pricing model. The following inputs were utilised:

Exercise price: \$0.36

Grant date: 25 January 2017

Performance period: 12 months from grant date

Expiry date: 25 January 2021, assuming performance metrics achieved

Share price at grant date: \$0.32

Expected price volatility of the Company's shares: 64%

Expected dividend yield: nil

The fair value of the options granted on 22 July 2016 was 19 cents per option at the date of grant. Fair value was determined using the binomial option pricing model. The following inputs were utilised:

Exercise price: \$0.96

Grant date: 22 July 2016

Expiry date: 22 July 2019

Share price at grant date: \$0.78

Expected price volatility of the Company's shares: 44%

Expected dividend yield: nil

The fair value of the options granted on 22 July 2015 was 23 cents per option at the date of grant. Fair value was determined using the binomial option pricing model. The following inputs were utilised:

Exercise price: \$1.11

Grant date: 22 July 2015

Expiry date: 22 July 2018

Share price at grant date: \$0.94

Expected price volatility of the Company's shares: 64%

Expected dividend yield: 8.99%

The fair value of the options granted on 3 February 2015 was 38 cents per option at the date of grant. Fair value was determined using the binomial option pricing model. The following inputs were utilised:

Exercise price: \$1.32

Grant date: 3 February 2015

Expiry date: 3 February 2018

Share price at grant date: \$1.45

Expected price volatility of the Company's shares: 57%

Expected dividend yield: 8.99%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 17. Share based payment Continued

### (b) Omnibus Equity Plan

Details of the performance rights granted are provided below:

Grant date	Expiry date	Balance at beginning of the year	Granted during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercisable at end of the year
14-Nov-17	14-Nov-24	-	4,000,000	-	-	4,000,000	-
25-Jan-18	25-Jan-25	-	836,000	-	-	836,000	-
		-	4,836,000	-	-	4,836,000	-

The weighted average remaining contractual life for share options outstanding at the end of the period was 6.48 years.

The fair value of the performance rights granted on 14 November 2017 was 9 cents per performance right at the date of grant. Fair value was determined using the Monte Carlo simulation pricing model. The following inputs were utilised:

Grant date: 14 November 2017

Expiry date: 14 November 2024

Share price at grant date: \$0.17

Expected price volatility of the Company's shares: 63%

Expected dividend yield: nil

Risk free rate: 2.24%

The fair value of the performance rights granted on 25 January 2018 was 11 cents per performance right at the date of grant. Fair value was determined using the Monte Carlo simulation pricing model. The following inputs were utilised:

Grant date: 25 January 2018

Expiry date: 25 January 2025

Share price at grant date: \$0.17

Expected price volatility of the Company's shares: 64%

Expected dividend yield: nil

Risk free rate: 2.45%

2018	2017
\$'000	\$'000

### (c) Expenses recognised from share-based payment transactions

The expense recognised in relation to the share-based payment transactions was recorded within share options expense in the statement of comprehensive income were as follows:

Options issued under the Employee Share Option Plans	57	275
Performance rights issued under the Omnibus Equity Plan	171	-
Total expenses recognised from share based payment transactions	228	275

## 18. Reserves and accumulated losses

	Notes	2018 \$'000	2017 \$'000
Share based payment reserve	18 (a)	581	1,215
Accumulated losses	18 (b)	(66,483)	(53,163)

### (a) Share based payment reserve

#### (i) Nature and purpose of reserve

This reserve is used to record the value of equity benefit provided to employees and Directors as part of their remuneration. Refer note 16 for details.

#### (ii) Movement in reserve

Balance at the beginning of year		1,215	1,454
Employee share option expense for the year (including adjustment for service conditions not met)		-	279
Employee performance rights expense for the year		228	-
Employee share options previously expensed, that lapsed during the year		(862)	(518)
Balance at end of year		581	1,215

### (b) Accumulated losses

Balance at the beginning of year		(53,163)	(53,438)
Employee share options that lapsed during the year		862	518
Net loss attributable to members of Acrux Limited		(14,182)	(243)
Accumulated losses at reporting date		(66,483)	(53,163)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 19. Cash flow information

	2018 \$'000	2017 \$'000
<b>(a) Reconciliation of the cash flow from operations with loss after income tax:</b>		
Loss from ordinary activities after income tax	(14,182)	(243)
<b>Non-Cash Items</b>		
Depreciation and amortisation	618	1,560
Share options expense	228	279
Unrealised foreign exchange (gains)/losses	(74)	133
Impairment losses	5,647	10,680
<b>Changes in assets and liabilities</b>		
Decrease in tax liabilities	(1,187)	(2,367)
Decrease/(Increase) in trade and other receivables	5,271	(822)
Increase in other current assets	(88)	(18)
Increase/(decrease) in payables	147	(81)
Increase in employee entitlements	127	74
Increase in deferred tax assets	(1,789)	(3,819)
	<b>8,900</b>	<b>5,619</b>
Net cash (outflows)/inflows from operating activities	<b>(5,282)</b>	<b>5,376</b>

### (b) Reconciliation of cash

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

– Cash at bank	870	10,127
– At call deposits with financial institutions	27,600	23,847
Closing cash balance	<b>28,470</b>	<b>33,974</b>

### (c) Credit stand-by arrangement and loan facilities

The Group has credit card facilities with financial institutions available to the extent of \$120,000 (2017: \$120,000). As at 30 June 2018 the Group had unused facilities of \$108,631 (2017: \$100,029).

## 20. Non-controlling interests

The Group holds nil (2017: nil) non-controlling interests at balance date.

## 21. Commitments

	2018 \$'000	2017 \$'000
<b>Lease expenditure commitments</b>		
<i>Operating leases non-cancellable and contracted for but not capitalised in the accounts:</i>		
– Not later than one year	315	312
– Later than one year and not later than five years	994	–
Aggregate lease expenditure contracted for at reporting date	<b>1,309</b>	<b>312</b>

The operating lease relates to office, laboratory and warehouse facilities for which the lease was renewed by Acrux DDS Pty Ltd for a period of 4 years from 1 June 2018, with options to extend for a further two periods of 2 years each. Acrux DDS Pty Ltd does not have an option to purchase the leased asset at the expiry of the lease period.

## 22. Key management personnel compensation

Details of Key Management Personnel compensation are contained within the Remuneration Report section of the Director's Report. A breakdown of the aggregate components of Key Management Personnel's compensation is provided below:

	2018 \$'000	2017 \$'000
<b>Compensation by category:</b>		
Short-term employment benefits	1,732,040	1,692,675
Post-employment benefits	109,798	117,178
Equity	179,885	222,686
	<b>2,021,723</b>	<b>2,032,539</b>

## 23. Loans to key management personnel

There were no loans made to Key Management Personnel during the financial year.

## 24. Related party disclosures

### Wholly owned group transactions

#### Loans

Loans were made between Acrux Limited and its subsidiaries under normal terms and conditions. The aggregate amounts receivable from controlled entities by the parent entity at the end of the reporting period was \$105,503 (2017 payable: \$8,028,827).

Non-interesting bearing loans were made by Acrux Commercial Pty Ltd to its subsidiary, Fempharm Pty Ltd. The aggregate amount receivable from Fempharm Pty Ltd at the end of the reporting period was \$40,023 (2017: \$5,233,091).

#### Other transactions with Key Management Personnel and their personally related entities

Any payments made to Key Management Personnel during the financial year, other than remuneration entitlements, related to the reimbursement of business expenses incurred on behalf of Acrux Limited and its subsidiaries.

## 25. Auditor's remuneration

	2018 \$	2017 \$
Amounts paid and payable to Pitcher Partners for:		
(i) Audit and other assurance services		
– An audit or review of the financial report of the entity and any other entity in the Group	111,984	110,294
– Taxation compliance and consulting	31,955	49,490
– Other non-audit services	300	55,398
	<b>144,239</b>	<b>215,182</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

## 26. Segment reporting

The Group operates as a single operating segment. Internal management reporting systems present financial information as a single segment. The segment derives its revenue from developing and commercialising products using unique technology to administer drugs through the skin.

<b>Geographical segment information</b>	<b>2018 \$'000</b>	<b>2017 \$'000</b>
<i>Revenue</i>		
Australia	745	613
Switzerland <sup>1</sup>	2,231	22,785
United States	129	356
Other	327	180
	<b>3,432</b>	<b>23,934</b>

1. Axiron revenue is receivable from a Swiss subsidiary of Eli Lilly and Company

All assets are located in Australia.

<b>Product information</b>	<b>2018 \$'000</b>	<b>2017 \$'000</b>
<i>Revenue by product group/service</i>		
Axiron	2,231	22,785
Other	1,201	1,149
	<b>3,432</b>	<b>23,934</b>

## 27. Controlled entities

	<b>Country of incorporation</b>	<b>Percentage owned</b>	
		<b>2018</b>	<b>2017</b>
<b>Parent Entity</b>			
Acrux Limited	Australia		
<b>Subsidiaries of Acrux Limited</b>			
Acrux DDS Pty Ltd	Australia	100%	100%
Acrux Pharma Pty Ltd	Australia	100%	100%
Acrux Commercial Pty Ltd	Australia	100%	100%
<b>Subsidiaries of Acrux Commercial Pty Ltd</b>			
Fempharm Pty Ltd	Australia	100%	100%



## 28. Parent entity details

	Parent entity	
	2018 \$'000	2017 \$'000
Summarised presentation of the parent entity, Acrux Limited, financial statements:		
<b>(a) Summarised statement of financial position</b>		
<b>Assets</b>		
Current assets	8,304	18,429
Non-current assets <sup>1</sup>	8,855	19,000
<b>Total assets</b>	<b>17,159</b>	<b>37,429</b>
<b>Liabilities</b>		
Current liabilities	866	10,501
Non-current liabilities	8	-
<b>Total liabilities</b>	<b>874</b>	<b>10,501</b>
<b>Net assets</b>	<b>16,285</b>	<b>26,928</b>
<b>Equity</b>		
Share capital	95,873	95,873
Profit reserve	7,390	7,390
Accumulated losses	(87,559)	(77,550)
Share based payments reserve	581	1,215
<b>Total equity</b>	<b>16,285</b>	<b>26,928</b>
<b>(b) Summarised statement of comprehensive income</b>		
Loss for the financial year	(10,871)	(1,001)
Other comprehensive income for the financial year	-	-
<b>Total comprehensive income for the financial year</b>	<b>(10,871)</b>	<b>(1,001)</b>

1. Investment in subsidiaries are recognised initially at cost and subsequently carried at the lower of cost or recoverable amount. If the carrying value exceeds the recoverable amount, an impairment loss is recognised in the profit or loss of the parent which can subsequently be reversed in certain conditions.

During the financial year, as a result of an internal restructure of subsidiary activities the parent entity re-assessed the carrying value of its investment in Acrux DDS Pty Ltd which resulted in a non-cash impairment loss of \$10.145 million. This impairment loss is eliminated on consolidation. It has no impact on the Group's current and future financial performance.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

For the financial year ended 30 June 2018

### 29. Contingencies

There were no contingencies at 30 June 2018 (2017: Nil).

### 30. Subsequent events

There has been no matter or circumstance which has arisen since 30 June 2018 that has significantly affected or may significantly affect:

- (a) the operations, in financial years subsequent to 30 June 2018, of the Group, or
- (b) the results of those operations, or
- (c) the state of affairs, in financial years subsequent to 30 June 2018, of the Group.

### 31. Company details

The registered office of the company is:

Acrux Limited  
103 – 113 Stanley Street  
West Melbourne VIC 3003

## DIRECTORS' DECLARATION

The Directors declare that:

1. In the Directors' opinion, the financial statements and notes thereto, as set out on pages 18 to 64, are in accordance with the *Corporations Act 2001*, including:
  - (a) complying with Australian Accounting Standards and the Corporations Regulations 2001, and other mandatory professional reporting requirements;
  - (b) as stated in Note 1(a) the consolidated financial statements also comply with International Financial Reporting Standards; and
  - (c) giving a true and fair view of the financial position of the Group as at 30 June 2018 and of its performance for the year ended on that date.
2. In the Directors' opinion there are reasonable grounds to believe that Acrux Limited will be able to pay its debts as and when they become due and payable.

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

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



**Ross Dobinson**  
Non-Executive Chairman

Melbourne  
Dated this 16th day of August 2018



**Geoff Brooke**  
Non-Executive Director

Melbourne  
Dated this 16th day of August 2018

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACRUX LIMITED



**ACRUX LIMITED  
AND CONTROLLED ENTITIES  
ABN 72 082 001 152**

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACRUX LIMITED**

### **Report on the Audit of the Financial Report**

#### *Opinion*

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

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

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

#### *Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* "the Code" that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

#### *Key Audit Matters*

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

ACRUX LIMITED  
AND CONTROLLED ENTITIES  
ABN 72 082 001 152

INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
ACRUX LIMITED

Key Audit Matter	How our audit addressed the key audit matter
<p>Assessment of impairment of Intangible Assets</p> <p>Refer to page 37 consolidated balance sheet, note 2(b) on page 46 and note 13 on page 54.</p>	<p>Our procedures included amongst others:</p> <ul style="list-style-type: none"><li>• Critically evaluating management's DCF model methodology and their key assumptions utilised;</li><li>• Testing the mathematical accuracy of the DCF model and assessing forecast cash flows to external data;</li><li>• Performing sensitivity analysis around the discount rate, growth rates and foreign exchange rate used in the DCF model;</li><li>• Understanding and evaluating management's processes and controls around the impairment of intangible assets; and</li><li>• Assessing the appropriateness of the disclosures included in Notes 2 and 13 to the financial report in respect of impairment testing and sensitivity analysis.</li></ul>

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACRUX LIMITED CONTINUED



**ACRUX LIMITED  
AND CONTROLLED ENTITIES  
ABN 72 082 001 152**

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
ACRUX LIMITED**

<b>Key Audit Matter</b>	<b>How our audit addressed the key audit matter</b>
Recoverability of Deferred Tax Assets	
Refer to note 1(j) on page 42, note 2(a) on page 46 and note 6 on page 50.	

The Group has \$1.8 million of deferred tax assets recognised at 30 June 2018 (\$2.2 m at 30 June 2017) relating to timing differences and Research and Development offset incurred by the subsidiary Acrux DDS Pty Ltd.

The ability to recognise the deferred tax assets is dependent upon the probable generation of sufficient future taxable profit in order for the benefits of the deferred tax assets to be realised, in accordance with AASB 112. These benefits are realised by reducing tax payable on future taxable profits.

We view the deferred tax assets as a Key Audit Matter due to the management judgement required in forecasting future taxable profit. Management's assumptions include but are not restricted to:

- Ongoing profitable contract research and development activities;
- Successful commercialisation of generics; and
- The number of competitors in the market, market share and royalty rates.

Our procedures included but were not limited to:

- Reviewing and assessing management's key assumptions relating to the forecasts of future taxable profit and evaluating the reasonableness of these assumptions;
- Undertaking sensitivity analysis around the forecast cashflows in order to challenge management's assumptions;
- Understanding and evaluating management's processes around the recognition of deferred tax assets; and
- Assessing the appropriateness of the disclosures included in Note 6 in respect of current and deferred tax balances.

*Other Information – The annual report is not complete at the date of the audit report*

The directors are responsible for the other information. The other information comprises the Directors Report which was obtained as at the date of our audit report, and any additional other information included in the Company's annual report for the year ended 30 June 2018, but does not include the financial report and our auditor's report thereon.



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

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other information not yet received as identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgment to determine the appropriate action to take.

*Responsibilities of the Directors for the Financial Report*

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

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

*Auditor's Responsibilities for the Audit of the Financial Report*

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

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

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACRUX LIMITED CONTINUED



**ACRUX LIMITED  
AND CONTROLLED ENTITIES  
ABN 72 082 001 152**

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACRUX LIMITED**

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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





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

**Report on the Remuneration Report**

*Opinion on the Remuneration Report*

We have audited the Remuneration Report included in pages 27 to 33 of the directors' report for the year ended 30 June 2018. In our opinion, the Remuneration Report of Acrux Limited and its controlled entities, for the year ended 30 June 2018, complies with section 300A of the *Corporations Act 2001*.

*Responsibilities*

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

S SCHONBERG  
Partner

PITCHER PARTNERS  
Melbourne

16 August 2018

## SHAREHOLDER INFORMATION

Additional information required by Australian Securities Exchange Listing Rules and not disclosed elsewhere in this report, as at 21 August 2018:

### Shareholders

The Company has 166,521,711 ordinary fully paid shares on issue, held by 6,417 shareholders, 1,000,000 share options outstanding, held by 1 person and 4,836,000 performance rights outstanding held by 31 people. The Company does not have any other equity securities on issue. Only the holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. No voting rights attach to the share options or performance rights.

All fully paid ordinary shares are quoted on the Australian Securities Exchange. No other equity securities of the Company are quoted on the Australian Securities Exchange. The Company has not had, and neither is there currently, any on-market buy back.

### Distribution Schedule

The following is a distribution schedule of the number of holders of fully paid ordinary shares in the Company within the bands of holding specified by the ASX Listing Rules:

Category	Number of shareholders	%	Securities
1 to 1,000	1,307	0.4%	722,314
1,001 to 5,000	2,222	3.9%	6,499,089
5,001 to 10,000	1,054	5.1%	8,559,041
10,001 to 50,000	1,334	18.9%	31,411,206
50,001 to 100,000	256	11.3%	18,825,642
100,001 and over	244	60.4%	100,504,419
<b>Total</b>	<b>6,417</b>	<b>100.00</b>	<b>166,521,711</b>

2,268 shareholders hold less than a marketable parcel of fully paid ordinary shares (being the Company's main class of securities), based on the market price at the date set out above

### Substantial Holders

Shareholder	Number of fully paid ordinary shares
Samuel Terry Asset Management Pty Ltd	10,232,271

Under the ASX Listing Rules 'Substantial Holder' means, in general terms, a person who either alone or with their associates has an interest in 5% or more of the voting shares of the Company.

## Twenty Largest Holders of Fully Paid Ordinary Shares in Acrux Limited

	Shareholder	Number of fully paid ordinary shares
1	J P MORGAN NOMINEES AUSTRALIA LIMITED	12,341,587
2	MR PAUL COZZI	5,387,906
3	ASHWOOD RIVER PTY LTD	2,600,000
4	MR IAN GERARD MALOUF & MRS JOANN GAI MALOUF	2,421,159
5	CITICORP NOMINEES PTY LIMITED	2,089,966
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,047,295
7	MR IAN VICTOR LANCINI & MRS DEBRA ANN LANCINI	2,045,000
8	MR RICHARD GERARD MALOUF & MRS ANNE-MARIE MALOUF	2,004,428
9	ASIA UNION INVESTMENTS PTY LTD	2,000,000
10	DURBIN SUPERANNUATION PTY LTD	1,695,000
11	MR MICHAEL SCOTT SYLVESTER & MRS RECHAELLE SARAH SYLVESTER	1,550,000
12	HISHENK PTY LTD	1,500,000
13	MR CHRISTOPHER MURRAY ABBOTT	1,400,000
14	ADAM JAMAL	1,218,727
15	MR DAVID ANDREW SLOBOM & MRS LINDA JANE SLOBOM	1,218,513
16	SHEZAR PTY LTD	1,198,581
17	MS LINLIN LI	1,193,000
18	BNP PARIBAS NOMINEES PTY LTD	1,165,207
19	NEWECONOMY COM AU NOMINEES PTY LIMITED	1,110,679
20	MR EDMOND WING KIN CHEUNG & MRS ELIZA SIU LING CHEUNG	1,057,442
	<b>Total</b>	<b>47,244,490</b>

## Market listing

Acrux Limited is quoted on the Australian Securities Exchange (ASX). Share prices can be obtained from most Australian national newspapers and from the ASX website ([www.asx.com.au](http://www.asx.com.au)). The shares of the Company are not quoted on any other stock exchange.

The following are the share prices for the end of each quarter of the financial year ending 30 June 2018:

Quarter ended 30 September 2017	14.5 cents
Quarter ended 31 December 2017	15.0 cents
Quarter ended 31 March 2018	16.0 cents
Quarter ended 30 June 2018	14.5 cents

The closing share price on 21 August 2018 was 20.0 cents.

### Pooled Development Fund

The information set out below is of a general nature only and may vary from person to person (dependent on their circumstances). Any shareholder or prospective shareholder should obtain their own taxation advice, rather than relying on this summary.

Acrux Limited is a Pooled Development Fund (PDF) that has been registered under the Pooled Development Fund Act 1992 (the PDF Act) since 7 July 1999. A PDF is a company that is resident in Australia, and is registered and regulated by the PDF Registration Board in accordance with the PDF Act.

Shareholders in the Company will be entitled to concessionary tax treatment in Australia for income and capital gains derived in connection with their shareholding. The concessionary tax treatment should be available to investors that hold their interests directly and indirectly through non-corporate trusts and partnerships.

Gains realised by an investor on the disposal of shares in the Company will not be included in the investor's assessable income in Australia. This is because:

- Where the gain on sale would be ordinary income of the investor, the gain will be treated as exempt income; and
- Where the gain on sale would be a capital gain it is specifically excluded from the capital gains tax provisions of the Tax Act.

Equally, an investor will not be entitled to any deduction or capital loss on the sale of the Company's shares. Shares held in a PDF cannot be held as trading stock. Accordingly, share traders cannot treat PDF shares as trading stock.

Unfranked dividends received by an Australian resident shareholder from the Company will be exempt from tax in the hands of the shareholder. Franked dividends will also be exempt from tax unless the shareholder elects to treat the franked dividend as taxable.

Broadly, Australian resident shareholders who hold the Company's shares at risk (in accordance with the Tax Act) for 45 days or more may elect to treat franked dividends paid by the Company as assessable income, and claim the tax offset available in respect of the dividend. The tax offset will be equal to the franking credit attaching to the dividend received.

Where the tax offset available exceeds the shareholder's highest marginal tax rate, the shareholder may be entitled to receive a refund of tax in respect of the excess franking credit.

Australian corporate tax entities are entitled to benefit from the franking credits attaching to the franked portion of the dividends paid by the Company, irrespective of whether the corporate tax entity treats the dividend as exempt income or elects to treat it as assessable income. Accordingly, an Australian corporate may credit its franking account with franking credits attaching to a dividend from the Company regardless of whether or not they have elected to treat the dividend as exempt or assessable income.

Dividends paid by Acrux to non-residents will not be subject to withholding tax regardless of whether or not they are franked or unfranked.

Should the Company cease to be a PDF, each shareholder will be deemed to have sold their shares immediately before the Company ceased to be a PDF and to have acquired the shares at their market value immediately after the Company ceased to be a PDF. Any gain or loss realised on the sale after that time, calculated by reference to the deemed acquisition cost, will be subject to the general provisions of the Tax Act and any such gain may be included in the shareholder's assessable income.

## GLOSSARY

Term	Abbreviation	Description
Abbreviated New Drug Application	ANDA	Abbreviated New Drug Applications (ANDAs) are termed 'abbreviated' because they are generally not required to include preclinical (animal) and clinical (human) data to establish safety and effectiveness of a generic drug product. Instead, generic applicants must scientifically demonstrate that their product is bioequivalent (i.e., performs clinically in the same manner as the innovator drug). Once approved, an applicant may manufacture and market the generic drug product to provide a safe, effective, low cost alternative. All approved products, both innovator and generic, are listed in FDA's Approved Drug Products with Therapeutic Equivalence Evaluations (Orange Book).
Axiron®		Brand name for Acrux's unique testosterone replacement therapy solution product licensed globally to Lilly and which was approved in various countries. The Axiron® trademark is owned Lilly.
Bioequivalence/ Bioavailability		Bioequivalence studies compare the bioavailability of the proposed drug product with that of the Reference Listed Drug (RLD) product containing the same active ingredient. Bioequivalence is defined as the absence of a significant difference in the rate and extent to which the drug (active ingredient) becomes available at the site of drug action when administered at the same dose under similar conditions.
Eli Lilly and Company	Lilly	Lilly is a global healthcare company that was founded more than a century ago and is located in Indianapolis, Indiana, U.S.A. Lilly employs 41,000 people worldwide and has more than 8,000 employees engaged in research and development. Clinical research is conducted in more than 55 countries with research and development facilities located in six countries. Lilly has products marketed in 120 countries and has manufacturing plants located in 13 countries.
Ellavie®		Alternative brand name for Acrux's estradiol spray product. The Ellavie® trademark is owned by Acrux.
Estradiol		Estradiol is a form of estrogen, a female sex hormone produced by the ovaries. Estrogen is necessary for many processes in the body.
Estrogen		Generic term for any substance, natural or synthetic, that exerts biologic effects characteristic of estrogenic hormones.
European Medicines Agency	EMA	European Union agency responsible for the protection of public and animal health through the scientific evaluation and supervision of medicines.
Evamist®		Brand name for Acrux's unique estradiol spray product in the United States. The Evamist® trademark is owned by Lumara Health.
Food and Drug Administration	FDA	The FDA is responsible for protecting and promoting public health through the regulation and supervision of prescription, over-the-counter pharmaceutical drugs (medications), vaccines, biopharmaceuticals and veterinary products in the United States.
Gedeon Richter		Gedeon Richter Plc., headquartered in Budapest/Hungary, is a major pharmaceutical company in Central Eastern Europe, with an expanding direct presence in Western Europe. Richter's consolidated sales were approximately EUR 1.1 billion (US\$ 1.5 billion), while its market capitalization amounted to EUR 2.1 billion (US\$ 2.5 billion) in 2014. The product portfolio of Richter covers almost a range of therapeutic areas, including gynaecology, central nervous system, and cardiovascular areas. Richter is a significant player in the female healthcare field worldwide.
Generic		A generic medicine is a medicine that provides the same quality, safety and efficacy as the original brand name product which undergoes strict scrutiny before it is licensed and given market approval by national regulatory authorities.
Lenzetto®		Brand name for Acrux's unique estradiol spray in the European Union. The Lenzetto® trademark is owned by Gedeon Richter.

## GLOSSARY CONTINUED

Term	Abbreviation	Description
Net profit after tax	NPAT	Total amount earned during the financial reporting period after deducting income tax expense. The financial statements are audited and comply with relevant accounting principles, taxation laws and accounting standards.
New Drug Application	NDA	When the sponsor of a new drug believes that enough evidence on the drug's safety and effectiveness has been obtained to meet FDA (or other national health regulator) requirements for marketing approval, the sponsor submits to the regulator a new drug application (NDA). The application must contain data from specific technical viewpoints for review, including chemistry, pharmacology, medical, biopharmaceutics, and statistics. If the NDA is approved, the product may be marketed in the in that country.
Onychomycosis		Onychomycosis is a fungal infection of the toenails or fingernails that may involve any component of the nail unit, including the matrix, bed, or plate. Onychomycosis can cause pain, discomfort, and disfigurement and may produce serious physical and occupational limitations, as well as reducing quality of life.
Paragraph IV filing	Para IV	A type of ANDA submitted during the patent term of the originator product. The filing asserts that either the patents supporting the originator product are invalid or that they are not applicable (not infringed) to the product that is the subject of the ANDA.
Testosterone		Testosterone is a naturally occurring sex hormone that is produced in a man's testicles.
Topical		Topical is a route of administration wherein active pharmaceutical ingredients are applied to, or affect a localised area of the surface of the body.
Transdermal		Transdermal is a route of administration wherein active pharmaceutical ingredients are delivered across the skin for systemic distribution. Examples include Axiron, Evamist and Lenzetto.

# CORPORATE DIRECTORY

## Acrux Limited and Subsidiary Companies

103-113 Stanley Street

West Melbourne

Victoria 3003

Australia

T: + 61 3 8379 0100

[www.linkedin.com/company/acrux](http://www.linkedin.com/company/acrux)

[www.acrux.com.au](http://www.acrux.com.au)

Australian Stock Exchange code 'ACR'

Information about the Company, including disclosures to the Australian Stock Exchange, can be found on the Company's website.

If you require further information about Acrux, please contact Tim Bateman, the Company's Chief Financial Officer & Company Secretary on +61 3 8379 0100.

## Share Registry

Link Market Services

Level 13, Tower 4

727 Collins Street

Docklands

Victoria 3008

Australia

Australia Toll-free: 1300 554 474 (Australia only)

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F: (02) 9287 0303

F: (02) 9287 0309 (for proxy voting)

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