Appendix 4E (Rule 4.3A)

Baby Bunting Group Limited

ABN 58 128 533 693

For the year ended:	52 weeks ended 25 June 2017
Previous corresponding period:	52 weeks ended 26 June 2016

Results for announcement to the market

Statutory Financial Results	2017 $'000	2016 $'000	Mvmt $'000	up/(down) %
Revenue from ordinary activities	278,027	236,840	41,187	17.4%
Net profit from ordinary activities after tax attributable to members	12,247	8,334	3,913	47.0%
Net profit attributable to members	12,247	8,334	3,913	47.0%
Earnings before interest, tax, depreciation and amortisation	22,138	15,743	6,395	40.6%
Pro Forma Financial Results				
Revenue from ordinary activities	278,027	236,840	41,187	17.4%
Net profit from ordinary activities after tax attributable to members	12,957	10,627	2,330	21.9%
Net profit attributable to members	12,957	10,627	2,330	21.9%
Earnings before interest, tax, depreciation and amortisation	22,972	18,673	4,299	23.0%

Pro forma financial results have been calculated to:

- reflect the result of the consolidated entity for the previous corresponding period as if the Company was publicly listed for the full comparative year; and
- exclude employee equity incentive expenses for the current reporting period. Equity incentive expenses have been excluded to more clearly represent the consolidated entity's underlying earnings given this is a non-cash item whose primary economic impact is issued capital dilution if and when shares are issued.

The following table reconciles the statutory to pro forma financial results for the year ended 25 June 2017 (noting that this financial information has not been audited in accordance with Australian Auditing Standards):

Year ended 25 June 2017 $'000	Sales	EBITDA	EBIT	NPAT
Statutory results	**278,027**	**22,138**	**18,110**	**12,247**
Performance rights[1]	–	419	419	419
Employee share plan offer[2]	–	415	415	415
Tax impact from pro forma adjustments	–	–	–	(124)
Underlying statutory results	**278,027**	**22,972**	**18,944**	**12,957**
Pro forma results	**278,027**	**22,972**	**18,944**	**12,957**

1. Expense reflects the cost amortisation of performance rights (LTI) granted and outstanding in the current reporting period.
2. The Company issued 132,368 shares (334 shares per eligible employee) under its General Employee Share Plan in the current reporting period with no monetary consideration payable by participating eligible employees who each received approximately $1,000 worth of shares.

Results for announcement to the market (continued)

Pro forma financial results (continued)

The following table reconciles the statutory to pro forma financial results for the year ended 26 June 2016 (noting that this financial information has not been audited in accordance with Australian Auditing Standards):

Year ended 26 June 2016 $'000	Sales	EBITDA	EBIT	NPAT
Statutory results	**236,840**	**15,743**	**12,564**	**8,334**
Adjusted for non-recurring Initial Public Offering (IPO) related items:				
IPO transaction costs[3]	–	1,876	1,876	1,876
Historical share options plan[1]	–	786	786	786
Employee share plan offer[2]	–	416	416	416
Tax impact from IPO related items	–	–	–	(688)
Underlying statutory results	**236,840**	**18,821**	**15,642**	**10,724**
Other pro forma adjustments:				
Listed public company costs[3]	–	(148)	(148)	(148)
Net finance costs	–	–	–	65
Tax impact from other pro forma adjustments	–	–	–	(14)
Pro forma results	**236,840**	**18,673**	**15,494**	**10,627**

1. Expense reflects the cost amortisation of the historical share options plan which was accelerated when the IPO of shares in the Company became probable and the Directors and senior executives committed to exercising their share options.
2. The Company issued a total of 283,458 shares (714 shares per eligible employee) in "the Employee Gift Offer" in the IPO with no monetary consideration payable by participating eligible employees.
3. The Listed public company and IPO transaction costs adjustments have been made to better reflect financial performance as if the Company was publicly listed for the full comparative period (noting Baby Bunting was admitted to quotation on the ASX on 14 October 2015).

Dividends

	Amount per security (cps)	Franked amount
DIVIDENDS PAID		
Final 2016 dividend – paid 16 September 2016	6.3	100%
Interim dividend – current period	2.9	100%
DIVIDENDS DETERMINED		
Final 2017 dividend	4.3	100%
Record date for determining entitlements to the dividend	25 August 2017	
Date dividend is payable	15 September 2017	

The Company does not currently offer a dividend reinvestment plan.

Commentary on results for the period

For further explanation of the statutory figures above refer to the accompanying financial report for the year ended 25 June 2017, which includes the Directors' Report. The Full Year Results Presentation released in conjunction with this Results Announcement provides further analysis of the results.

Pro forma financial results have been prepared on a consistent basis with previously issued guidance for FY2017 (on 12 August 2016). Equity incentive expenses have been excluded to more clearly represent the consolidated entity's underlying earnings given this is a non-cash item whose primary economic impact is issued capital dilution if and when shares are issued.

Adjustments from statutory to pro forma financial results have been made to exclude employee equity incentive expenses and reflect the results of the consolidated entity for the previous corresponding period as if the Company was publicly listed for the full comparative period.

Net tangible assets per ordinary share

Net tangible assets per ordinary share	2017 $	2016 $
Net tangible assets per ordinary share	0.36	0.35

Other information

Independent Audit by Auditor

This report is based on the consolidated financial statements which have been audited by Deloitte Touche Tohmatsu.

This page has been left intentionally blank.

Annual Report 2017

Baby Bunting Group Limited
ABN 58 128 533 693

BABY
BUNTING
2017

Contents

SUPPORTING NEW AND EXPECTANT PARENTS IN NAVIGATING THE EARLY YEARS OF PARENTHOOD

The 2017 Baby Bunting Annual Report reflects Baby Bunting's performance for the 52 week period from 27 June 2016 to 25 June 2017.

The Baby Bunting Group Limited Annual Report is available online at babybuntingcorporate.com.au/reports. Hard copies can be obtained by contacting the Company's share registry.

Notice of 2017 Annual General Meeting
10.00am (Melbourne time)
Monday, 20 November 2017
Level 26, 181 William Street
Melbourne VIC 3000

Baby Bunting Group Limited ABN 58 128 533 693

EVERY DAY LOW PRICES ON BEST BUYS

AUSTRALIA'S LARGEST ONE STOP BABY SHOP

CLICK & COLLECT

PERSONAL SERVICE AND ADVICE

EXCLUSIVE BRANDS AND PRODUCTS

LAY-BY

GIFT REGISTRY

CAR SEAT FITTING

Chairman and CEO's Report

Dear fellow shareholder,

The 2017 financial year was a successful year for Baby Bunting Group Limited.

It was the Company's first full financial year as an ASX-listed company and one where we continued to focus on our customers and invest in the business. We did this through expanding our store network and growing our market share in store and online, all the while ensuring growth in earnings and profitability.

Results overview

The key financial highlights for FY2017 include:

- total sales of $278.0 million, up 17.4% on the prior corresponding period;
- comparable store sales growth of 6.9% – a growth rate in line with the Company's long term historical average;
- gross profit of $95.3 million, up 17.4% on the prior corresponding period. Gross profit as a percentage of sales was consistent with the last two financial years at 34.3%;
- statutory NPAT of $12.2 million, up 47.0% on the prior corresponding period;
- net cash of $1.6 million at the end of the financial year.

To assist comparability between financial reporting periods, we also present our results on a pro forma basis.

In relation to the 2017 financial year, the results are shown excluding the non-cash impact of employee equity incentive expenses. During the 2016 financial year the statutory results were impacted by the effect of one-off transaction costs associated with the IPO and the additional costs to conduct the business as an ASX listed company from 14 October 2015 onwards. A reconciliation between the statutory and pro forma financial results is set out in Section 2.6 on page 21 of the Directors' Report.

On a pro forma basis:

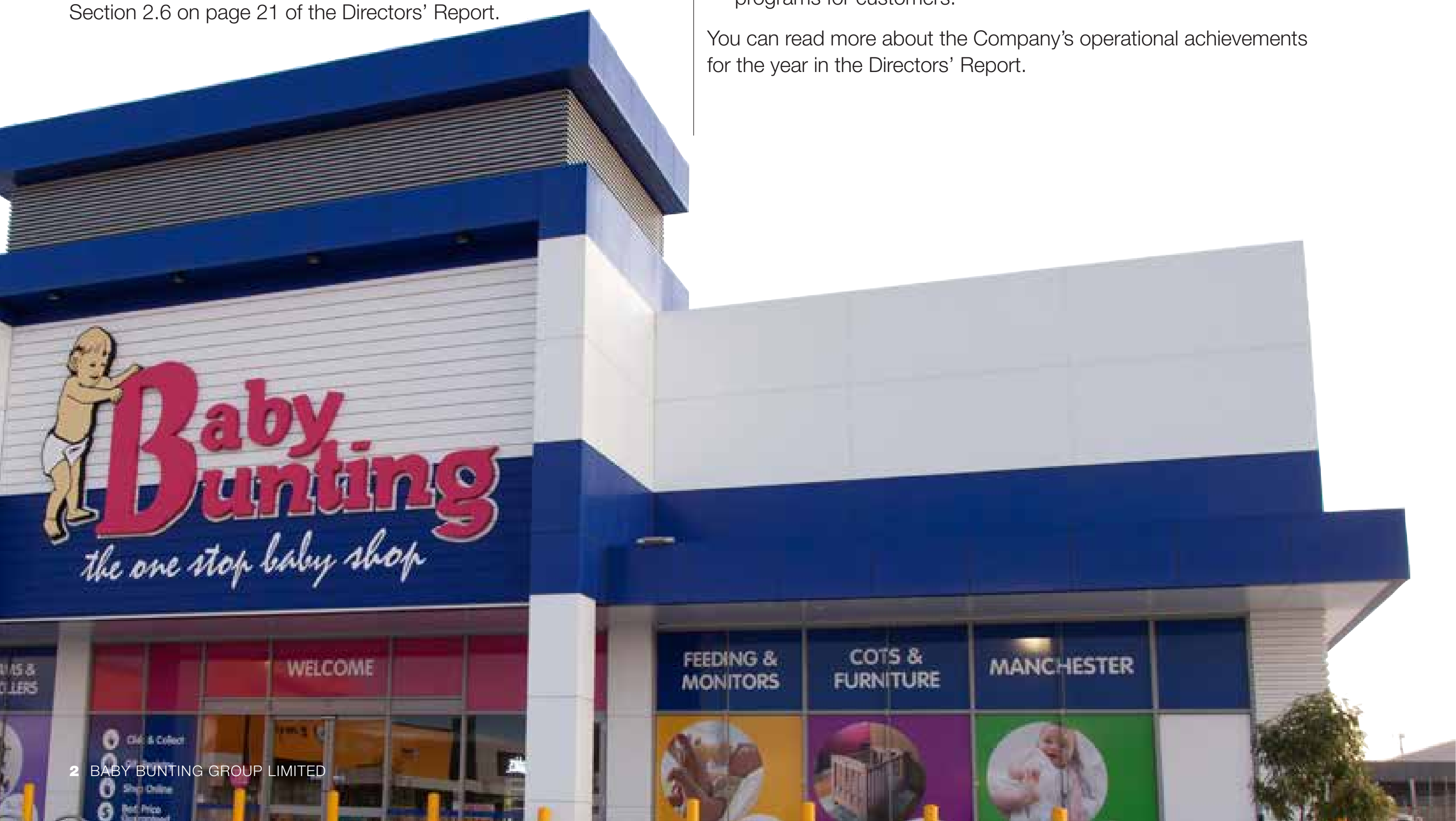
- pro forma earnings before interest, tax, depreciation, and amortisation (EBITDA) of $23.0 million, up 23.0% on the prior corresponding period. Pro forma EBITDA margin increased by 38 basis points to 8.3%; and
- pro forma net profit after tax (NPAT) of $13.0 million, up 21.9% on the prior corresponding period.

Other results highlights

Baby Bunting had a number of other highlights which contributed to the results in FY2017 including:

- opening six new stores being Preston in Melbourne, Camperdown, Belrose and Blacktown in Sydney (the largest market), Baldivis, south of Perth and Mile End in Adelaide;
- improving customer service by transitioning the "click & collect" service from a centralised fulfilment model to a model which allows for fulfilment from the Baby Bunting network of stores (currently 43 stores and growing). This has resulted in significant reductions in the time it takes to fulfil "click & collect" orders for customers;
- growing sales of private label and exclusive products to 11.4% of sales, an increase of 34.5% on the prior year;
- delivering a high level of customer satisfaction and building loyalty to the Baby Bunting brand, as measured by a Net Promotor Store for the year of 63;
- implementing a new Customer Relationship Management (CRM) system, to provide a single view of customer behaviour and preferences. This consolidated view will drive new multichannel insights and facilitate innovations in customer experience both in store and online. Additionally, a marketing automation platform has been deployed to develop new personalised marketing programs for customers.

You can read more about the Company's operational achievements for the year in the Directors' Report.



Our vision

Our core purpose is to support new and expectant parents in navigating the early years of parenthood. We aim to do this by providing a range of services, great advice, the widest selection of products and at low prices every day.

In July 2017, Baby Bunting commenced offering everyday low prices for our Best Buy range of products. In conjunction with this, our Best Buy range has been expanded to cover our core range of car seats. We believe this is a market leading move. Baby Bunting also continues to invest in building the best team through training and growing product awareness, to ensure that our customers are provided with excellent service and advice.

These are all key elements that will help us work towards our vision of being the most loved baby retailer for every family, everywhere.

Growth in market share and brand awareness

During the year, we measured significant increases in the brand awareness of Baby Bunting with consumers throughout Australia. What was particularly satisfying was that the first-to-mind awareness grew nationally and grew significantly in New South Wales, Queensland and Western Australia. These are markets where the brand has historically been less prominent than in Victoria and South Australia. Opening new stores in these markets and investing in stores generally is paying off.

Baby Bunting has also grown market share in the areas where it operates. Revenues for FY2017 indicate that Baby Bunting's market share has increase to approximately 12% of its addressable baby goods market. Pleasingly, online sales have increased 76% during the year to represent 6.4% of total sales.

The Board

During the year, the composition of the Board changed. Barry Saunders retired as chairman in November 2016 and Tom Cowan retired as a director in March 2017. The Board is very grateful for the leadership, efforts and contributions made by Barry and Tom over a number of years.

A focus for the Board has been to ensure that it collectively reflects the mix of skills and diversity appropriate for the Company's stage of development. To this end, two new directors joined the Board this year. Donna Player was appointed a director in January 2017. Donna's considerable retail, marketing and product development experience very much complements the skills and expertise currently present on the Board. Stephen Roche was appointed as a director in May 2017. Stephen, who was most recently the Managing Director and CEO of Australian Pharmaceutical Industries Limited, possesses significant recent experience in leading a successful retail network rollout and growth strategy.

You can read more about the Board and the Board's mix of skills and diversity in the Corporate Governance Statement included in this Annual Report.

Dividends

The Board has approved a final dividend of 4.3 cents per share fully franked. Together with the interim dividend of 2.9 cents per share, the total dividend payment for the year is 7.2 cents per share. This is equivalent to approximately 70% of the Company's FY2017 pro forma NPAT.

Growth strategy and FY2018 outlook

Our growth strategy remains unchanged from previous years. The key elements are to:

- continue with our new store roll-out, which has seen six new stores opened in FY2017;
- achieve growth from our existing stores and online. During FY2017, sales grew both across our store network as well as in our online store;
- improve EBITDA margin. Through a mix of gross margin improvement and cost of doing business leverage, Baby Bunting's pro forma EBITDA margin increased from 7.9% in FY2016 to 8.3%.

The 2018 financial year is a year where the Company will continue to focus on this growth strategy. In addition, the Company intends making further investments during the year in technology, digital and supply chain initiatives, among other things, to ensure that the Company is well positioned to continue its growth and to better serve its customers as the Australian retail environment changes and evolves.

We expect to open between five and eight new stores during the year. In addition to Munno Para, South Australia (which opened in July 2017) we expect to open two additional stores in the first half of FY2018.

Further detail about the Company's strategies and future investments is set out in the Operating and Financial Review in the Directors' Report.

To close, we would like to thank all of Baby Bunting's over 900 team members for their continuing commitment to make Baby Bunting the most loved baby retailer for every family, everywhere.

Ian Cornell

Ian Cornell
Chairman

Matt Spencer
CEO and Managing Director

Financial Highlights

2017
FULLY FRANKED FINAL DIV. OF
4.3¢
PER SHARE

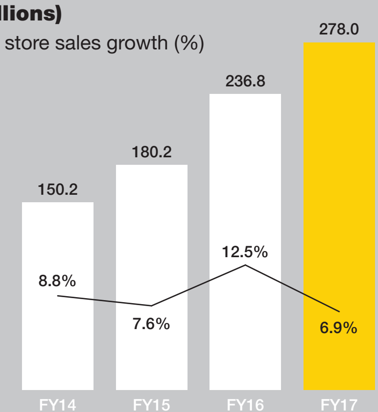
ONLINE SALES NOW 6.4% OF TOTAL SALES (UP FROM 4.2% IN FY16)

↑23.0%
PRO FORMA EBITDA OF $23 MILLION

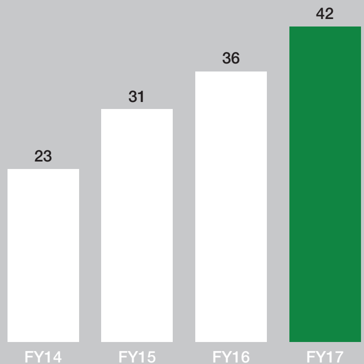
SALES UP
17.4%
TO $278 MILLION

REDUCTION IN CODB OF 37 BPS
(26.0% OF SALES)

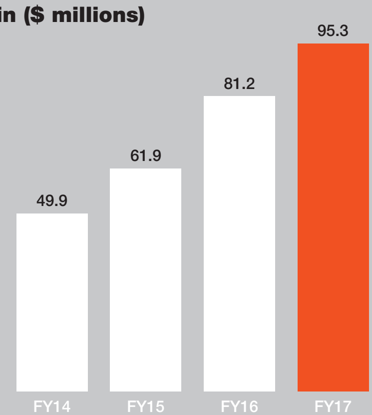
Sales ($ millions)
– Comparable store sales growth (%)



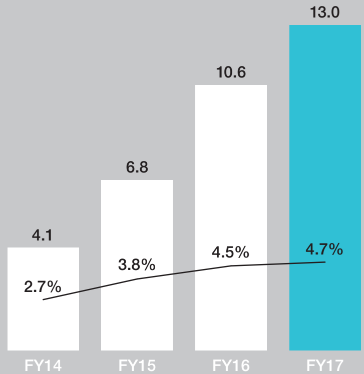
Number of stores at year end

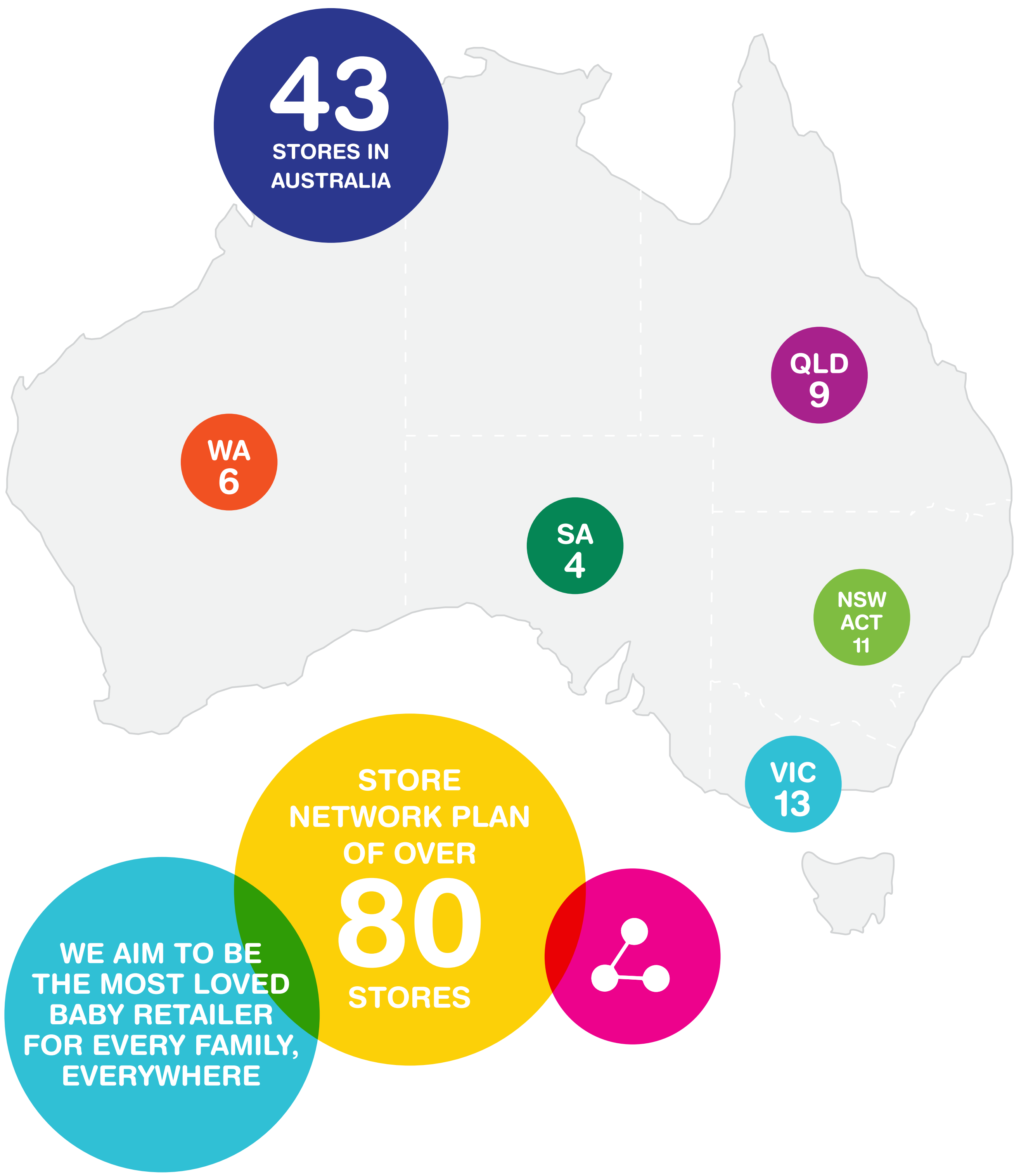


Gross Margin ($ millions)



Pro forma NPAT ($ millions)
– Margin (%)





Our Network

Western Australia
Baldivis
Cannington
Joondalup
Midland
Myaree
Osborne Park

South Australia
Gepps Cross
Melrose Park
Mile End
Munno Para

Victoria
Ballarat
Bendigo
East Bentleigh
Frankston
Geelong
Hawthorn
Hoppers Crossing
Maribyrnong
Preston
Narre Warren
Ringwood
Taylors Lakes
Thomastown

New South Wales /ACT
Auburn
Belrose
Blacktown
Campbelltown
Camperdown
Fyshwick (ACT)
Moore Park
Penrith
Taren Point
Warners Bay
West Gosford

Queensland
Booval
Burleigh Waters
Capalaba
Fortitude Valley
Helensvale
Kawana
Macgregor
North Lakes
Townsville

Board of Directors

Details of the qualifications, experience and special responsibilities of each current director are as follows:

	Name	Particulars
	**Ian Cornell** *Chairman,* *Non-executive Director* *FAIM, FAHRI* *Member of the Remuneration and Nomination Committee*	Ian has extensive experience in the retailing and property industries in Australia. He most recently held senior executive corporate roles with the Westfield Group until 2012, including responsibility for all HR functions and the overall management of retail relations of the Group. Prior to joining Westfield, Ian had a 23 year career with Woolworths. His roles included Chief General Manager of Woolworths' Supermarket division and as a key member of the management team that implemented successful growth strategies such as "The Fresh Food People" and the establishment of the Dan Murphy's chain. Ian has also been Chairman and CEO of Franklins. Ian is currently a non-executive director of Myer Holdings Limited (appointed in February 2014). Ian was a non-executive director of Goodman Fielder Limited (appointed February 2014 and ceasing in March 2015).
	**Matt Spencer** *CEO and Managing Director* *B.Bus*	Matt joined Baby Bunting as CEO and Managing Director in February 2012 (he was appointed as a Director of the Company on 23 April 2012). Prior to Baby Bunting, Matt was General Manager Retail – Australia, New Zealand and the UK at Kathmandu from 2007 to 2012 where he was responsible for over 110 stores, including network planning, store design and store development. Matt's previous roles include Operations, Strategy and Development Manager of Coles Express as well as various management roles at Shell Australia. He was a key contributor to the establishment and roll-out of the Coles Express brand.
	**Gary Levin** *Non-executive Director* *B.Comm, LLB, MAICD* *Chairman of the Audit and Risk Committee*	Gary has over 30 years' management, executive and non-executive experience in public and private companies including in the retail, investment and property industries. Gary was previously the founder and managing director of TLC Dry Cleaners Pty Limited and joint managing director of Rabbit Photo Holdings Limited. He was a non-executive director of JB Hi-Fi Limited from November 2000 until October 2016.

	Name	Particulars
	**Melanie Wilson** *Non-executive Director* *MBA, B.Comm (Hons), GAICD* *Chairman of the Remuneration and Nomination Committee* *Member of the Audit and Risk Committee*	Melanie has more than 12 years' international retail experience in senior management roles. Her appointments included Limited Brands (Victoria's Secret, Bath & Bodyworks – New York), Starwood Hotels (New York), Woolworths and Diva/Lovisa and have covered a wide spectrum of retail including store operations, merchandise systems, online-e-commerce, marketing, brand development and logistics/fulfilment. In her most recent position, Melanie was Head of Online at BIG W. Prior to her retail experience, Melanie performed roles at Bain and Company (Boston) and Goldman Sachs (Hong Kong and Sydney). Melanie has an MBA from the Harvard Business School and is a graduate of the Australian Institute of Company Directors. She is currently a non-executive director of iSelect Limited (appointed in April 2016) and Shaver Shop Group Limited (appointed in June 2016).
	**Donna Player** *Non-executive Director* *BA, GAICD* *Member of the Remuneration and Nomination Committee*	Donna has over 35 years' experience in retail, marketing and product development gained in both retail and wholesale industries. In the four years to May 2016, Donna was the Group Executive of Merchandise for Fashion, Beauty, Footwear, Accessories and Home for David Jones. Prior to her role at David Jones, Donna was General Manager, Merchandise and Planning for BIG W. During her career, Donna has had executive responsibilities for merchandise, planning, branding, sourcing and supplier strategies. Donna holds a Bachelor of Arts from the University of NSW and is a graduate of the Australian Institute of Company Directors.
	**Stephen Roche** *Non-executive Director* *BBus, FAICD* *Member of the Audit and Risk Committee*	From August 2006 to February 2017, Stephen was Managing Director and Chief Executive Officer of Australian Pharmaceutical Industries Limited (API). Before joining API, he was Group General Manager, Health Services for Mayne Group Limited. He has also had held senior management roles at FH Faulding & Co Limited and CSR Limited. A Director of Myer Family Investments Pty Ltd from October 2016, and is currently Chairman of The Priceline Sisterhood Foundation Limited, a position held since 2015. He holds a Bachelor of Business from the University of South Australia and is a fellow of the Australian Institute of Company Directors.

Sustainability

To build a sustainable business for our shareholders, our team members, the customers we serve and the communities in which we operate, Baby Bunting considers sustainability through the following framework:

ENVIRONMENT CUSTOMERS COMMUNITY PEOPLE

ENVIRONMENT

Our focus is on targeting ways to conserve energy, reduce waste and lower our environmental footprint across our network of stores and our Support Office and Distribution Centre, in order to operate on a sustainable basis.

Some of our environmental sustainability initiatives include:

Store lighting upgrade project

The Company commenced a program of replacing and upgrading lighting in some of Baby Bunting's existing stores in the previous financial year. This project continues and has seen Baby Bunting replacing existing store lighting with energy efficient LED lighting. This project has reduced significantly the electricity consumed by lighting in the Company's stores.

Solar powered extraction vents

Following a successful trial in FY2016, Baby Bunting has expanded its program of installing solar powered extraction vents in some of our stores for use in the "back-of-house" parts of the store. These vents are designed to reduce the temperatures for our teams in store during the warmer months, while also reducing the amount of warm air that might circulate throughout the store – which can result in increased energy consumption through air conditioning use.

New store standard scope of works

Baby Bunting has a standard scope of works for its stores to be used for the development of a new store. Our standard scope of works stipulates:

- energy efficient LED lighting (as described above);
- lighting control systems to ensure that all non-essential lighting is switched off when not required. Simply put, when a store alarm is turned on at night, all non-essential lighting circuits are switched off;
- motion-sensor lighting to non-retail areas in our stores;
- rain water harvesting for use in store toilets to reduce the amount of mains water that is used in store.

Waste packaging harvesting

We operate a "harvest recycling program" at our stores. This program significantly reduces the amount of waste from stores going to landfill. This program involves collecting cardboard, paper, plastic film, pallet shrink wrap and polystyrene. Waste products in these bins are then collected for recycling.

Australian packaging covenant

Baby Bunting is a signatory to the Australian Packaging Covenant. This is a voluntary program involving both Government and industry to ensure the environmental impact from packaging is reduced, measured and understood. Each signatory to the Australian Packaging Covenant is required to have an action plan which sets out what the signatory proposes to do to contribute to the Australian Packaging Covenant's objectives and goals.

CUSTOMERS

Providing our customers with great products, service and advice is critical to ensuring Baby Bunting's business is sustainable.

Measuring customer satisfaction can be done in many ways. During the year, Baby Bunting introduced processes for customers to provide feedback following each transaction. This feedback includes Net Promoter Score feedback, where customers are categorised as "promoters", "passives" or "detractors" based on how likely they would be to recommend Baby Bunting to a friend or colleague. The Net Promoter Score is measured by subtracting the percentage of detractors from the percentage of promoters.

For the 2017 financial year, Baby Bunting's overall NPS was 63. This was a very pleasing result. However, Baby Bunting does not merely consider the overall NPS score. Qualitative feedback is assessed with a view to always continuing to improve the quality of the service and advice provided to Baby Bunting customers.

PEOPLE

Building the best team

With each new store, Baby Bunting's team grows. During FY2017, the number of Baby Bunting employees increased by 119 to be 897 at the end of the year. As well as growing overall team numbers, Baby Bunting is pleased to note that there were over 20 internal promotions during the year. Team members demonstrating appropriate skills and attitudes were promoted to more senior roles enabling them to develop and continue to make great contributions to the organisation.

Building the best team is a key goal at Baby Bunting – not only to ensure that customers are provided with great service and advice, but to ensure that all team members enjoy and are satisfied with what they do at Baby Bunting. In 2016, Baby Bunting conducted its first employee engagement survey. The survey revealed high levels of engagement and alignment among Baby Bunting team members and highlighted areas for further development. A second employee engagement survey will be conducted later this year with the view of tracking progress on those issues that matter most to employees.

Around 43% of Baby Bunting team members are shareholders. This is largely due to the operation of the Company's General Employee Share Plan. This plan provides employees with an opportunity to own Baby Bunting shares and participate in the benefits of share ownership.

Diversity and Inclusion

The Company has a Diversity and Inclusion Policy. The Policy sets out Baby Bunting's commitment to recognising the importance of diversity and inclusion for its business. The policy recognises that diversity not only includes gender diversity but also includes matters of age, ethnicity, religion, cultural background, physical ability or sexual orientation. Other matters addressed in the policy include a commitment to diversifying sources of recruitment and merit-based appointments, as well as recognition that the Company will not tolerate unlawful discrimination, bullying, harassment or victimisation.

During FY2017, the Company commenced working on the measurable objectives established by the Board (see the Corporate Governance Statement for further information).

Safety

Safety is a key focus for Baby Bunting. We continue to make improvements in ensuring we have a safe workplace for all employees. During the FY2017 year, the number of employees increased by 119 or 15%. At the same time, the Company's lost time injury frequency rate reduced by 28% on the previous year. Baby Bunting has programs and procedures intended to ensure that all employees are aware of the importance of safety and of safe ways of working.

COMMUNITY

Life's Little Treasures Foundation

During the year, Baby Bunting committed to becoming a Major Corporate Partner of the Life's Little Treasures Foundation. Life's Little Treasures Foundation provides support to parents and families of premature babies to assist them during what can be an uncertain and emotional journey. Life's Little Treasures Foundation has grown into Australia's leading charity dedicated to supporting premature babies and their families. Each year over 48,000 babies are admitted to neonatal intensive care units and special care nurseries.

Baby Bunting will continue as the presenting partner for the Life's Little Treasures Foundation annual "Walk for Prems" event. This year, the event will be held on 29 October 2017 at locations throughout Australia. Further information about the Foundation and how to contribute is available at www.lifeslittletreasures.org.au.

life's little treasures foundation
Supporting Families of Premature & Sick Babies

Maternal and child health nursery equipment program

The Victorian Department of Education and Training provides support for the Victorian Maternal and Child Health Service nursery equipment program. The program is administered by EACH Limited, a provider of an integrated range of health, disability, counselling and community mental health services across Australia.

Under the program, Baby Bunting supplies nursery products, such as car seats, cots and mattresses, to eligible families identified by the Maternal and Child Health Service. Baby Bunting has been assisting with the program since 2011 and has recently recommitted to the program through to 2020.

Support for not-for-profit organisations

Baby Bunting supports not-for-profit organisations involved in providing new and pre-loved baby goods and nursery equipment to families in need. This is an area that the Company will be building upon in future years. We recognise that this not only assists families and children, but can also result in more efficient use of resources through ensuring products have continued use throughout their effective life.

Corporate Governance Statement

This Corporate Governance Statement describes the corporate governance practices of Baby Bunting Group Limited (Baby Bunting or the Company) for the financial year ended 25 June 2017 and it is current as at that date. This Statement has been approved by the Board.

This Statement reports the Company's compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles and Recommendations). Copies of a number of the charters and policies referred to in this Statement are available under the "Governance" section of the Company's corporate website www.babybuntingcorporate.com.au.

Principle 1: Lay solid foundations for management and oversight

Responsibilities of the board and management

The Board has adopted a written charter to provide a framework for the effective operation of the Board, which sets out:

- the composition, role and responsibilities of the Board, including that the Board is responsible for approving and monitoring the Company's strategy, business performance objectives and financial performance objectives, and overseeing and monitoring the establishment of systems of risk management and systems of internal controls;
- the roles and responsibilities of the Chairman and the Company Secretary;
- the division of authority between the Board and the CEO and Managing Director and management;
- the ability of Directors to seek independent advice; and
- the process for periodic performance evaluations of the Board, each Director and Board committees.

Director appointments – conducting appropriate checks

Potential new directors are subject to appropriate screening and background checks prior to appointment as a director by the Board. In addition, the Company provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

Written appointments

The Company has entered into written agreements with each of its Directors and senior executives setting out the terms of their appointment. The material terms of all employment, service or consultancy agreements with Directors or other related parties have been disclosed, to the extent required, in accordance with ASX Listing Rule 3.16.4.

The Company's Remuneration Report contains additional details on the remuneration of each Non-executive Director and summaries of the employment contracts of each other member of the Company's key management personnel.

Role of the company secretary

Corey Lewis is the Group Legal Counsel and Company Secretary. As part of his role, he is responsible for day to day operations of company secretarial matters, including the administration of Board and committee meetings, overseeing the Company's relationship with its share registrar and lodgements with the ASX and other regulators. The company secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Darin Hoekman, the Chief Financial Officer, is also a company secretary of the Company. He has responsibility for the above matters in the absence of the Group Legal Counsel.

Diversity and inclusion

The Board has adopted a Diversity and Inclusion Policy which sets out Baby Bunting's commitment to recognising the importance of diversity and inclusion for its business. This is described on page 8.

Measurable objectives

The Board has adopted the following measurable objectives in respect of gender diversity and inclusion:

Objective	Key outcomes sought	Status
Leadership		
Leadership engagement: engage the senior executives as leaders to convey the Company's commitment to diversity and inclusion throughout the Team.	• Engage the senior executives as leaders to convey the Company's commitment to diversity and inclusion throughout the Team	• Periodic reporting to senior executives on diversity and inclusion initiatives introduced
	• Leadership accountabilities for diversity strategy, plan objectives and guiding principles adopted and communicated	• Continuing development during FY2018, including developing a leader's and manager's training course and guide on diversity
Communication and Education		
Communication: develop engagement framework to raise knowledge and understanding of diversity	• Develop a communications plan, including branding, key messages, and educational material	• Continuing development during FY2018
	• Improve employee access to information on diversity and inclusion	• Continuing development during FY2018
	• Imbed communication of diversity and inclusion into our recruitment processes	• Continuing development during FY2018
Education: Develop diversity educational framework to provide management with capability to lead and manage diversity and diverse teams	• Respectful workplace training implemented as part of annual training program	• Respectful Workplace behaviour training implemented as part of core training for all team members
	• Equal Employment Opportunity training implemented as part of annual training program	• Continuing development during FY2018

Proportion of men and women

The table below shows the level of gender diversity within the Company and changes from the prior year:

	Number of females in category at 25 June 2017	Total number in category at 25 June 2017	% of females	Number of females in category at 26 June 2016	Total number in category at 26 June 2016	% of females
Board (including CEO and Managing Director)	2	6	33%	1	6	17%
Senior Executives	2	7	29%	2	7	29%
Store and Area Managers	35	47	74%	35	41	85%
All Team Members	715	897	80%	612	778	79%

In July 2017, the Company lodged its Workforce Profile report with the Workplace Gender Equality Agency (WGEA).

Board performance evaluation

The Remuneration and Nomination Committee Charter provides that the Remuneration and Nomination Committee will assist the Board to assess Board performance, and the performance of Board committees and individual Directors.

During the financial year, the Board assessed its own performance, and considered the performance of the Board committees and individual Directors. The performance reviews were undertaken by way of questionnaires as well as discussions on how the Board and each committee's processes could be improved or modified.

Senior executive performance evaluation

The Remuneration and Nomination Committee Charter provides that the Committee will oversee the processes for the performance evaluation of the executives reporting to the CEO and Managing Director and review the results of that performance evaluation process. The Board is responsible for reviewing the performance of the CEO and Managing Director.

In relation to the performance of senior executives, after the end of the reporting period, the Remuneration and Nomination Committee received reports of the outcome of the executive performance evaluation processes. These were subsequently considered by the Board. The executive evaluation processes involved, among other things, assessing the performance of executives against their specific performance objectives as well as the Company's overall performance on a range of measures (including financial and specific key performance indicators). For the performance assessment of the CEO and Managing Director, the Board considered the CEO and Managing Director's performance for the year having regard to, among other things, his specific performance objectives and the Company's performance. The Chairman was responsible for engaging with the CEO and Managing Director in relation to the Board's assessment of his performance.

Principle 2: Structure the Board to add value

Nomination – Remuneration and Nomination Committee

The Board has established the Remuneration and Nomination Committee. Its role is to review and make recommendations to the Board on remuneration policies and practices related to the Directors and senior management and to ensure that the remuneration policies and practices are consistent with the strategic goals of the Board.

The Committee comprises the following three Non-executive Directors:

Position	Director
Chairman	Melanie Wilson
Members	Ian Cornell Donna Player

During the year, the composition of the Committee changed with Melanie Wilson appointed Chairman and Donna Player appointed as a member, following the departure of Barry Saunders and Tom Cowan. Details of the qualifications and experience of Committee members are set out on pages 6 and 7. The number of meetings of the Committee and attendances by members during the reporting period are set out on page 27 of the Directors' Report.

The Remuneration and Nomination Committee Charter sets out:

- the composition of the Committee, including that the Committee must comprise only Non-executive Directors, a majority of whom are independent and that the Chairman of the Committee is not to be the Chairman of the Board;
- the Committee's ability to have access to Company records and employees and the external auditor for the purpose of carrying out its responsibilities. The Charter also provides that the Committee may seek the advice of independent advisors on any matter relating to the duties or responsibilities of the Committee; and
- the specific responsibilities of the Committee in respect of the areas of nomination (including in respect of matters going to the composition of the Board, the Board's skills matrix and succession planning for the Board) and remuneration (including responsibilities to review and make recommendations to the Board on executive and Non-executive Director remuneration, reviewing the Company's remuneration policies, overseeing employee equity incentive plans and responsibility for reviewing the Company's remuneration report).

Board skills matrix

The Board, having regard to the current size of the Company and its current strategies, has adopted a skills matrix setting out the mix of skills and diversity that the Board is looking to achieve in its membership at this time. The Board also has regard to the attributes and personal qualities of Directors, including the ability of individual Directors to contribute effectively to the functioning of the Board and a commitment to the Company's values and its Code of Conduct. For persons being considered for appointment to the Board, the Board will seek to identify whether the person has a demonstrated or assessed ability to work in a collegiate environment along with the ability, where necessary, to express a dissenting view objectively and constructively. The Board considers that each Non-executive Director possesses these attributes.

Given the Company's size, the Board considers that the Board should be comprised of five to seven Non-executive Directors. The Board will consider expanding its size over the medium term as the Company grows and the complexity of its operations increase.

Collectively, the Board has those skills and other relevant experience that it considers is appropriate for the effective governance of the Company. The matrix, and the extent to which those skills are represented on the Board, are set out below:

Skill or experience	Number of Non-executive Directors
Retail Experience at a customer / retail business obtained through an executive or leadership role	5
Logistics Knowledge and experience in retail logistics and distribution	3
Information technology Knowledge and experience in the use and governance of information technology and applications in a retail environment	5
Executive leadership Demonstrated success at CEO or senior executive level in a major business	5
Commercial and financial acumen Demonstrated success in sustainably managing the financial performance of a large retail business or commercial undertaking	5
People Experience with managing people and teams, including the ability to appoint and evaluate senior executives, manage talent development and oversee organisational change	4
Recent parenting experience Recent consumer experience in the retail baby goods sector (eg, as a parent to small children)	1
ASX board experience Experience as either a non-executive director of an ASX listed company or an executive reporting to the board of an ASX listed company	4

The Board intends to review the skills matrix annually to ensure that it remains appropriate for the Company, its circumstances and its strategies.

Independent directors

At the date of this Statement, the Board comprises six directors. A majority of the Board are independent Non-executive Directors.

Name	Position	Appointed	Approximate length of service
Independent Directors			
Ian Cornell	Chairman Independent Non-executive Director	1 January 2015	2 years 8 months
Gary Levin	Independent Non-executive Director	25 August 2014	3 years
Melanie Wilson	Independent Non-executive Director	15 February 2016	1 year 6 months
Donna Player	Independent Non-executive Director	16 January 2017	7 months
Stephen Roche	Independent Non-executive Director	1 May 2017	4 months
Executive Director			
Matt Spencer	CEO and Managing Director	23 April 2012	5 years 4 months

Corporate Governance Statement

The Board considers an independent Director to be a Non-executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company. The materiality of the interest, position, association or relationship will be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's characterisation as an independent Director.

The Board has assessed each Non-executive Director to be independent. In assessing independence, the Board has had regard to the factors set out in the ASX Principles and Recommendations.

Each Director has confirmed to the Company that they anticipate being available to perform their duties as a Non-executive Director or executive Director without constraint from other commitments.

Director induction and training

The Board Charter contemplates that new Directors will be provided with an induction programme to assist them in becoming familiar with the Company, its managers and its business following their appointment. The induction programme involves, among other things, meetings with members of the Board and the Executive Team and briefings on the Company's operations and relevant business matters.

Directors may, with the approval of the Chairman, undertake appropriate professional development opportunities (at the expense of the Company) to maintain their skills and knowledge needed to perform their role.

The Board and the Executive Team have adopted processes to ensure that the Board is briefed on developments relevant to the Company and the markets in which it operates in.

Principle 3: Act ethically and responsibly

The Board has approved the adoption by the Company of a formal Code of Conduct which outlines how Baby Bunting expects its employees to behave and conduct business in the workplace. The Code of Conduct applies to all employees, regardless of employment status or work location. In addition, the Directors, in the Board Charter, have committed to abiding by the Code of Conduct as it applies to the Board.

The Code of Conduct is designed to:

- provide a benchmark for ethical and professional behaviour throughout Baby Bunting;
- promote a healthy, respectful and positive workplace and environment for all team members;
- ensure that there is compliance with laws, regulations, policies and procedures relevant to Baby Bunting's operations, including workplace health and safety, privacy, fair trading and conflicts of interest;
- ensure that there is an appropriate mechanism for team members to report conduct which breaches the Code of Conduct; and
- ensure that team members are aware of the consequences they face if they breach the Code of Conduct.

The Code of Conduct is available on Baby Bunting's corporate website (www.babybuntingcorporate.com.au).

Principle 4: Safeguard integrity in financial reporting

Audit and Risk Committee

The Board has established the Audit and Risk Committee. Its role is to assist the Board in fulfilling its responsibilities for corporate governance and oversight of the Company's financial and corporate reporting, risk management and compliance structures and external audit functions.

The Committee comprises the following three Non-executive Directors:

Position	Director
Chairman	Gary Levin
Members	Melanie Wilson Stephen Roche

During the year, the composition of the Committee changed with Melanie Wilson and Stephen Roche each being appointed as a member, following the departure of Tom Cowan and the decision by Ian Cornell to step down from the Committee following his appointment as Chairman of the Board. Details of the qualifications and experience of Committee members are set out in the Company's Annual Report. The number of meetings of the Committee and attendances by members during the reporting period are set out on page 27 of the Directors' Report.

The Audit and Risk Committee Charter sets out:

- the composition of the Committee, including that the Committee must comprise only Non-executive Directors, a majority of whom are independent and that the Chairman of the Committee is not to be the Chairman of the Board;
- the Committee's ability to have access to Company records and employees and the external auditor for the purpose of carrying out its responsibilities. The Charter also provides that the Committee may seek the advice of independent advisors on any matter relating to the duties or responsibilities of the Committee; and
- the specific responsibilities of the Committee in respect of the areas of risk management and compliance, financial and corporate reporting and external audit matters. With respect to external audit matters, the Committee has responsibility for developing and overseeing implementation of the Company's policy on the engagement of the external auditor to supply non-audit services (noting that the Committee is required to advise the Board as to whether it is satisfied that the provision of any non-audit services is compatible with the general standard of independence for auditors).

CEO and CFO Declarations

The Board, before it approved the Company's financial statements for the half year ended 1 January 2017 and the full year ended 25 June 2017, received from the CEO and Managing Director and the Chief Financial Officer a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively in all material respects in relation to financial reporting risks.

Auditor's attendance at the AGM

A representative of the Company's external auditor will attend the Company's annual general meetings. The Company's annual general meeting will be held on 20 November 2017.

Principle 5: Make timely and balanced disclosure

The Company has adopted a Continuous Disclosure Policy. The Continuous Disclosure Policy establishes procedures to ensure the Company complies with its continuous disclosure obligations under the Corporations Act 2001 and the ASX Listing Rules.

The Company has also adopted a Securities Trading Policy that imposes certain restrictions on officers, employees and related persons trading in the Company's securities.

Principle 6: Respect the rights of security holders

The Company's website

The Company's corporate website (www.babybuntingcorporate.com.au) has information about the Company and its governance.

Investor relations programme

The Board's aim is to ensure that shareholders are provided with sufficient information to assess the performance of the Company and that they are informed of all major developments affecting the affairs of the Company.

The Company is required by law to communicate to shareholders through the lodgement of all relevant financial and other information with ASX and, in some instances, mailing information to shareholders. Information (including information released to ASX) is published on the Company's website. The Company's website also contains information about it, including media releases, key policies and the charters of the Board committees.

In addition, from time to time, the Company conducts ad-hoc briefings with institutional and large private investors, as well as financial media. In some instances, that can involve site visits to stores or the Company's Distribution Centre. It is the Company's policy not to hold briefings with investors or analysts from 1 June until the release of the full year results in August and from 1 December until the release of the half year results in February.

Shareholder participation at meetings

The Company's Annual General Meeting for the financial year ended 25 June 2017 will be held on 20 November 2017. The Board intends that general meetings be held in or near either the Melbourne or Sydney central business district. This is to ensure that the venue is convenient for those shareholders who wish to attend the meeting who travel by public transport.

Shareholders are provided with notice of the meeting (either electronic or by hard copy) in advance of the scheduled meeting time. Shareholders have an opportunity to ask questions at the meeting. In addition, shareholders can submit questions electronically in advance of a meeting via the share registrar's website.

Electronic shareholder communications

The Company encourages shareholders to receive communications from it and its share registrar electronically and provides details for shareholders to send electronic communications and to have them actioned appropriately.

Principle 7: Recognise and manage risk

Risk – Audit and Risk Committee

The role of the Audit and Risk Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's financial reporting, internal control structure, risk management systems and internal and external audit functions. This includes considering the quality and reliability of the financial information prepared by the Company, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor to confirm they are consistent with maintaining external audit independence.

The Audit and Risk Committee provides advice to the Board and reports on the status and management of the risks to the Company. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.

Details of the Committee are contained on page 14 above (see "Audit and Risk Committee") and details of the meetings of the Committee and the attendance of members are set out on page 27 of the Directors' Report.

Risk management framework

The Board is responsible for overseeing the establishment of and approving risk management strategies, policies, procedures and systems of the Company, and is supported in this area by the Audit and Risk Committee. The Company's management is responsible for establishing the Company's risk management framework.

During the reporting period, the Company adopted a new risk management framework. The objectives of the framework include:

- identifying the key risks associated with Baby Bunting's business;
- raising the profile of risk within Baby Bunting and helping embed a risk-aware culture within Baby Bunting;
- assisting management and the Board to ensure that the Company has a sound risk management framework;
- supporting the declarations by the CEO and Managing Director and the Chief Financial Officer that their opinions on the Company's financial statements are based on a "sound system of risk management and internal control which is operating effectively";
- where appropriate, having controls, policies and procedures to manage certain specific business risks – eg an insurance programme, regular financial budgeting and reporting, business plans, strategic plans, etc – so as to mitigate the likelihood, or consequence, of certain specific business risks.

As part of the introduction of the new risk management framework, processes have been introduced to identify, assess, monitor and review the Company's key risks and to document and monitor the Company's other risks. In addition, regular processes have been introduced involving the senior executives and other team members to help identify, assess, monitor and review the Company's key risks. In connection with its responsibilities for risk management, the Audit and Risk Committee receives reports from management on the risk management system, key risks and the related risk treatment plans as well as information on critical events that may arise throughout the year.

The Audit and Risk Committee approved the adoption of the new risk management framework. The Board is satisfied that the risk management framework adopted is sound.

Internal audit function

The Company does not have a formalised internal audit function, but has processes for evaluating and continually improving the effectiveness of risk management and internal financial control processes.

To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks. These processes are implemented, overseen and assessed by the management team, the Chief Financial Officer and CEO and Managing Director and the Audit and Risk Committee.

Economic, environmental and social sustainability risks

Economic sustainability risks are risks to the Company's ability to continue operating at a particular level of economic production over the long term. Environmental sustainability risks are risks to the Company's ability to continue to operate in a manner that does not compromise the health of the ecosystems in which it operates over the long term. Social sustainability risks are risks to the Company's ability to continue operating in a manner that meets accepted social norms and needs over the long term.

Having regard to the definition in the ASX Principles and Recommendations, the Company understands "material exposure" to mean a real possibility that the risk in question could substantively impact the Company's ability to create or preserve value for shareholders over the short, medium or long term. This is a broad and, in some sense, imprecise definition. Nevertheless, the Company considers that it does not, at this time, have a material exposure to environmental or social sustainability risks. The Company is exposed to a number of economic and operating risks, details of which are included in the Directors' Report on pages 25 to 26. These economic and operating risks could have a material impact on the Company, its strategies and future financial performance. These risks were identified as part of the Company's risk management framework (described above). Management is responsible for developing strategies to manage identified risks.

Economic, environmental and social sustainability risks are likely to change over time. For example, significant increases in the rate of disruption and innovation in online retail and distribution networks, combined with the entry of significant and well-resourced competitors in the Australian baby goods market could result in a change to the extent of the Company's exposure to economic sustainability risks. Accordingly, the Company will continue to consider potential sustainability risks as part of its risk management framework and strategy development.

Principle 8: Remunerate fairly and responsibly

Remuneration – Remuneration and Nomination Committee

The Board has established the Remuneration and Nomination Committee with specific responsibility for remuneration matters.

The Committee comprises the following three Non-executive Directors:

Position	Director
Chairman	Melanie Wilson
Members	Ian Cornell Donna Player

Details of the Committee are contained on page 12 above (see "Nomination – Remuneration and Nomination Committee") and details of the meetings of the Committee and attendances by members during the reporting period are set out on page 27 of the Directors' Report.

Remuneration for Non-executive Directors and Executives

The Company's Remuneration Report, included as part of its Directors' Report, describes the Company's remuneration policies and practices as well as providing details for each Director and those executives considered to be members of the Company's key management personnel.

Securities Trading Policy and Hedging

The Company's Securities Trading Policy provides that persons subject to that policy (including Directors and Executive Team members) must not engage in transactions designed to hedge their exposure to the Company's shares.

Annual Financial Report

25 June 2017

Directors' Report

The Directors of Baby Bunting Group Limited ("the Company" or "Baby Bunting") submit the financial report of the Company and its controlled entities ("the consolidated entity") for the financial year ended 25 June 2017.

1. Principal activities

During the financial period, the principal activities of the Company and its consolidated entities was the operation of Baby Bunting retail stores and its online store www.babybunting.com.au.

Baby Bunting is Australia's largest specialty retailer of baby goods, primarily catering to parents with children from newborn to three years of age and parents-to-be. The Company's principal product categories include prams, cots and nursery furniture, car safety, toys, babywear, feeding, nappies, manchester and associated accessories.

2. Operating and Financial Review

2.1 Summary – FY2017 Financial Results

- Total sales up 17.4% to $278.0 million with comparable store sales growth of 6.9%;
- Gross profit of $95.3 million up 17.4%. Gross profit as a percentage of sales was consistent with the prior year at 34.3%;
- Statutory net profit after tax (NPAT) of $12.2 million, an increase of 47.0% on the prior financial year;
- Statutory basic earnings per share (EPS) of 9.7 cents, and pro forma basic EPS of 10.3 cents;
- Net cash of $1.6 million (versus net cash of $7.4 million at the end of FY2016).

To assist comparability between financial reporting periods, we also present our financial statements on a pro forma basis.

In relation to the 2017 financial year, the results are shown excluding the non-cash impact of employee equity incentive expenses. This has been done to more clearly represent the consolidated entity's underlying earnings given this is a non-cash item whose primary economic impact is issued capital dilution if and when shares are issued.

Regarding the 2016 financial year the statutory results were impacted by the effect of one-off transaction costs associated with the IPO and the additional costs to conduct the business as an ASX listed company from 14 October 2015 onwards.

On a pro forma basis, the FY2017 financial results were:

- pro forma* earnings before interest, tax, depreciation, and amortisation (EBITDA) up 23.0% on the prior year to $23.0 million;
- pro forma* earnings before interest and tax (EBIT) up 22.3% on the prior year to $18.9 million;
- pro forma* NPAT of $13 million, up 21.9% on the prior year; and
- pro forma* costs of doing business (CODB) were $72.3 million or 26.0% of sales, an improvement of 37 basis points on the prior year (CODB of 26.4% of sales in FY2016).

* Pro forma financial results exclude the impact of employee equity incentive expenses for FY2017 and, for the 2016 comparison period, exclude IPO transaction costs expense, and estimate the impact on the financial results for the year as if the Company had undertaken an IPO and become a listed company at the beginning of FY2016. Refer to Section 2.6 for a reconciliation between statutory and pro forma financial results.

The above overview of the FY2017 financial results is discussed in detail below.

2.2 The Company's business model

The Company's business model centres around the sale of third party produced and branded baby goods through its store network and website. The Company also sells private label and exclusive products. Private label products are products sold by the Company under its own brand (the Company currently markets its private label products under the 4Baby brand name). Exclusive products are products sourced by the Company for sale on an exclusive basis (so that those products can only be purchased in Australia from Baby Bunting stores). Historically, exclusive supply arrangements have been arranged with suppliers in relation to selected products and for varying lengths of time.

Baby Bunting's business model leverages several core competitive advantages, as summarised in the table below.

Drivers of competitive advantage	Comment
Scale	Baby Bunting is the largest specialty retailer in the Australian baby goods market. Its industry position and continued growth has enabled the Company to invest in its people, technology, brand, inventory levels, prices and customer experience.
Convenient network of stores and a leading website	The Company currently operates 43 stores across Australia. The Company's website, www.babybunting.com.au, continues to be Australia's leading specialty baby goods website as measured by number of visits. The Company is focused on delivering customers a consistent and excellent shopping experience across all channels, providing flexibility on how, when and where they transact.
Customer centric team culture	Baby Bunting has a dedicated team of well trained and knowledgeable staff to service customers' individual needs.
Consistent retail format	Baby Bunting is focused on providing customers with a consistent retail experience across its network. The Company's major market stores range in size from approximately 1,500 to 2,000 square metres and are typically located in either bulky goods centres or at stand-alone sites. In regional centres, the Company typically operates a smaller store format of approximately 1,000 to 1,200 square metres, without compromising product range or customer service. Store formats and layout are largely consistent across the network, with customer-friendly navigation and clear demarcation of categories. Convenient parking is available directly outside all stores with parcel pick-up facilities allowing for easy loading of bulky items into customers' vehicles.
Widest product offering, in-stock and available	Baby Bunting offers what it believes to be the widest range of products, with over 6,000 products available. Through its store network and approximately 10,000 square metre Distribution Centre and through the use of interstate third party logistics, Baby Bunting aims to have its product range in-stock and available at the time of the customer's purchase.
Competitively priced	Baby Bunting's scale enables it to maintain low prices and deliver value to customers with a national pricing policy backed by a pricing guarantee. In particular, Baby Bunting's range of private label products (sold under the brand 4Baby) are sold at entry level prices across a number of categories. Baby Bunting also has a "Best Buys" range, with everyday low prices. Recently, the Best Buy range has been expanded to include our core range of car seats.
Comprehensive range of ancillary services	Across its entire store network, Baby Bunting provides additional services to its customers, including "click & collect" services, lay-by, a consumer finance offering, car seat fitting, parenting rooms which include baby weigh scales, and an in-store/online gift registry.
Cost effective marketing	The Company considers that its most successful marketing tool is word of mouth. This is a critical factor in allowing the Company to limit its marketing expenditure to approximately 2% of sales. Baby Bunting's marketing is further supported by traditional channels (regional TV, print media, catalogue and radio), online (email, search and digital) as well as social media. Baby Bunting also participates actively in baby expos.

2.3 Store network

The Company currently operates a network of 43 stores across all Australian states and territories, except Northern Territory and Tasmania. The location and layout of stores is designed to deliver customers a consistent retail experience across the network.

The Company opened its forty-third store at Munno Para, South Australia in July 2017. Munno Para is the first of between five and eight stores the Company plans to open in FY2018.

2.4 People

At the end of the financial year, the Company employed 897 employees throughout Australia with 811 employed at the Company's stores, 20 in logistics (including at the Distribution Centre at Dandenong South) and 66 at the Company's Support Office at Dandenong South.

2.5 Review of the Company's operations

During the financial year, the Company continued to implement its strategy of growth from existing stores and its online store as well as growing its network of stores.

Key operational achievements for the Company in FY2017 included:

- opening six new stores, being Preston in Melbourne, Camperdown, Belrose and Blacktown in Sydney, Baldivis, south of Perth and Mile End in Adelaide;
- implementing a new Customer Relationship Management (CRM) system, to provide a single view of customer behaviour and preferences. This consolidated view will drive new multichannel insights and facilitate innovations in customer experience both in store and online. Additionally, a marketing automation platform has been deployed to develop new personalised marketing programs for customers. These automated messages will be personalised and made relevant to customers based on self learning and customer preference prediction, lifecycle scoring and product affinities – all leading to improvements in customer experience and engagement with the brand;
- improving customer service by transitioning the "click & collect" service from a centralised fulfilment model to a model which allows for fulfilment from the Baby Bunting network of stores (currently 43 stores and growing). This has resulted in significant reductions in the time it takes to fulfil "click & collect" orders for customers;
- continuing to expand the range of private label and exclusive products – together these categories made up 11.4% of sales;
- investing in systems to deliver better information and operational efficiencies in stores, including receipting by pallet and third party logistics integration; and
- joining the zipMoney payment platform to enable zipMoney flexible payment solutions for customers.

2.6 Review of the Company's financial performance

Summary

Key highlights from the results include:

- sales of $278.0 million, up 17.4% on the prior year;
- gross profit increased 17.4% on the prior year. Gross profit margin was consistent year on year, at 34.3% of sales. In the second half, gross profit margin improved by 25 basis points on the prior corresponding half;
- pro forma CODB as a percentage of sales improved 37 basis points to 26.0% in FY2017. Pro forma CODB increased 15.7% on the prior year;
- pro forma EBITDA of $23.0 million, up 23.0% on the prior year;
- pro forma NPAT of $13.0 million, up 21.9% on the prior year; and
- net cash of $1.6 million.

Non-IFRS measures

The consolidated entity uses certain measures to manage and report on its business that are not recognised under Australian Accounting Standards. These measures are collectively referred to as "non-IFRS financial measures". Non-IFRS measures are intended to supplement the measures calculated in accordance with Australian Accounting Standards and are not a substitute for those measures. Underlying statutory and pro forma results and measures are intended to provide shareholders additional information to enhance their understanding of the performance of the consolidated entity. Non-IFRS financial measures that are referred to in this report are as follows:

Non-IFRS financial measure	Definition
EBITDA	Earnings before interest, tax, depreciation and amortisation expenses. Eliminates non-cash charges for depreciation and amortisation.
EBIT	Earnings before interest and tax. EBIT eliminates the impact of the consolidated entity's capital structure and historical tax position when assessing profitability.
Operating EBIT	Excludes the effects of interest revenue, finance costs, income tax, change in fair value of interest rate swap and other non-operating costs. The CEO and Managing Director assesses the performance of the only operating segment (Australia) based on a measure of Operating EBIT.

Pro forma financial results

Pro forma financial results have been calculated to exclude the non-cash impact of employee equity incentive expenses and in relation to the comparative period to reflect the results as if the Company was publicly listed for the full year.

The following table reconciles the statutory to pro forma financial results for the year ended 25 June 2017 (noting that this financial information has not been audited in accordance with Australian Auditing Standards):

Year ended 25 June 2017 $'000	Sales	EBITDA	EBIT	NPAT
Statutory results	278,027	22,138	18,110	12,247
Performance rights[1]	–	419	419	419
Employee share plan offer[2]	–	415	415	415
Tax impact from pro forma adjustments	–	–	–	(124)
Underlying statutory results	**278,027**	**22,972**	**18,944**	**12,957**
Pro forma results	**278,027**	**22,972**	**18,944**	**12,957**

1. Expense reflects the cost amortisation of performance rights (LTI) granted and outstanding in the current reporting period.
2. The Company issued 132,368 shares (334 shares per eligible employee) under its General Employee Share Plan in the current reporting period with no monetary consideration payable by participating eligible employees who each received approximately $1,000 worth of shares.

The following table reconciles the statutory to pro forma financial results for the year ended 26 June 2016 (noting that this financial information has not been audited in accordance with Australian Auditing Standards):

Year ended 26 June 2016 $'000	Sales	EBITDA	EBIT	NPAT
Statutory results	**236,840**	**15,743**	**12,564**	**8,334**
Adjusted for non-recurring Initial Public Offering (IPO) related items:				
IPO transaction costs[3]	–	1,876	1,876	1,876
Historical share options plan[1]	–	786	786	786
Employee gift offer[2]	–	416	416	416
Tax impact from IPO related items	–	–	–	(688)
Underlying statutory results	**236,840**	**18,821**	**15,642**	**10,724**
Other pro forma adjustments:				
Listed public company costs[3]	–	(148)	(148)	(148)
Net finance costs	–	–	–	65
Tax impact from other pro forma adjustments	–	–	–	(14)
Pro forma results	**236,840**	**18,673**	**15,494**	**10,627**

1. Expense reflects the cost amortisation of the historical share options plan which was accelerated when the IPO of shares in the Company became probable and the Directors and senior executives committed to exercising their share options.
2. The Company issued a total of 283,458 shares (714 shares per eligible employee) in "the Employee Gift Offer" in the IPO with no monetary consideration payable by participating eligible employees.
3. The Listed public company and IPO transaction cost adjustments have been made to better reflect financial performance as if the Company was publicly listed for the full comparative period (noting Baby Bunting was admitted to quotation on the ASX on 14 October 2015).

Revenue

The FY2017 sales of $278.0 million represented an increase of 17.4% on FY2016. This sales growth was achieved through:

- 6.9% comparable store sales growth in both the Company's store network and in its online store – this is in line with the Company's long term historical average;
- the annualising benefit of five stores opened in FY2016, trading for a full financial year in FY2017; and
- growth from the opening of six new stores during FY2017.

Comparable store sales growth is calculated having regard to the growth of stores that have been open for all of the prior financial year.

Baby Bunting stores stock in excess of 6,000 individual stock keeping units (SKUs), with additional SKUs available on special order for customers. In FY2017, the Company saw particularly strong sales growth from the core categories including prams, car safety, feeding, consumables and nappies.

Sales from private label and exclusive products grew approximately 34.5% on the prior year, and were 11.4% of total sales in FY2017, up from 10.0% in FY2016.

Baby Bunting continues to expand its Best Buys range and in July 2017 it introduced everyday low pricing for Best Buys, which has been expanded to include car seats.

Expenses

Pro forma CODB expenses as a percentage of sales improved 37 basis points to be 26.0% of sales (versus 26.4% of sales in FY2016). In FY2017, pro forma CODB expenses were $72.3 million, up 15.7% on the prior year pro forma CODB expenses of $62.5 million. The increase in business expenses was driven by:

- five stores opened in FY2016 trading for a full financial year in FY2017;
- six new stores opened in FY2017; and
- the continued investment in the Support Office team, business processes and business systems to support the expanding store network and to improve the customer experience both in stores and online. Ensuring the business is appropriately sized for future growth continues to be a priority.

2.7 Review of the Company's financial position

The Company finished the financial year in a net cash position of $1.6 million, down $5.8 million on the prior year net position of $7.4 million. The $5.8 million movement was driven by $13.2 million of cash generated from operations less the following significant cash outflows:

- payment of $11.6 million in dividends, relating to the FY2016 final dividend of $7.9 million (paid on 16 September 2016) and the FY2017 interim dividend of $3.7 million (paid on 17 March 2017); and
- capital expenditure of $7.4 million in FY2017,

less cash inflows of $4.8 million from debt draw-down.

Maintaining appropriate inventory levels to fulfil customer needs continues to be a key focus of the business. In FY2017, inventory increased from $41.0 million in the prior year to $48.0 million at the end of FY2017. The increase was driven by a combination of six new stores opened in FY2017 plus the Munno Para store that opened shortly after the year end (each new store requires an inventory investment of approximately $0.8 million), and the need for further investment in inventory to support the significant increase in sales volumes experienced by the existing store network. Inventory turn-over for FY2017 was 4.1 times per annum, consistent with the prior year.

Trade and other payables increased from $23.8 million in FY2016 to $28.0 million in FY2017, which has increased in line with increased inventory holdings and the expanded store network relative to the prior year.

During the year, the Company renewed its multi option banking facility provided by the National Australia Bank (NAB). The maturity date of the facility was extended from 31 December 2017 to 31 July 2020. In addition, the facility limit was increased by $10 million to $36 million to provide additional working capital flexibility as the Company continues to grow.

Dividends

The Board has determined to pay a final dividend of 4.3 cents per share fully franked. Together with the interim dividend of 2.9 cents per share, the total dividend to be paid in respect of FY2017 is 7.2 cents per share, equivalent to approximately 70% of the Company's FY2017 pro forma NPAT. The dividend payment date for the final dividend is 15 September 2017.

3. Business strategies and future development

The Company's current strategy is focussed on growing its existing business and continuing to improve its execution and financial performance. This strategy has the following key elements:

New store roll-out

The Company is looking to continue to grow the network of stores to over 80 stores and the Company plans to open four to eight new stores per year. In July 2017, the Company opened its forty-third store in Munno Para, north of Adelaide. The Company will continue to focus on new store openings only where its rigorous selection criteria are met. The Company evaluates potential new store locations on the following criteria:

- local market size;
- proximity to existing stores (cannibalisation is assessed using postcode analysis of sales at existing stores);
- demographic profile;
- site type (assessed by convenience, visibility, parking availability, parcel pick-up and other factors);
- store size and layout (the Company targets a store size of approximately 1,500 to 2,000 square metres, or 1,000 to 1,200 square metres in regional areas);
- available lease term;
- required upfront capital expenditure; and
- relevant market conditions.

Growth from existing stores and online

The Company's stores historically take an average of four years to mature and generally have stronger comparable store sales growth in the first four years of operation. As a result, the maturity of newer stores should support further growth in comparable store sales. As at the report date, the Company's store network includes a significant proportion of "immature" stores, with 46% of stores less than three years old.

Comparable store sales growth is calculated having regard to the growth of stores that have been open for all of the prior corresponding period. Online sales are included in the calculation of comparable store sales growth and consists of both online sales and "click & collect" sales for stores included in the comparable sales growth calculations. During FY2017, online sales continued to grow and now make up approximately 6.4% of sales, up from 4.2% of sales in FY2016.

The Company's "click & collect" service was refined during the year, with the commencement of in-store fulfilment of "click & collect" orders (rather than fulfilment from the Company's Distribution Centre). This resulted in a significant reductions in the time it takes to fulfil "click & collect" orders for customers.

Baby Bunting's key strategies to capture greater market share (both through the Company's store network and online) include:

- **growing brand awareness**. There has historically been strong first-to-mind awareness of the Company's brand in Victoria and South Australia. The Company commissioned a brand health survey during the year to measure progress since the last survey was conducted in 2015. The survey has shown significant improvement in first-to-mind awareness in Western Australian, Queensland and New South Wales, showing that brand awareness is increasing in those markets where investments are being made. The launch of the Baby Bunting store on eBay during the year is also expected to assist in increasing awareness of Baby Bunting's brand in the Australian market;
- **improving customer experience**. In this regard, investments have been made during the year in implementing a Customer Relationship Management (CRM) system. This system is designed to provide a single view of the customer and their shopping preferences across our store network and online. We have introduced the opportunity for customers to give feedback via NPS following each transaction. In addition, investments in customer programs, in-store technology, payment technology (such as zipMoney) and remodelling of the loyalty program remain priorities. Investments in inventory and logistics continue to be a focus in order to ensure ongoing efficient levels of stock availability and online fulfilment; and
- **performing targeted and effective marketing campaigns**. In conjunction with implementing a CRM system, the Company has also introduced marketing automation software. This will improve customer engagement via personalised and relevant communication.

EBITDA margin improvement

The Company improved its pro forma EBITDA margin from 7.9% in FY2016 to 8.3% in FY2017 – the fourth consecutive year of EBITDA margin growth. This has been delivered through a mix of both gross margin improvement and cost of doing business leverage. In the current year, full year gross margin remained constant at 34.3%. In the second half of the financial year, gross margin improved by 25 basis points. The pro forma cost of doing business improved by 37 basis points in FY2017.

The Company's strategy is to continue the following initiatives:

- invest in the Company's merchandise team to focus on developing better range strategies and product mix and expanding private label and exclusive product sales;
- growing private label and exclusive product offerings. The Company offers private label products in strollers, change tables, manchester, babywear, portacots, plastics, toys, consumables and highchair categories. While gross profit margin on private label and exclusive products varies by product, the Company believes that increased sales in these categories will facilitate further margin improvement in future periods; and
- continuing to achieve efficiencies in supply chain. This will involve pursuing the benefits of the Company's investments in its Distribution Centre as well as working with third party providers, suppliers and distributors to achieve price, transport and related supply chain efficiencies. The Company is undertaking a review of the supply chain incorporating source to shelf and online fulfilment.

Another element of the Company's strategy for EBITDA margin improvement is the continued leverage of the investment that the Company has made in its Support Office and Distribution Centre. For FY2018, the Board has approved undertaking a supply chain review, to ensure that Baby Bunting is maximising efficiencies in all elements of its supply chain. Investments will also be made in the customer contact centre to deliver a better customer experience across all channels. Other areas of focus include CRM and marketing automation systems (continuing to build on the investments made in FY2017), IT systems (to continue to build a platform that supports the Company's growth), digital investments and upgrades of selected store elements and store refurbishments.

Further information on likely developments in the Company's operations and the expected results of those operations has not been included in this Directors' Report. The Directors believe that the disclosure of such information, including certain business strategies, projects, and prospects would be likely to result in unreasonable prejudice to the Company's interests.

4. Key risks and uncertainties

The Company's strategies take into account the expected operating and retail market conditions, together with general economic conditions, which are inherently uncertain.

The Company has a structured risk management framework and internal control systems in place to manage material risks (see page 16 for further information on the Company's risk management framework). Some of the key risks and uncertainties that may have an effect on the Company's ability to execute its business strategies and the Company's future growth prospects and how the Company manages these risks are set out below.

4.1 Competitive risks

The Company faces competition from specialty retailers as well as department stores, discount department stores and online only retailers. International online retailers and market places operating in Australia are also sources of current and future competition. Competition is based on a variety of factors including price, merchandise range, advertising, store location, store presentation, product presentation, new store roll-out and customer service. The Company seeks to address competitive risks by focussing on providing customers with low prices, every day. In addition, the Company is focused on providing an excellent customer experience – regardless of whether the customer is visiting a Baby Bunting physical store or the online store. Elements of this experience include quality advice, high service levels and a very wide product range.

4.2 External economic risks

Although the purchase of baby goods may be considered less discretionary compared with other consumer goods categories, Baby Bunting's performance is sensitive to the current state of, and future changes in, the retail environment and general economic conditions in Australia. A deterioration in the retail environment may cause consumers to reduce their level of consumption of discretionary items.

4.3 Property and operational risks

The Company's new store roll-out strategy depends upon securing properties that meet the Company's rigorous selection criteria, at financially viable rents. A failure to secure appropriate sites could impact the Company's financial performance and position. As the Company's stores are leased the ability to continue in a store is subject to negotiation at the end of each lease term. The Company actively manages its property portfolio to ensure appropriate sites continue to be available for its stores.

The Company's supply chain is important to ensuring that products are available in-store and online for customers. The key risks associated with Baby Bunting's supply chain include operational disruption due to catastrophic events such as fire or flood, delays in product delivery or complete failure to receive products ordered. Poor supply chain management could adversely affect the Company's financial performance and customers' experience of shopping with Baby Bunting. The Company continues to focus on logistics initiatives to ensure that this risk is managed appropriately.

An element of the Company's strategy involves growing its private label and exclusive product offerings. The ability of the Company to continue to offer exclusive products depends upon the relationships it has with suppliers. Any deterioration of those relationships could adversely impact the Company's ability to supply exclusive products or, more generally, to successfully provide customers with a wide range of products at competitive prices. The Company continues to invest in its merchandising team to continue to ensure that it is appropriately managing relationships with its suppliers.

4.4 Product compliance risks

Many of the products sold in Baby Bunting's stores or online must comply with Australian mandatory product safety standards. In addition, products Baby Bunting sells must comply with general product safety requirements under Australian law and also meet the expectations of our consumers. Failure to do so may adversely affect the Company's reputation and performance and result in significant financial penalties. The Company has procedures to assess compliance issues of the products that it supplies, as well as procedures to respond to and investigate reports of product safety incidents that it receives.

4.5 Workplace and people management risks

Workplace health and safety is a priority at Baby Bunting. Failure to manage health and safety risks could have a negative effect on the Company's reputation and performance. The Company has a Safety Management System, which includes a Health, Safety and Injury Management Policy, with the aim of identifying and assessing workplace health and safety risks as well as educating employees in stores, at the Support Office and at the Distribution Centre about safe ways of working.

The Company's future performance depends to a significant degree on its key personnel, and its ability to attract and retain experienced and high performing personnel. The Company's remuneration policies and practices seek to ensure that executives and managers are provided with appropriate incentives and rewards to support their retention. In addition, the Company continues to make investments in training and development to further expand the skills of the Company's employees.

4.6 Cyber and technology risks

In common with other e-commerce retailers, the Company faces a range of cyber risks. This is a broad concept and encompasses a variety of risks that use or impact computer systems and that can result in authorised access or disclosure of information held by the Company, the commission of frauds or thefts, or the disruption of normal business operations.

The Company relies on its IT systems, retail point of sale and inventory management systems, networks and backup systems, and those of its external service providers, such as communication carriers and data providers, to process transactions (including online transactions), manage inventory, report financial results and manage its business. A malfunction of IT systems or a cybersecurity violation, could adversely impact Baby Bunting's ability to trade and to meet the needs of its customers.

Directors' Report

The Company has a continuing focus on IT systems and security, with the aim of ensuring that the IT systems are available to support the Company's operations and that steps are being taken to protect against adverse IT and cyber related events. IT infrastructure and data assets have been migrated to an external data centre and the Company remains focused on constantly improving its ability to prepare and respond to a cyber attack or other adverse event.

5. Signficant changes in the state of affairs in FY17

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

6. Matters subsequent to the end of the financial year

Apart from the determination to pay a final dividend in respect of the financial year ended 25 June 2017, no matter or circumstance has arisen since the end of the financial year which has not been dealt with in this Directors' Report or the Financial Report, and which has significantly affected, or may significantly affect:

- the Company's operations in future financial years;
- the results of those operations in future financial years; or
- the Company's state of affairs in future financial years.

7. Dividends

The following dividends have been paid to shareholders during the financial year:

Dividend	$'000
Final dividend in respect of the financial year ended 26 June 2016 (6.3 cents per share fully franked)	7,912
Interim dividend in respect of the half year ended 1 January 2017 (2.9 cents per share fully franked)	3,646

The Board has determined to pay a final dividend in respect of the financial year ended 25 June 2017 of 4.3 cents per share. This dividend is franked to 100% at the 30% corporate income tax rate. The record date for this final dividend is 25 August 2017 and the dividend payment date is 15 September 2017. The final dividend of 4.3 cents per share, when combined with the interim dividend of 2.9 cents per share, represents a payout ratio of approximately 70% of the full year pro forma NPAT.

8. Directors

The following persons were directors of the Company during the financial period and/or up to the date of this Directors' Report:

Director	Position	Date appointed	Date retired
Ian Cornell	Chairman (from 21 November 2016)	1 January 2015	–
Matt Spencer	CEO and Managing Director	23 April 2012*	–
Gary Levin	Non-executive Director	25 August 2014	–
Melanie Wilson	Non-executive Director	15 February 2016	–
Donna Player	Non-executive Director	16 January 2017	–
Stephen Roche	Non-executive Director	1 May 2017	–
Barry Saunders	Chairman	7 December 2007	21 November 2016
Tom Cowan	Non-executive Director	19 June 2009	21 March 2017

* Matt Spencer joined the Company in February 2012 as CEO. He was appointed a Director on 23 April 2012.

Details of the qualifications, experience and special responsibilities of each current director are set out on pages 6 and 7 of the Annual Report.

9. Meetings of Directors and Board Committees

The number of meetings of the Board and each Board Committee held during the period ended 25 June 2017 are set out below. All directors are invited to attend Board Committee meetings and most Board Committee meetings are attended by all directors. However, only attendance by directors who are members of the relevant Board Committee is shown in the table below.

Director	Meetings of directors		Audit and Risk Committee		Remuneration and Nomination Committee	
	Attended	Held	Attended	Held	Attended	Held
Ian Cornell	11	11	5	5	2	2
Matt Spencer	11	11	–	–	–	–
Gary Levin	11	11	6	6	–	–
Melanie Wilson	10	11	1	1	1	1
Donna Player	5	5	–	–	1	1
Stephen Roche	2	2	1	1	–	–
Barry Saunders[1]	5	5	–	–	1	1
Tom Cowan[2]	8	8	5	5	1	1

Attended = Number of meetings attended by the director.

Held = Number of meetings held during the time the director held office or was a member of the committee during the year.

1 = Barry Saunders retired on 21 November 2016.

2 = Tom Cowan retired on 21 March 2017.

10. Directors' relevant interests in shares

The following table sets out the relevant interests that each director has in the Company's ordinary shares or other securities as at the date of this Directors' Report.

Director	Ordinary shares	Performance Rights
Ian Cornell	900,000	nil
Matt Spencer	1,387,132	1,981,714
Gary Levin	388,000	nil
Melanie Wilson	20,000	nil
Donna Player	nil	nil
Stephen Roche	35,000	nil

11. Company Secretaries

Corey Lewis is the Group Legal Counsel and Company Secretary. He commenced employment with the Company in February 2016 and was appointed company secretary in March 2016. Before joining Baby Bunting, Corey worked as a corporate lawyer at the law firm Ashurst. He holds a Bachelor of Laws (Honours) and a Bachelor of Arts. He is also a graduate of the Australian Institute of Company Directors.

Darin Hoekman, the Company's Chief Financial Officer, is also a company secretary having been appointed in January 2014. Darin is a Chartered Accountant and holds a Bachelor of Commerce.

12. Details of performance rights

The CEO and Managing Director was the only Director eligible to participate in the LTI Plan. Further details of the LTI Plan are set out on pages 32 and 34 of the Remuneration Report. Each performance right entitles the holder to receive one fully paid share in the Company, subject to the satisfaction of the applicable performance conditions.

During the financial year, the Company granted 291,000 performance rights under the Company's long term incentive plan (LTI Plan). In addition, 326,619 performance rights lapsed in accordance with the rules of the LTI Plan.

All of the performance rights granted during the financial year are subject to the same performance conditions (see pages 32 and 34 of the Remuneration Report for more details).

Performance rights event	Issue price	Number of performance rights
Opening balance (26 June 2016)		5,331,524
Grant of rights under the LTI Plan (24 November 2016)	nil	291,000
Lapse of rights (5 May 2017)	n/a	(326,619)
Closing balance		**5,295,905**

The Board will determine whether the relevant performance conditions have been satisfied. Any performance rights that have not vested at the end of the third performance period (which occurs following the release of the Company's financial results for the 2020 financial year), will lapse.

Since the end of the financial year, 348,619 performance rights lapsed in accordance with the rules of the LTI Plan and the Company has agreed to grant 214,000 performance rights under the LTI Plan to a newly appointed executive reporting to the CEO and Managing Director. Having regard to these movements, the total number of performance rights granted and outstanding will be 5,161,286.

13. Details of options

There are no options over shares on issue as at the date of this Directors' Report and no shares were issued during the year as a result of the exercise of options.

14. Remuneration Report

The Remuneration Report, which forms part of this Directors' Report, is presented separately from page 30.

15. Indemnification and insurance of Directors and Officers

Under the Company's Constitution, to the fullest extent permitted by law, the Company must indemnify every officer of the Company and its wholly-owned subsidiaries, and may indemnify its auditor against any liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate).

The Company has entered into a deed of access, indemnity and insurance with each Non-executive Director and the CEO and Managing Director which confirms each person's right of access to certain books and records of the Company while they are a Director and after they cease to be a Director. The deed also requires the Company to provide an indemnity for liability incurred as an officer of the Company and its subsidiaries, to the maximum extent permitted by law.

The Constitution also allows the Company to enter into and pay premiums on contracts of insurance, insuring any liability incurred by a current or former Director and officer of the Company. The deed of access, indemnity and insurance requires the Company to use its best endeavours to maintain an insurance policy, which insures the Director against liability as a Director and officer of the Company from the date of the deed until the date which is seven years after the Director ceases to hold office as a Director.

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

16. Proceedings on behalf of the Company

No proceedings have been brought or intervened in on behalf of the Company with the leave of the court under section 237 of the Corporations Act. No person has applied to the court under section 237 of the Corporations Act for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party.

17. Environmental regulation

The Company is not involved in activities that have a marked influence on the environment within its area of operation. As such, the Directors do not consider that the Company's operations are subject to any particular and significant environmental regulation in Australia.

18. Non-audit services

The Company may decide to employ its external auditor on assignments additional to its statutory audit duties where the auditor's expertise and experience with the Company are important.

Details of the amounts paid or payable to the auditor (Deloitte Touche Tohmatsu) for audit and assurance ($125,000) and non-audit ($18,420) services provided during the year are set out in the Financial Statements (at Note 27).

The Board has considered the position and, in accordance with advice received from the Audit and Risk Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence imposed on auditors imposed by the Corporations Act. The Directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the Corporations Act for the following reasons:

- all non-audit services have been reviewed by the Audit and Risk Committee to ensure that they do not impact on the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

19. Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act is attached to this Directors' Report on page 38.

20. Rounding of amounts

The Company has taken advantage of ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 relating to the "rounding off" of amounts in the Directors' Report and Financial Statements. Amounts in these reports have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

The Directors' Report is made in accordance with a resolution of Directors.

On behalf of the Directors

Ian Cornell

Ian Cornell
Chairman

Melbourne: 11 August 2017

Remuneration Report

Dear shareholders

On behalf of your Board, I am pleased to present Baby Bunting's 2017 Remuneration Report.

The Board recognises that the performance of Baby Bunting depends on the quality and motivation of its people. The Company's remuneration strategy seeks to appropriately reward, incentivise and retain key employees. The Board aims to achieve this by setting competitive remuneration packages that include a mix of fixed, short term and long term incentives.

The Report is intended to provide you with an understanding of a number of elements of the Company's remuneration strategy. It discloses the remuneration of the Non-executive Directors and certain other executives (referred to as "disclosed executives"). In addition, it also describes key elements of the remuneration practices for the other executives and Team Members who all play a key role in contributing to the Company's performance and success.

In 2015, in advance of the Company's ASX listing, the Board adopted a remuneration strategy it considered to be appropriate for an ASX listed entity. Recognising the responsibility of the disclosed executives and other executives for the Company's operating and financial performance, their remuneration continues to be structured to provide (relative to comparable organisations) for a lower level of base salary combined with a higher proportion of "at-risk" remuneration. The "at-risk" remuneration consists of short term incentives and performance rights granted under the LTI Plan (described further in the Remuneration Report). The Board believes that the remuneration strategy adopted at that time continues to serve the Company well. Accordingly, during the year, there were no significant changes to the Company's remuneration policies and practices.

At the Company's 2016 annual general meeting, shareholders approved the grant of an additional 100,000 performance rights to the Company's CEO and Managing Director, Matt Spencer under the Company's Long Term Incentive Plan (LTI Plan). The Board proposed the additional grant in recognition of Matt's contribution to the Company's strong FY2016 financial performance as well as to provide further incentives for Matt to continue to focus on ongoing improvement of the Company's long term performance. At the same time as the grant to Matt, an additional number of performance rights were granted to other senior executives. All performance rights granted in FY2017 were granted subject to the performance conditions and performance hurdles that apply to the performance rights that were granted initially in FY2016. Details of the LTI Plan and the high (absolute) performance hurdles that must be satisfied before a participant can receive any benefit under the plan are set out in the Remuneration Report.

The Board believes that providing incentives is a very important and meaningful way of improving business performance, for rewarding success and for recognising an individual's performance and their contribution to the Company's overall success. Accordingly, eligible employees (in addition to executives) may be provided with an opportunity to receive an annual short term incentive payment based on the individual's and the Company's performance.

Another important part of the Company's remuneration strategy is the General Employee Share Plan (GES Plan). The GES Plan is part of the Company's employee alignment strategy as it provides employees with an opportunity to own a part of Baby Bunting and receive financial benefits as shareholders. During the year, the Company made its second offer under this plan, providing eligible employees with Baby Bunting shares for no monetary consideration. At the end of the financial year, approximately 43% of the Company's employees were shareholders. The Board intends making grants under the GES Plan in the future to eligible employees to reward sustainable financial performance.

The Board continues to be confident that the Company's remuneration policies and practices are well designed and serve to attract, retain and motivate our Team Members to grow long term shareholder value.

M. Wilson

Melanie Wilson
Chairman of the Remuneration and Nomination Committee

The Remuneration Report sets out remuneration information for the Company's Non-executive Directors and other key management personnel (disclosed executives) for the year ended 25 June 2017.

The information provided in this Remuneration Report has been audited as required by section 308(3C) of the Corporations Act 2001.

1. Key management personnel

The Company's key management personnel are its Non-executive Directors and those executives who have been identified as having the greatest authority for planning, directing and controlling the activities of the Group.

Non-executive Directors	
Ian Cornell	Non-executive Chairman (appointed Chairman 21 November 2016)
Gary Levin	Non-executive Director
Melanie Wilson	Non-executive Director
Donna Player	Non-executive Director (appointed 16 January 2017)
Stephen Roche	Non-executive Director (appointed 1 May 2017)
Former Non-executive Directors	
Barry Saunders	Non-executive Chairman (retired 21 November 2016)
Tom Cowan	Non-executive Director (retired 21 March 2017)
Disclosed executives	
Matt Spencer	CEO and Managing Director
Darin Hoekman	Chief Financial Officer

2. Remuneration Governance

Ultimately, the Board is responsible for the Company's remuneration policy and practices. To assist the Board with this, it has established the Remuneration and Nomination Committee (Committee). The Committee's role is to review and make recommendations to the Board on remuneration policies and practices and to ensure that the remuneration policies and practices are consistent with the strategic goal of the Board to build and deliver value to shareholders over the long term.

A copy of the Committee's Charter is available on the Company's website at www.babybuntingcorporate.com.au. It sets out further details of the Committee's specific responsibilities and functions.

Details of the composition of the Committee and the meetings held during the year are set out on page 27 of the Directors' Report.

3. Remuneration policy and practices

The Company's remuneration policy seeks to appropriately reward, incentivise and retain key employees. The remuneration practices adopted by the Company include the use of fixed and variable remuneration, and short term and long term performance based indicators.

3.1 Fixed remuneration

Fixed remuneration for employees is determined according to industry standards, relevant laws, labour market conditions and the profitability of the Company. It consists of base remuneration and superannuation. Base remuneration includes cash salary and any salary sacrifice items.

The Company provides employer superannuation contributions at Government legislated rates, capped at the relevant contribution limit unless part of a salary sacrifice election by an employee.

Fixed remuneration is reviewed annually and adjusted where appropriate. There is no guaranteed or automatic entitlement to an increase in fixed remuneration (other than to comply with any applicable legal requirements).

3.2 Short term incentives

The Company operates short term incentive plans for eligible employees, including executives and employees in other management or specialist roles.

Under the Company's principal short term incentive plans (STI plans), a cash bonus can be paid to an eligible employee, subject to the achievement of a range of financial and non-financial key performance indicators for the relevant financial year. Participation in, and payments under, the STI plans for a financial year are at the discretion of the Board. The annual key performance indicators for participants and related targets are also reviewed annually.

For participants to become eligible to receive a payment under the STI plans, the Company must achieve certain EBIT growth targets for the financial year (with the result inclusive of payments under the STI plans). The amount of the payment (if any) received depends upon the employee satisfactorily achieving previously agreed key performance criteria and the employee's overall performance for the year meeting the required standard.

For the executives participating in the STI plan in the 2017 financial year (including the disclosed executives) the size of the potential STI payment was determined having regard to achieving year on year pro forma EBIT growth. Accordingly:

- if "threshold" year on year pro forma EBIT growth is not achieved, no STI payment is to be made. This reflects the principles that no significant benefit is to be provided where the Company's financial results do not justify providing any payment and also that there must be a relationship between performance and reward;
- if "threshold" year on year pro forma EBIT growth is achieved, the maximum potential STI payment is 20% of the participating executive's base remuneration; and
- if year on year pro forma EBIT growth exceeds "threshold" growth, the size of the maximum potential STI payment increases proportionally and is not limited. This is to encourage and reward participants for extraordinary performance in achieving EBIT growth.

For the 2017 financial year, pro forma EBIT growth relative to the 2016 financial year pro forma EBIT was 22.3%.

This resulted in a potential STI payment for participating executives equal to 24.3% of their base remuneration.

The size of each participating executive's actual STI payment was determined by applying financial and non-financial criteria. For the disclosed executives, the weighting of the performance criteria was:

Disclosed executive	Financial criteria weighting	Non-financial criteria weighting
Matt Spencer	70%	30%
Darin Hoekman	70%	30%

Achievement of year on year pro forma EBIT growth of 22.3% (and after allowing for the payments to be made under the STI plans) meant that the financial criteria was satisfied in its entirety.

The non-financial criteria for the disclosed executives (collectively) consisted of:

- employee engagement initiatives and achievement of reductions in lost time injury frequency rates;
- a significant improvement in the "Net Promotor Score" provided throughout the financial year by the Company's customers;
- enhancement of internal reporting and business processes, including risk management processes; and
- property related initiatives.

These performance criteria were selected to provide an incentive to participating executives to achieve specific targets relevant to the business as well as contributing to the overall financial performance of the Company. There is a large weighting to the Company's financial result (70%), reflecting the principle that benefits under the STI Plan are to be provided primarily when the Company has performed well.

Assessment of whether the performance criteria have been satisfied for participating executives is undertaken by the CEO and Managing Director with any decision to award a payment approved by the Board. In relation to the CEO and Managing Director, the Board assesses the relevant performance criteria and approves any STI payment.

For the disclosed executives, the extent to which the financial criteria and non-financial criteria were achieved and the resulting STI award for the 2017 financial year was:

Disclosed executive	% of financial criteria achieved	% of non-financial criteria achieved	% of maximum STI awarded	% of STI forfeited
Matt Spencer	100%	50%	85%	15%
Darin Hoekman	100%	67%	90%	10%

STI plan benefits are paid in cash and reflect amounts earned during the financial year and are provided for in the annual financial statements. Any STI plan payments are payable in September.

3.3 Long Term Incentive Plan

Introduction

The LTI Plan is designed to align the interests of executives and participating employees more closely with the interests of the Company's shareholders by providing an opportunity for eligible employees to receive an equity interest in the Company through the grant of "performance rights". Upon vesting, each performance right entitles the participant to one fully paid ordinary share in the Company. Participation in the LTI Plan is by invitation. The Board may determine which executives or other employees are eligible.

In the 2017 financial year, an additional 100,000 rights were granted to the CEO and Managing Director following shareholder approval at the Company's 2016 annual general meeting. The Chief Financial Officer and other executives also received an additional grant of rights, bringing the total additional number of rights granted in FY2017 to 291,000. See page 28 for details of the performance rights outstanding.

In the first three years of its operation, the number of rights to be granted and outstanding will be limited to a maximum of 5% of the number of the Company's shares on issue upon completion of the IPO.

Performance conditions and performance periods

The number of rights that vest will be determined by reference to two performance conditions:

- earnings per share (EPS) growth; and
- total shareholder return (TSR) growth.

Half of the rights granted are subject to the EPS growth performance condition (EPS Rights). The other half of the rights granted are subject to the TSR growth condition (TSR Rights). Both of these conditions are expressed as a compound annual growth rate (CAGR) percentage.

EPS growth performance condition

The EPS growth performance condition is a measure of the compound annual growth rate in the Company's EPS measured over the relevant performance period.

EPS growth will be measured as the annual compound percentage increase in the Company's EPS from a base level of 8.6 cents per share. This base level EPS was calculated by dividing the Company's pro forma NPAT for the financial year ended 26 June 2016 (excluding the expense of the LTI Plan recognised in the Company's statutory financial statements and any unusual items) by the number of shares on issue as at 26 June 2016.

TSR growth performance condition

Broadly, TSR is a measure of the increase in the Company's share price (assuming dividends are reinvested).

The TSR growth performance condition is a measure of the compound annual growth of the Company's TSR measured over the relevant performance period with $1.40 (being the price at which shares were issued in the Company's IPO) used as the base level (and with no allowance for the "pre-IPO dividend" paid by the Company at the time of the IPO).

In relation to the rights that have previously been granted to the CEO and Managing Director, the Chief Financial Officer and other participating executives, the performance periods and the number of rights that vest if the relevant performance condition is satisfied are as follows:

<table>
<tr><th>EPS Rights</th><th>TSR Rights</th></tr>
<tr><td colspan="2">Performance periods</td></tr>
<tr><td>There are three separate performance periods that apply to the EPS Rights:
• 20% of the EPS Rights will be assessed against EPS growth measured in the two year period from the end of FY2016 to the end of FY2018;
• 30% of the EPS Rights will be assessed against EPS growth measured in the three year period from the end of FY2016 to the end of FY2019; and
• 50% of the EPS Rights will be assessed against EPS growth measured in the four year period from the end of FY2016 to the end of FY2020.
If an EPS Right does not vest at the end of the first and/or second performance period, it does not lapse but remains available for vesting at the end of the next applicable performance period. If an EPS Right has not vested at the end of the third performance period, it will lapse. There is no further re-testing after the third performance period.</td><td>There are three separate performance periods that apply to the TSR` Rights:
• 20% of the TSR Rights will be assessed against TSR growth measured in the period from the Company's listing on ASX to shortly following the release of the Company's financial results for FY2018;
• 30% of the TSR Rights will be assessed against TSR growth measured in the period from the Company's listing on ASX to shortly following the release of the Company's financial results for FY2019; and
• 50% of the TSR Rights will be assessed against TSR growth measured in the period from the Company's listing on ASX to shortly following the release of the Company's financial results for FY2020.
If a TSR Right does not vest at the end of the first and/or second performance period, it does not lapse but remains available for vesting at the end of the next applicable performance period. If a TSR Right has not vested at the end of the third performance period, it will lapse. There is no further re-testing after the third performance period.</td></tr>
<tr><td colspan="2">Number of rights to vest</td></tr>
<tr><td>• 15% of the EPS Rights will vest if the minimum EPS growth hurdle condition of 15% EPS CAGR is achieved over the relevant performance period;
• 100% of the EPS Rights will vest if the EPS growth hurdle of 25% EPS CAGR is achieved over the relevant performance period; and
• if the EPS CAGR is within the range of 15% to 25% EPS CAGR, the number of EPS Rights that will vest will be pro-rated on a straight-line basis.</td><td>• 15% of the TSR Rights will vest if the minimum TSR growth hurdle condition of 15% TSR CAGR is achieved over the relevant performance period;
• 100% of the TSR Rights will vest if the TSR growth hurdle of 25% TSR CAGR is achieved over the relevant performance period; and
• if the TSR CAGR is within the range of 15% to 25% TSR CAGR, the number of TSR Rights that will vest will be pro-rated on a straight-line basis.</td></tr>
</table>

Additional comment on performance conditions and performance periods

Performance rights were first granted in the 2016 financial year. The first performance period concludes after the end of the 2018 financial year. This presents participants with an opportunity to have a small proportion of their rights vest (ie up to 20% only). Given its philosophy of favouring a smaller proportion of fixed remuneration (relative to comparable ASX companies) and a large proportion of "at-risk" remuneration, the Board considers it appropriate that participating executives have the potential to earn a small part of their LTI benefit in the first period ending after FY2018, especially where EPS CAGR or TSR CAGR of at least 15% has been achieved over that period.

The LTI Plan also provides that if any rights at the end of the first and/or second performance period have not vested, they do not lapse but remain available for vesting at the end of the next subsequent performance period. The Board considers this to be in the interests of shareholders as it ensures participating executives are not penalised for making short term investments that may dampen near term growth but lead to higher overall growth in the long term. It is important to note as the performance conditions look to compound annual growth rates, the longer the period for testing, the harder the test. So, if 25% CAGR for TSR or EPS growth is not achieved in the period to the end of FY2018, then achieving 25% CAGR over a longer period to the end of FY2019 and FY2020 will be an even more challenging target for participants.

Treatment on cessation of employment

Upon resignation, a participant's unvested rights will lapse. In addition, in instances where the participant's employment was terminated for cause or as a result of unsatisfactory performance, unvested rights will lapse. In other circumstances, a person ceasing employment may retain unvested rights with vesting to be tested at the end of the relevant performance period. However, in all cases, the Board has discretion to permit a participant to retain unvested Rights, including a discretion to reduce the number of retained unvested Rights to reflect the part of the performance period for which the participant was employed. Shareholder approval has been obtained for the purposes of sections 200B and 200E of the Corporations Act to permit the Company to give a benefit to a participant who holds a managerial or executive office in these circumstances. This approval was expressed to be for the period up to the 2018 annual general meeting.

Treatment on change of control

Generally, in the event of a change of control of the Company, unvested rights will vest on a pro rata basis having regard to the proportion of the performance period that has passed and after testing the relevant performance conditions at that time. The Board has discretion to determine whether a change in control has occurred and the treatment of the rights at that time.

Other conditions

Subject to the ASX Listing Rules (where relevant), a participant may only participate in new issues of shares or other securities if the right has been exercised in accordance with its terms and shares are issued or transferred and registered in respect of the right on or before the record date for determining entitlements to the issue. Participants will also be entitled to receive an allocation of additional shares as an adjustment for bonus issues.

3.4 General Employee Share Plan

The General Employee Share Plan (GES Plan) is part of the Company's overall remuneration policy to reward Baby Bunting employees, from time to time. By providing share ownership to employees, Baby Bunting is committed to creating a high performance culture and aligning employees to the creation of long term value for the Company.

The GES Plan provides for grants of shares to eligible employees of the Company up to a value determined by the Board. At the end of the financial year, approximately 43% of the Company's employees were shareholders of the Company, the vast majority of whom acquired their shares because of the GES Plan.

During the financial year, the Company made its second offer under this plan and issued 132,368 shares to 407 eligible employees who each received $1,000 worth of Baby Bunting shares for no monetary consideration.

Shares acquired under the GES Plan are subject to disposal restrictions having regard to applicable Australian tax legislation (currently, shares granted cannot be dealt with by a participant until the earlier of three years after the date of grant or the day after the day the participant ceases to be an employee).

The Board intends making grants under the GES Plan in the future to eligible employees to reward sustainable financial performance.

4. Relationship between remuneration and the company's performance

The following table shows key performance indicators for the Company over the last four years.

	2017 $'000	2016 $'000	2015 $'000	2014 $'000
EBITDA (statutory)	22,138	15,743	11,982	8,573
Net profit after tax (statutory)	12,247	8,334	6,040	4,064
Dividends per share – ordinary (cps)	7.2	6.3	–	–
Dividends per share – special (cps)	–	15.0	–	–
Basic Earnings per share (cents)	9.7	7.0	6.2	4.2

5. Non-executive Director

Remuneration Policy

Under the Company's Constitution, the Directors decide the total amount paid to all Non-executive Directors as remuneration for their services as a Director, but the total amount paid to all Non-executive Directors must not exceed in aggregate in any financial year $1,000,000 (being the amount specified in the Constitution) or any other amount fixed by the Company in general meeting. Currently, the aggregate fee cap is $1,000,000 (inclusive of superannuation contributions).

Annual Non-executive Directors' fees (inclusive of superannuation contributions) currently agreed to be paid by the Company are $120,000 to the Chairman and $65,000 to each of the remaining Non-executive Directors.

In addition, chairmen of the two Board committees each receive $15,000 annually. Other committee members receive $5,000 per annum for their role as a committee member. Superannuation contributions provided by the Company are included in these amounts.

For the financial year ended 25 June 2017, the fees paid and superannuation contributions to all Non-executive Directors were approximately $407,000 in aggregate.

Non-executive Directors' remuneration must not include a commission on, or a percentage of, operating revenue. Non-executive Directors are not entitled to participate in any of the Company's employee incentive plans.

6. Details of remuneration for Non-executive Directors and disclosed Executives

Details of the remuneration of the Directors and other key management personnel of the Company are set out in the following tables.

		Short term employee benefits			Post-employment benefits	Long term benefits	Share based payments[3]				
	Year	Salary & fees[2] $	STI and other fees $	Non-monetary benefits $	Super-annuation $	Long service leave $	LTI Plan rights[4] $	Historical share options[5] $	Employee share plan[6] $	TOTAL[7] $	Perfor-mance related %
Non-executive Directors											
Ian Cornell	2017	96,839	–	–	9,200	–	–	–		**106,039**	–
	2016	60,590	–	–	5,756					**66,346**	
Gary Levin	2017	73,860	–	–	6,140	–	–	–		**80,000**	–
	2016	63,839	–	–	6,065					**69,904**	
Melanie Wilson	2017	63,225	–	–	6,006	–	–	–		**69,231**	–
	2016	21,690		–	2,061					**23,751**	
Donna Player (appointed 16 January 2017)	2017	27,046	–	–	2,539	–	–	–		**29,585**	–
	2016	–	–	–	–	–	–	–		**–**	–
Stephen Roche (appointed 1 May 2017)	2017	9,835	–	–	934	–	–	–		**10,769**	–
	2016	–	–	–	–	–	–	–			–
Former Non–executive Directors											
Barry Saunders (retired 21 November 2016)	2017	46,540	–	–	4,421	–	–	–		**50,961**	–
	2016	112,179	–	2,164	10,657	–	–	48,707[8]		**173,707**	28.0%
Tom Cowan[1] (retired 21 March 2017)	2017	61,153	–	–	–	–	–	–		**61,153**	
	2016	74,942	–	–	–	–	–	–		**74,792**	–
Disclosed executives											
Matt Spencer	2017	450,538	93,255	5,905	19,615	12,630	115,289	–	–	**697,232**	29.9%
	2016	427,838	124,656	8,754	19,549	12,388	47,756	212,448	–	**853,389**	45.1%
Darin Hoekman	2017	280,638	60,202	7,500	19,615	3,198	42,273	–	999	**414,425**	24.7%
	2016	264,028	81,993	7,500	19,308	1,082	17,511	71,357	–	**462,779**	36.9%

1. Fees payable to Tom Cowan were paid to TDM Asset Management Pty Ltd. Accordingly, Tom was responsible for his own superannuation arrangements.
2. Amount includes the value of annual leave accrued during the financial year and salary sacrifice arrangements.
3. The value of share based payments has been calculated in accordance with applicable accounting standards.
4. The value of the LTI plan rights included as remuneration in the table represents the aggregate of amounts determined for both market based and non-market based performance hurdles.
5. The prior period value reflects the cost of the historical share options plan which was accelerated when the IPO of shares of the Company became probable and holders committed to exercising their share options.
6. The Company issued 132,368 shares under its General Employee Share Plan in the current reporting period with no monetary consideration payable by participating eligible employees who each received approximately $1,000 worth of shares.
7 There were no termination benefits paid or payable during the current financial year.
8. Options had been granted to Barry Saunders in connection with his service as executive chairman in the period before the appointment of Matt Spencer as CEO and Managing Director.

Remuneration Report

7. Employment contracts

Each executive has an employment contract specifying, among other things, remuneration arrangements, benefits, notice periods and other terms and conditions. The contracts provide that participation in the STI and LTI arrangements are at the Board's discretion.

The employment contracts do not have a fixed term. Employment may be terminated by the executive with notice, or by the Company with notice or by payment in lieu of notice, or with immediate effect in circumstances including serious or wilful misconduct.

Disclosed executive	Termination – notice by Executive	Termination – notice by Company or payment in lieu
Matt Spencer	12 months	12 months
Darin Hoekman	6 months	6 months

8. Equity instruments held by key management personnel

The tables below show the number of shares, performance rights and options in the Company that were held during the financial year by key management personnel, including close members of their family and entities related to them. No amounts remain unpaid in respect of the ordinary shares at the end of the financial year.

Ordinary shares

Shares held by key management personnel, including close members of their family and entities related to them.

2017	Balance at start of the year	Net change	Balance at the end of year
Non-executive Directors			
Ian Cornell	610,000	290,000	900,000
Gary Levin	488,000	(100,000)	388,000
Melanie Wilson	–	20,000	20,000
Donna Player (appointed 16 January 2017)	–	–	–
Stephen Roche (appointed 1 May 2017)	–	35,000	35,000
Retired Non-executive Directors			
Barry Saunders (retired 21 November 2016)	4,197,109	–	4,197,109[1]
Tom Cowan* (retired 21 March 2017)	36,901,303	(23,880,807)	13,020,496[2]
Disclosed executives			
Matt Spencer	2,487,132	(1,100,000)	1,387,132
Darin Hoekman	437,000	(100,000)	337,000

* Tom Cowan is a partner of TDM Asset Management. It held shares directly and has an indirect interest in shares held by its clients by virtue of the control it exercisers in relation to the shares under its investment management arrangements with its clients.

1. Balance shown is balance as at 21 November 2016, the date Barry Saunders retired as a director.
2. Balance shown is balance as at 21 March 2017, the date Tom Cowan retired as a director.

Performance rights

Under the LTI Plan, Matt Spencer and Darin Hoekman were each granted additional performance rights on 24 November 2016 (see section 3.3).

2017	Value of rights granted during the year	Number of rights granted as compensation	Number of rights held at end of year (all unvested)
Matt Spencer	$195,500	100,000	1,981,714
Darin Hoekman	$97,750	50,000	739,962

Details of the performance conditions and performance periods for those rights are set out in section 3.3 (Long term incentive plan) above.

Half of the performance rights in the table above are subject to the TSR performance condition and the other half are subject to the EPS performance condition. The fair value of the TSR performance rights granted to the disclosed executives during the financial year is $1.26. The fair value of the TSR component of performance rights is determined at grant date using a Monte-Carlo simulation. For the EPS performance rights, the fair value of the rights granted during the financial year is determined with reference to the share price of ordinary shares at grant date ($2.65).

Options

There are no options over shares on issue as at the date of this Directors' Report.

9. Loans to key management personnel

There are no loans to key management personnel.

This is the end of the Remuneration Report.

Auditor's Independence Declaration

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060

550 Bourke Street
Melbourne VIC 3000
GPO Box 78
Melbourne VIC 3001 Australia

Tel: +61 (03) 9671 7000
Fax: +61 (03) 9671 7001
www.deloitte.com.au

11 August 2017

The Board of Directors
Baby Bunting Group Limited
955 Taylors Rd
Dandenong South VIC 3175

Dear Board Members

Baby Bunting Group Limited

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

As lead audit partner for the audit of the financial statements of Baby Bunting Group Limited for the financial year ended 25 June 2017, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

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

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Gerard Belleville

Gerard Belleville
Partner
Chartered Accountants

Consolidated Financial Statements

for the year ended 25 June 2017

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 25 June 2017

	Note	2017 $'000	2016 $'000
Revenue	3	278,027	236,840
Cost of sales		(182,735)	(155,678)
Gross profit		95,292	81,162
Other revenue	3	17	21
Store expenses	4	(56,762)	(48,305)
Marketing expenses		(4,919)	(3,983)
Warehousing expenses	4	(3,748)	(3,540)
Administrative expenses	4	(11,753)	(10,895)
IPO transaction costs expensed		–	(1,876)
Finance costs	4	(432)	(397)
Profit before tax		17,695	12,187
Income tax expense	5	(5,448)	(3,853)
Profit after tax		12,247	8,334
Other comprehensive income for the year		–	–
Total comprehensive income for the year		12,247	8,334
Profit for the year attributable to:			
Equity holders of Baby Bunting Group Limited		12,247	8,334
Earnings per share			
From continuing operations			
Basic (cents per share)	26(a)	9.7	7.0
Diluted (cents per share)	26(b)	9.6	7.0

Notes to the consolidated financial statements are included in Pages 44 to 68.

Consolidated Statement of Financial Position

as at 25 June 2017

	Note	25 June 2017 $'000	26 June 2016 $'000
Current Assets			
Cash and cash equivalents	23(b)	6,425	7,363
Other receivables	6	9,559	8,135
Inventories	7	47,882	41,042
Other assets	8	1,169	771
Total current assets		**65,035**	**57,311**
Non-current Assets			
Plant and equipment	9	20,006	17,005
Intangibles	10	1,224	903
Goodwill	10	44,180	44,180
Deferred tax assets	11	3,434	3,361
Total non-current assets		**68,844**	**65,449**
Total assets		**133,879**	**122,760**
Current Liabilities			
Trade and other payables	12	28,031	23,828
Current tax liabilities		851	844
Provisions	14	2,636	2,267
Operating lease provision	12	119	135
Total Current Liabilities		**31,637**	**27,074**
Non-Current Liabilities			
Borrowings	13	4,800	–
Provisions	14	341	260
Operating lease provision	12	2,973	2,702
Total non-current liabilities		**8,114**	**2,962**
Total liabilities		**39,751**	**30,036**
Net assets		**94,128**	**92,724**
Equity			
Issued capital	15	84,816	84,420
Share based payments reserve	19	451	132
Retained earnings	17	8,861	8,172
Total equity		**94,128**	**92,724**

Notes to the consolidated financial statements are included in Pages 44 to 68.

Consolidated Statement of Changes in Equity

for the year ended 25 June 2017

	Issued Capital $'000	Share Based Payments Reserve $'000	Retained Earnings $'000	Total Equity $'000
Balance at 28 June 2015	55,070	989	15,955	72,014
Profit for the year	–	–	8,334	8,334
Other comprehensive income	–	–	–	–
Total comprehensive income for the year	–	–	8,334	8,334
Issue of shares (Note 15,19)	29,350	(1,464)	–	27,886
Dividends (Note 16)	–	–	(16,117)	(16,117)
Share based payment (Note 19)	–	607	–	607
Balance at 26 June 2016	**84,420**	**132**	**8,172**	**92,724**
Balance at 26 June 2016	84,420	132	8,172	92,724
Profit for the year	–	–	12,247	12,247
Other comprehensive income	–	–	–	–
Total comprehensive income for the year	–	–	12,247	12,247
Issue of shares (Note 15,19)	396	–	–	396
Dividends (Note 16)	–	–	(11,558)	(11,558)
Share based payment (Note 19)	–	319	–	319
Balance at 25 June 2017	**84,816**	**451**	**8,861**	**94,128**

Notes to the consolidated financial statements are included in Pages 44 to 68.

Consolidated Statement of Cash Flows

for the year ended 25 June 2017

	Note	2017 $'000	2016 $'000
Cash flows from operating activities			
Receipts from customers		304,090	258,418
Payments to suppliers and employees		(285,017)	(242,851)
Income tax paid		(5,513)	(6,213)
Interest received		17	20
Finance costs paid		(406)	(420)
Transaction costs for listing		–	(1,876)
Net cash from operating activities	23(a)	**13,171**	**7,078**
Cash flows from investing activities			
Payments for plant and equipment and intangibles	9,10	(7,352)	(6,185)
Proceeds on sale of plant and equipment		1	6
Net cash used in investing activities		**(7,351)**	**(6,179)**
Cash flows from financing activities			
Proceeds from issue of shares	15,19	–	28,717
Transaction costs for issue of shares		–	(1,754)
Dividends paid	16	(11,558)	(16,117)
Proceeds from/(Repayment of) borrowings		4,800	(7,950)
Net cash (used in)/provided by financing activities		**(6,758)**	**2,896**
Net (decrease)/increase in cash and cash equivalents		(938)	3,795
Cash and cash equivalents at beginning of the financial year		7,363	3,568
Cash and cash equivalents at end of the financial year	23(b)	**6,425**	**7,363**

Notes to the consolidated financial statements are included in Pages 44 to 68.

Notes to the Consolidated Financial Statements

for the year ended 25 June 2017

Note 1: Reporting entity

Baby Bunting Group Limited (the Company) is a company domiciled in Australia. The address of the Company's registered office and its principal place of business is 955 Taylors Road, Dandenong South, Victoria 3175, Australia.

The consolidated financial statements of the Company as at and for the year ended 25 June 2017 comprise the Company and its subsidiaries (together referred to as the "consolidated entity"). The consolidated entity is primarily involved in the retailing of baby merchandise.

The Company was admitted to the official list of the Australian Securities Exchange (ASX) on 14 October 2015 under the ASX code 'BBN'.

Note 2: Significant accounting policies

The following significant accounting policies have been adopted in the preparation and presentation of the financial report.

A. Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the consolidated entity. Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Company and the consolidated entity comply with International Financial Reporting Standards (IFRS). For the purposes of preparing the Consolidated Financial Statements, the Company is a for-profit entity.

The financial statements were authorised for issue by the directors on 11 August 2017.

B. Basis of Preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for certain properties and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below. All amounts are presented in Australian dollars, unless otherwise noted.

Historical cost is generally based on the fair values of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the consolidated entity takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of AASB 2, leasing transactions that are within the scope of AASB 117, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in AASB 102 'Inventories' or value in use in AASB 136 'Impairment of Assets'.

The Company is a company of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, and in accordance with that Class Order amounts in the financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

C. Critical accounting judgements and key sources of estimation uncertainty

In the application of the consolidated entity's accounting policies, the directors are required to make judgments, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Determination of inventory provision for shrinkage, obsolescence and mark-down

Management's judgement is applied in determining the inventory provision for shrinkage, obsolescence and mark-down. Estimation of shrinkage trends based on historical estimations have been applied against inventory held at year end and where the estimated selling price of inventory is lower than the cost to sell, the difference is recognised in the provision.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. The key assumptions used in the value in use calculations are as follows:

Forecasted sales growth of existing stores	3.0% for comparable store growth over a 5 year period
Terminal sales growth rate	3.0%
Forecasted gross margin	Average gross margins achieved in the period immediately before the forecast period
Forecasted retail store expenses	Forecast increases correlate to the consumer price indices. The values assigned to the key assumption are consistent with external sources of information
Post-tax weighted average cost of capital	11.8%

The recoverable amount of the consolidated entity's goodwill currently exceeds its carrying value. Reasonable possible changes that may occur to the assumptions used would not result in impairment.

D. Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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

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

E. Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The consideration of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the consolidated entity in exchange for control of the business acquired. Acquisition related costs are recognised in the statement of profit or loss and other comprehensive income as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 3 'Business Combinations' are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the consideration of the business combination over the consolidated entity's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the consolidated entity's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the consideration of the business combination, the excess is recognised immediately in the statement of profit or loss and other comprehensive income.

F. Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The Company is part of a tax consolidated group under Australian taxation law, of which the Company is the head entity. As a result the Company is subject to income tax through its membership of the tax consolidated group. Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax-consolidated group (if any) are recognised by the Company (as head entity in the tax-consolidated group).

Nature of tax funding arrangements and tax sharing agreements

Entities within the tax-consolidated group have entered into a tax funding arrangement and a tax sharing agreement with the head entity. Under the terms of the tax funding arrangement, Baby Bunting Group Limited and the other entity in the tax-consolidated group have agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the entity.

The tax sharing agreement entered into between members of the tax-consolidated group provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations or if an entity should leave the tax-consolidated group. The effect of the tax sharing agreement is that each member's liability for tax payable by the tax consolidated group is limited to the amount payable to the head entity under the tax funding arrangement.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The consolidated entity's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Note 2: Significant accounting policies (continued)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the consolidated entity intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

G. Inventories

Inventories are stated at the lower of cost and net realisable value. Costs are assigned to inventory on hand by the method most appropriate to each particular class of inventory, with the majority being valued on a weighted average cost formula basis. Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale.

Net realisable value considers inventory aging profiles, shrinkage rates, markdowns and market factors impacting inventory selling prices. Where the expected net realisable value is below the inventory cost, a provision for shrinkage, obsolescence and mark-down is recognised.

Volume rebates are recognised as a reduction in the cost of inventory and are recorded as a reduction in the cost of goods sold when the inventory is sold. Supplier promotional and marketing rebates that arise upon sale of inventory have been brought to account as a direct deduction in costs of goods sold.

H. Plant and Equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation. The depreciable amount of all fixed assets, are depreciated over their estimated useful lives. The estimated useful lives and depreciation methods are reviewed at the end of each annual reporting period, with the effect of any changes recognised on a prospective basis. Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is the shorter, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period, with the effect of any changes recognised on a prospective basis. The useful life for each class of asset is:

Class of fixed asset	Useful Life
Plant and equipment	3 – 10 years
Leasehold improvements	5 – 10 years

I. Intangibles – Computer Software

Intangible assets with finite lives that are acquired separately or internally generated are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

J. Employee Benefits

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

Liabilities recognised in respect of employee benefits expected to be settled within 12 months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement. Liabilities recognised in respect of employee benefits which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the Company in respect of services provided by employees up to reporting date.

K. Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

L. Revenue

Revenue from the sale of goods is recognised at the point of sale. All revenue is stated net of the amount of goods and services tax (GST), returns and discounts. Revenue from layby sales is recognised at the point of sale. This approach is taken as experience indicates that most layby sales are consummated, the customer has paid a significant deposit and the goods are on hand, identified and ready for delivery to the customer. The balance owing on outstanding layby sales is recognised as a receivable at balance date.

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

M. Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

N. Leases

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefits of incentives are recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

O. Goodwill

Goodwill acquired in a business combination is initially measured at its cost, being the excess of the cost of the business combination over the consolidated entity's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised at the date of the acquisition.

Goodwill is subsequently measured at its cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to each of the consolidated entity's cash-generating units, or groups of cash-generating units, expected to benefit from the synergies of the business combination. Cash-generating units or groups of cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently if events or changes in circumstances indicate that goodwill might be impaired.

If the recoverable amount of the cash-generating unit (or groups of cash-generating units) is less than the carrying amount of the cash-generating unit (or groups of cash-generating units), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or groups of cash-generating units) and then to the other assets of the cash generating units pro-rata on the basis of the carrying amount of each asset in the cash-generating unit (or groups of cash-generating units). An impairment loss recognised for goodwill is recognised immediately in the statement of profit or loss and other comprehensive income and is not reversed in a subsequent period.

P. Financial assets

Financial assets are classified as follows depending on the nature and purpose of the financial assets and are determined at the time of initial recognition:

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method less impairment. Interest is recognised by applying the effective interest rate.

Investments in subsidiaries

Investments in subsidiaries are measured at cost using the effective interest method less impairment.

Q. Trade Payables

Trade payables and other accounts payable are recognised when the Company becomes obliged to make future payments resulting from the purchase of goods and services.

R. Provisions

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

Note 2: Significant accounting policies (continued)

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

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

Warranties

Provisions for the expected cost of warranty obligations under applicable consumer law are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

S. Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit & loss (FVTPL) or 'other financial liabilities'.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and AASB 139 'Financial Instruments: Recognition and Measurement' permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the statement of profit or loss and other comprehensive income.

Other financial liabilities

Other financial liabilities, including borrowings and trade and other payables, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The consolidated entity derecognises financial liabilities when, and only when, the consolidated entity's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

T. Borrowing Costs

Borrowing costs are recognised as expenses in the period in which they are incurred.

U. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest rate.

V. Share-based payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 19.

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

W. Comparative amounts

The comparative figures are for the period 29 June 2015 to 26 June 2016. Where appropriate, comparative information has been reformatted to allow comparison with current year information.

X. New and amended Standards and Interpretations adopted

New and amended Standards and Interpretations effective for the current reporting period did not have any financial impact on the current reporting period or the prior comparative reporting period.

Y. Standards and Interpretations in issue not yet adopted

At the date of authorisation of the financial statements, the Standards and Interpretations listed below which may be relevant to the consolidated entity were in issue but not yet effective.

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 9 'Financial Instruments', and the relevant amending standards	1 January 2018	June 2019
AASB 15 'Revenue from Contracts with Customers' and the relevant amending standards	1 January 2018	June 2019
AASB 16 'Leases'	1 January 2019	June 2020
AASB 2016-1 'Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses'	1 January 2017	June 2018
AASB 2016-2 'Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107'	1 January 2017	June 2018
AASB 2016-5 'Amendments to Australian Accounting Standards – Classification and Measurement of Share-based Payment Transactions'	1 January 2018	June 2019
Interpretation 22 'Foreign Currency Transactions and Advance Consideration'	1 January 2018	June 2019

Unless stated below, the potential effect of the revised Standards/Interpretations of the Company's financial statements has not yet been determined.

AASB 15 *Revenue from Contracts with Customers*

The core principle of AASB 15 is that an entity recognises revenue related to the transfer of promised goods or services when control of the goods or services passes to customers. The amount of revenue recognised should reflect the consideration to which the entity expects to be entitled in exchange for those goods or services.

To date, no material measurement differences have been identified between AASB 18, the current revenue recognition standard, and AASB 15, however work is still ongoing and this preliminary assessment is subject to change.

The Company expects to adopt the modified transitional approach to implementation where transitional adjustments, if any, are recognised in retained earnings at the date of implementation of the standard without adjustment of comparatives.

AASB 16 *Leases*

Under the new standard, a lessee is required to:

a. Recognise all right of use assets and lease liabilities on the balance sheet, with the exception of short term and low value asset leases. The liability is initially measured at the present value of future lease payments for the lease term. The right of use asset is initially measured at cost.

b. Recognise depreciation of right of use assets and interest on lease liabilities in the income statement over the lease term.

c. Separate the total amount of cash paid into a principal portion and interest portion, which will be presented as financing and operating cash flows respectively.

Under AASB 16 the present value of the Company's operating lease commitments as defined under the new standard, excluding low value and short term leases, will be shown as right of use assets and as lease liabilities on the balance sheet. Information on the undiscounted amount of the Company's operating lease commitments under AASB 17, the current leasing standard, is disclosed in Note 21.

To date, work has focused on the identification of the provisions of the standard which will most impact the Company. A detailed review of contracts and the financial reporting impacts is ongoing.

The Company expects to adopt the modified transitional approach to implementation where transitional adjustment are recognised in retained earnings at the date of implementation of the standard without adjustment of comparatives.

Notes to the Consolidated Financial Statements

for the year ended 25 June 2017

Note 3: Revenue

An analysis of the consolidated entity's revenue for the year, is as follows:

	2017 $'000	2016 $'000
Revenue from sale of goods	278,027	236,840
Other revenue		
Interest revenue	17	20
Profit on sale of equipment	–	1
Total other revenue	17	21
	278,044	**236,861**

Note 4: Profit for the year

	2017 $'000	2016 $'000
Profit before income tax expense includes the following expenses:		
Interest and finance charges paid/payable	432	397
Depreciation and amortisation	4,028	3,179
Rental expenses relating to operating leases:		
Minimum lease payments	17,409	14,911
Employee benefits expense	40,874	36,619

Depreciation and amortisation

Depreciation and amortisation is disclosed in the Consolidated Statement of Profit or Loss and Other Comprehensive Income under "Store expenses", "Warehousing expenses" and "Administrative expenses" as detailed below:

For the year ended 26 June 2016	As reported $'000	Depreciation and Amortisation $'000	Excluding Depreciation and Amortisation $'000
Store expenses	(48,305)	2,657	(45,648)
Warehousing expenses	(3,540)	183	(3,357)
Administrative expenses	(10,895)	339	(10,556)
Total	**(62,740)**	**3,179**	**(59,561)**

For the year ended 25 June 2017	As reported $'000	Depreciation and Amortisation $'000	Excluding Depreciation and Amortisation $'000
Store expenses	(56,762)	3,452	(53,310)
Warehousing expenses	(3,748)	183	(3,565)
Administrative expenses	(11,753)	393	(11,360)
Total	**(72,263)**	**4,028**	**(68,235)**

Note 5: Income tax

	2017 $'000	2016 $'000
Current tax	5,521	4,722
Deferred tax	(73)	(869)
Total tax expense	**5,448**	**3,853**

The prima facie income tax expense on pre-tax accounting profit from operations reconciles to the income tax (expense)/benefit in the financial statements as follows:

Profit before tax from continuing operations	17,695	12,187
Income tax expense calculated at 30% (2016: 30%)	(5,308)	(3,656)
Non-deductible expenditure	(140)	(197)
Income tax expense recognised in profit or loss	(5,448)	(3,853)

The tax rate used for 2017 and 2016 in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law.

Note 6: Other receivables

	2017 $'000	2016 $'000
Current		
Layby receivables	7,448	6,514
Other receivables	2,111	1,621
	9,559	**8,135**

The average layby period is 3 months. No interest is charged on layby accounts. There are no customers who represent more than 5% of the total balance of receivables. There are no material receivables past due date.

Note 7: Inventory

	2017 $'000	2016 $'000
Finished goods	48,536	41,665
Less: Provision for shrinkage, obsolescence and mark-down	(654)	(623)
	47,882	**41,042**

The cost of inventories recognised as an expense during the current reporting period in respect of continuing operations was $182.735 million (2016: $155.678 million).

Note 8: Other assets

	2017 $'000	2016 $'000
Prepayments	1,169	771

Note 9: Plant and equipment

	Leasehold improvements $'000	Plant and equipment $'000	Total $'000
Cost			
Balance at 28 June 2015	3,432	21,462	24,894
Additions	1,229	4,268	5,497
Disposals	–	(26)	(26)
Transfers	–	(673)	(673)
Balance at 26 June 2016	**4,661**	**25,031**	**29,692**
Accumulated depreciation			
Balance at 28 June 2015	(1,198)	(8,794)	(9,992)
Depreciation	(398)	(2,577)	(2,975)
Disposals	–	21	21
Transfers	–	259	259
Balance at 26 June 2016	**(1,596)**	**(11,091)**	**(12,687)**
Carrying amount as at 26 June 2016	**3,065**	**13,940**	**17,005**

	Leasehold improvements $'000	Plant and equipment $'000	Total $'000
Cost			
Balance at 26 June 2016	4,661	25,031	29,692
Additions	1,801	4,915	6,716
Disposals	–	(2)	(2)
Transfers	–	–	–
Balance at 25 June 2017	**6,462**	**29,944**	**36,406**
Accumulated depreciation			
Balance at 26 June 2016	(1,596)	(11,091)	(12,687)
Depreciation	(612)	(3,101)	(3,714)
Disposals	–	–	–
Transfers	–	–	–
Balance at 25 June 2017	**(2,208)**	**(14,192)**	**(16,400)**
Carrying amount as at 25 June 2017	**4,254**	**15,752**	**20,006**

Note 10: Intangible assets and goodwill

	Goodwill $'000	Computer Software $'000
Cost		
Balance at 28 June 2015	44,180	–
Additions	–	688
Transfers	–	673
Balance at 26 June 2016	**44,180**	**1,361**
Amortisation and impairment losses		
Balance at 28 June 2015	–	–
Amortisation	–	(204)
Transfers	–	(254)
Balance at 26 June 2016	**–**	**(458)**
Carrying amount as at 26 June 2016	**44,180**	**903**

	Goodwill $'000	Computer Software $'000
Cost		
Balance at 26 June 2016	44,180	1,361
Additions	–	636
Transfers	–	–
Balance at 25 June 2017	**44,180**	**1,997**
Amortisation and impairment losses		
Balance at 26 June 2016	–	(458)
Amortisation	–	(315)
Transfers	–	–
Balance at 25 June 2017	**–**	**(773)**
Carrying amount as at 25 June 2017	**44,180**	**1,224**

Refer to Note 2 for detail on the inputs used in the impairment calculation of goodwill.

Note 11: Deferred tax assets

Deferred tax balances are presented in the consolidated statement of financial position as follows:

	2017 $'000	2016 $'000
Deferred tax assets	3,437	3,522
Deferred tax liability	(3)	(161)
	3,434	**3,361**

2016 – Consolidated	Opening balance ($'000)	Recognised in profit or loss ($'000)	Recognised in other comprehen-sive income ($'000)	Recognised directly in equity ($'000)	Reclassified from equity to profit or loss ($'000)	Acquisitions /disposals ($'000)	Other ($'000)	Closing balance ($'000)
Employee benefits	**579**	179	–	–	–	–	–	**758**
Non-deductible accruals	**210**	57	–	–	–	–	–	**267**
Non-assessable layby gross profit	**(147)**	(14)	–	–	–	–	–	**(161)**
Inventories	**459**	17	–	–	–	–	–	**476**
Gift vouchers	**241**	58	–	–	–	–	–	**299**
Operating lease provision	**729**	122	–	–	–	–	–	**851**
Interest rate swap	**–**	–	–	–	–	–	–	**–**
IPO transaction costs – listing	**–**	450	–	–	–	–	–	**450**
IPO transaction costs – issuance of new shares	**–**	–	–	421	–	–	–	**421**
Total	**2,071**	**869**	**–**	**421**	**–**	**–**	**–**	**3,361**

2017 – Consolidated	Opening balance ($'000)	Recognised in profit or loss ($'000)	Recognised in other comprehen-sive income ($'000)	Recognised directly in equity ($'000)	Reclassified from equity to profit or loss ($'000)	Acquisitions /disposals ($'000)	Other ($'000)	Closing balance ($'000)
Employee benefits	**758**	135	–	–	–	–	–	**893**
Non-deductible accruals	**267**	107	–	–	–	–	–	**374**
Non-assessable layby gross profit	**(161)**	41	–	–	–	–	–	**(120)**
Inventories	**476**	26	–	–	–	–	–	**502**
Gift vouchers	**299**	(95)	–	–	–	–	–	**204**
Operating lease provision	**851**	77	–	–	–	–	–	**928**
Interest rate swap	**–**	–	–	–	–	–	–	**–**
IPO transaction costs – listing	**450**	(113)	–	–	–	–	–	**337**
IPO transaction costs – issuance of new shares	**421**	(105)	–	–	–	–	–	**316**
Total	**3,361**	**73**	**–**	**–**	**–**	**–**	**–**	**3,434**

Notes to the Consolidated Financial Statements

for the year ended 25 June 2017

Note 12: Payables

	2017 $'000	2016 $'000
Current		
Trade payables	22,333	17,889
Gift voucher payables	682	998
Sundry payables and accruals	5,016	4,941
	28,031	**23,828**
Operating lease provision		
Operating lease provision – Current	119	135
Operating lease provision – Non-current	2,973	2,702
	3,092	**2,837**

The operating lease provision reflects the recognition of rental expenses and lease incentives on a straight-line basis over the lease term.

Note 13: Loans and borrowings

	2017 $'000	2016 $'000
Non-current – Secured		
Bank Loan	4,800	–

The ongoing funding requirements of the consolidated entity are provided by the National Australia Bank ("NAB"). The secured multi option facility matures on 31 July 2020. Security consists of a Deed of Charge over the assets of Baby Bunting Pty Ltd. The Company is a guarantor to the facility.

The total facility limit at balance date was $36,000,000, consisting of $30,000,000 Corporate Market Loan ("CML") facility and $6,000,000 bank guarantee facility. The CML facility can be drawn to the lesser of $30,000,000 or 2.00 times the last 12 months historical rolling EBITDA. Interest on the facility is charged at a variable rate.

The consolidated entity is in compliance with its facility agreement at 25 June 2017. The current facility does not require the consolidated entity to amortise borrowings.

Note 14: Provisions

	2017 $'000	2016 $'000
Current		
Employee benefits	2,636	2,267
Non-current		
Employee benefits	341	260

Note 15: Issued capital

	25 June 2017		26 June 2016	
	No.	$'000	No.	$'000
Fully paid ordinary shares				
Balance at beginning of the year	125,588,120	84,420	97,528,411	55,070
Issue of shares				
– IPO	–	–	17,857,073	25,000
– Options exercised	–	–	9,919,178	5,181
– Employee Gift Offer	132,368	396	283,458	397
Transaction costs recognised in equity, net of tax	–	–	–	(1,228)
Balance at end of the year	**125,720,488**	**84,816**	**125,588,120**	**84,420**

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

Note 16: Dividends

Dividends paid during the financial year are as follows:

	2017		2016	
	$ per ordinary share	$'000	$ per ordinary share	$'000
Special 2016 fully franked dividend	–	–	0.150	16,117
Final 2016 dividend	0.063	7,912	–	–
Interim 2017 dividend	0.029	3,646	–	–

On 12 August 2016, the Directors determined to pay a fully franked final dividend of 6.3 cents per share to the holders of fully paid ordinary shares in respect of the financial year ended 26 June 2016. The dividend was subsequently paid to shareholders on 16 September 2016 totalling $7.912 million.

On 17 February 2017, the Directors determined to pay an interim fully franked dividend of 2.9 cents per share to the holders of fully paid ordinary shares in respect of the half-year ended 1 January 2017. The dividend was subsequently paid to shareholders on 17 March 2017 totalling $3,646 million.

On 11 August 2017, the directors determined to pay a fully franked final dividend of 4.3 cents per share to the holders of fully paid ordinary shares in respect of the financial year ended 25 June 2017, to be paid to shareholders on 15 September 2017. The dividend has not been included as a liability in these consolidated financial statements. The record date for determining entitlements to the dividend is 25 August 2017. The total estimated dividend to be paid is $5.406 million.

	Company	
	2017 $'000	2016 $'000
Adjusted franking account balance	5,786	5,226

Notes to the Consolidated Financial Statements

for the year ended 25 June 2017

Note 17: Retained earnings

	2017 $'000	2016 $'000
Retained earnings		
Balance at beginning of year	8,172	15,955
Profit attributable to owners of the Company	12,247	8,334
Payment of dividends	(11,558)	(16,117)
Balance at end of year	**8,861**	**8,172**

Note 18: Segment information

Management has determined the operating segments based on the reports reviewed by the CEO and Managing Director (the chief operating decision maker as defined under AASB 8) that are used to make strategic and operating decisions. The CEO and Managing Director considers the business primarily from a geographic perspective. On this basis management has identified one reportable segment, Australia. The consolidated entity does not operate in any other geographic segment.

The following is an analysis of the consolidated entity's revenue and results from continuing operations by reportable segment:

	Australia		Total	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Revenue	278,027	236,840	278,027	236,840
Operating EBIT	18,944	15,774	18,944	15,774
Total segment assets	133,879	122,760	133,879	122,760
Additions to plant and equipment and intangibles	7,352	6,185	7,352	6,185
Depreciation and amortisation	4,028	3,179	4,028	3,179
Total non-current assets[1]	65,410	62,088	65,410	62,088
Total segment liabilities	39,751	30,036	39,751	30,036

1. Non-current assets exclude financial instruments, deferred tax assets and deferred tax liabilities.

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current reporting period (2016: nil).

The accounting policies of the reportable segment are the same as the consolidated entity's accounting policies described in Note 2. The CEO and Managing Director assesses the performance of the operating segment based on a measure of Operating EBIT. This measure basis excludes the effects of interest revenue, finance costs, income tax, change in fair value of interest rate swap, other non-operating costs and associated indirect tax costs.

Operating EBIT

A reconciliation of operating EBIT to profit before tax is provided as follows:

	2017 $'000	2016 $'000
Operating EBIT	**18,944**	**15,774**
Interest revenue	17	20
Finance costs	(432)	(397)
Change in fair value of interest rate swap	–	–
IPO transaction costs recognised in consolidated statement of profit or loss and other comprehensive income (Note 15)	–	(1,876)
Employee share based payments (inclusive of indirect tax)	(834)	(1,334)
Profit before tax	**17,695**	**12,187**

Segment assets and liabilities

The amounts provided to the CEO and Managing Director with respect to total assets and liabilities are measured in a manner consistent with that of the financial statements. Reportable segments' assets and liabilities are reconciled to total assets as follows:

	25 June 2017 $'000	26 June 2016 $'000
Segment assets	133,879	122,760
Total assets as per the balance sheet	**133,879**	**122,760**
Segment liabilities	39,751	30,036
Total liabilities as per the balance sheet	**39,751**	**30,036**

Note 19: Share based payments

	2017 $'000	2016 $'000
Share based payments reserve		
Balance at beginning of year	132	989
Historical share options – expense	–	475
Historical share options – exercised	–	(1,464)
Performance rights – expense (Note 19(a))	319	132
Balance at end of year	**451**	**132**

Note 19: Share based payments (continued)

A. Performance rights

In the previous reporting period, the consolidated entity established a Long Term Incentive Plan (LTI Plan) involving the grant of performance rights. Upon vesting, each right entitles the participant to one fully paid ordinary share in the Company. No dividends or voting rights are attached to performance rights prior to vesting. The number of rights in a grant that vest will be determined by reference to two performance conditions. Half of the rights granted are subject to an earnings per share (EPS) growth performance condition (EPS Rights). The other half of the rights granted are subject to a total shareholder return (TSR) growth performance condition (TSR Rights).

Fair value of performance rights granted during the year

The weighted average fair value of the performance rights TSR component granted during the reporting period under the LTI Plan is $1.26 (2016: $0.17). The fair value of the TSR component of performance rights is determined at grant date using a Monte Carlo simulation. For the non-market component (EPS CAGR), the fair value is determined with reference to the share price of ordinary shares at grant date.

Performance rights series	Grant date	Grant date fair value	Exercise price	Expiry date
2016 – Series 1 (TSR CAGR)	14 October 2015	$0.12	nil	(1)
2016 – Series 1 (EPS CAGR)	14 October 2015	$1.40	nil	(1)
2016 – Series 2 (TSR CAGR)	10 June 2016	$1.03	nil	(1)
2016 – Series 2 (EPS CAGR)	10 June 2016	$2.45	nil	(1)
2017 – Series 1 (TSR CAGR)	24 November 2016	$1.26	nil	(1)
2017 – Series 1 (EPS CAGR)	24 November 2016	$2.65	nil	(1)

1. These performance rights vest and are automatically exercised at the end of the relevant service and performance period, subject to meeting the relevant performance condition. The Board will determine whether the relevant performance conditions have been satisfied. Any performance rights that have not vested at the end of the third performance period (which occurs following the release of the Company's financial results for the 2020 financial year), will lapse.

	Performance rights Series		
	2016 – Series 1 TSR CAGR	2016 – Series 2 TSR CAGR	2017 – Series 1 TSR CAGR
Grant date share price	$1.40 (IPO offer price)	$2.45	$2.65
Exercise price	nil	nil	nil
Expected volatility	25%	25%	25%
Expected life	3, 4, 5 years	2.3, 3.3, 4.3 years	1.6, 2.6, 3.6 years
Dividend yield	4.50%	4.50%	4.50%
Risk-free interest rate (p.a.)	1.90%	1.90%	1.60%

Movements in performance rights during the year

The consolidated entity recorded a share based payments expense for performance rights of $0.319 million (2016: $0.132 million) disclosed in the Consolidated Statement of Profit or Loss and Other Comprehensive Income under "Administrative expenses".

The following reconciles the performance rights outstanding at the beginning and end of the year:

	June 2017		June 2016	
	TSR Number of rights	EPS Number of rights	TSR Number of rights	EPS Number of rights
Balance at beginning of year	2,665,762	2,665,762	–	–
Granted during the year	145,500	145,500	2,665,762	2,665,762
Forfeited during the year	–	–	–	–
Exercised during the year	–	–	–	–
Lapsed during the year	(163,309)	(163,310)	–	–
Balance at end of year	**2,647,953**	**2,647,952**	**2,665,762**	**2,665,762**
Exercisable at end of year	**–**	**–**	**–**	**–**

B. General Employee Share Plan ("GESP")

In the previous reporting period, the consolidated entity established the GESP which is intended to be part of the consolidated entity's overall remuneration policy to reward Baby Bunting employees, from time to time. The GESP provides for grants of Shares to eligible employees of the consolidated entity up to a value determined by the Board.

During the reporting period, the Board issued a total of 132,368 shares (2016: 283,458 shares) in the Employee Gift Offer with no monetary consideration payable by participating eligible employees. Shares issued are subject to a disposal restriction in accordance with current Australian tax legislation. The fair value of $0.396 million (2016: $0.397 million) was fully expensed at the time of granting, as there are no performance or service conditions.

Note 20: Related party transactions

The immediate parent and ultimate controlling party of the consolidated entity is Baby Bunting Group Limited (incorporated in Australia).

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the consolidated entity and other related parties are disclosed below.

A. Loans to and from key management personnel and directors

As at the end of the current reporting period (2016: nil), no loans were outstanding to or from key management personnel or directors of the consolidated entity.

B. Key management personnel compensation

The aggregate compensation made to directors and KMP of the Company and the consolidated entity is set out below:

	2017 $	2016 $
Short-term employment benefits	1,276,536	1,284,734
Post-employment benefits	68,470	66,693
Other long-term benefits	15,828	13,470
Termination benefits	–	–
Share based payments	158,561	397,779
	1,519,395	**1,762,676**

Notes to the Consolidated Financial Statements

for the year ended 25 June 2017

Note 21: Commitments for expenditure

Operating Lease Commitments

Non-cancellable operating leases contracted for but not capitalised in the financial statements:

	2017 $'000	2016 $'000
Not later than one year	16,763	12,922
Later than one year and not later than five years	51,145	33,115
Later than five years	24,157	12,215
	92,065	**58,252**

The consolidated entity enters into operating leases for its retail outlets and related equipment such as forklifts.

Capital Commitments

The consolidated entity has capital commitments totalling nil (2016: nil).

Note 22: Financial instruments – Fair values and risk management

The consolidated entity's activities expose it to a variety of financial risks, including market risk (foreign currency and interest rate risk), liquidity risk and credit risk.

The consolidated entity does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. There have been no changes to the consolidated entity's exposure to financial risks or the manner in which it manages and measures these risks from the previous period.

The consolidated entity holds the following financial assets and liabilities at reporting date:

	2017 $'000	2016 $'000
Financial assets		
Cash and cash equivalents	6,425	7,363
Other receivables	9,559	8,135
	15,984	**15,498**
Financial liabilities		
Trade and other payables	28,031	23,828
Borrowings	4,800	–
	32,831	**23,828**

A. Market risk

i. Foreign exchange risk management

The majority of the consolidated entity's operations are transacted in the functional currency of the country of operation and are therefore not significantly exposed to foreign currency risk. Less than 10% of goods sourced by the consolidated entity are purchased directly in a foreign currency. However, the consolidated entity's Australian-based suppliers have exposure to foreign currency, most notably the USD, providing the consolidated entity with a secondary currency exposure.

A decrease in the exchange rate of AUD relative to the USD could result in increased costs of goods imported. Consequently, the consolidated entity is exposed to movements in the AUD/USD exchange rate should suppliers pass through to the consolidated entity movements in cost of goods attributed to foreign exchange.

The consolidated entity has historically elected to pass on changes to the cost of goods from foreign exchange movements without adversely impacting sales or gross profit margin.

ii. Cash flow and fair value interest rate risk

The consolidated entity is exposed to interest rate risk as it borrows funds at floating interest rates. Any increase in interest rates will impact the consolidated entity's costs of servicing these borrowings, which may adversely impact its financial position.

iii. Summarised sensitivity analysis

The following table summarises the sensitivity of the consolidated entity's financial assets and financial liabilities to interest rate risk.

The consolidated entity is using a sensitivity of 50 basis points as management considers this to be reasonable having regard to historic movements in interest rates. A positive number represents an increase in profit and a negative number a decrease in profit.

		Interest rate risk	
		–50bps	+50 bps
At 26 June 2016	**Carrying amount $'000**	**Profit $'000**	**Profit $'000**
Financial liabilities			
Borrowings – Market Rate Facility	–	24	(24)
Total increase/(decrease)		**24**	**(24)**
At 25 June 2017			
Financial liabilities			
Borrowings – CML Facility	4,800	24	(24)
Total increase/(decrease)		**24**	**(24)**

B. Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board, who assess the consolidated entity's short, medium and long term funding and liquidity management requirements. The consolidated entity manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities and by continuously monitoring forecast and actual cash flows.

Financing arrangements

The consolidated entity has access to the following undrawn borrowing facilities at the end of the reporting period:

	2017		2016	
	Limit $'000	**Utilised $'000**	**Limit $'000**	**Utilised $'000**
CML Facility	30,000	4,800	–	–
Market Rate Facility	–	–	20,000	–
Bank Guarantee Facility	6,000	3,668	6,000	3,482
Total Facility	**36,000**	**8,468**	**26,000**	**3,482**

Note 22: Financial instruments – Fair values and risk management (continued)

B. Liquidity risk (continued)

Maturities of financial assets and financial liabilities

The following tables detail the consolidated entity's remaining contractual maturity for its financial assets and liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the consolidated entity can be required to pay. The table includes both principal and estimated interest cash flows. Cash flows for financial assets and liabilities without fixed amount or timing are based on the conditions existing at the reporting date.

	Maturity						
At 26 June 2016	Less than 6 months $'000	6 – 12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total	Weighted average effective interest rate %
Financial assets							
Cash and cash equivalents	7,363	–	–	–	–	7,363	0.28%
Other receivables	8,135	–	–	–	–	8,135	–
	15,498	**–**	**–**	**–**	**–**	**15,498**	
Financial liabilities							
Trade and other payables	23,828	–	–	–	–	23,828	–
Borrowings – Market Rate Facility	–	–	–	–	–	–	3.69%
	23,828	**–**	**–**	**–**	**–**	**23,828**	
At 25 June 2017							
Financial assets							
Cash and cash equivalents	6,425	–	–	–	–	6,425	0.17%
Other receivables	9,559	–	–	–	–	9,559	–
	15,984	**–**	**–**	**–**	**–**	**15,984**	
Financial liabilities							
Trade and other payables	28,031	–	–	–	–	28,031	–
Borrowings – CML Facility	–	–	–	4,800	–	4,800	3.40%
	28,031	**–**	**–**	**4,800**	**–**	**32,831**	

C. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has endeavoured to minimise its credit risk by dealing with creditworthy counterparties and use of counterparty account based credit limits which are regularly reviewed against historical spending patterns for appropriateness.

The consolidated entity does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any allowance for impairment, represents the consolidated entity's maximum exposure to credit risk.

D. Fair value of financial instruments

The carrying amount of financial assets and financial liabilities recorded in the financial statements approximate their fair values.

Note 23: Notes to the statement of cash flows

A. Reconciliation of profit/(loss) for the year to net cash flows from ordinary activities

	2017 $	2016 $
Profit after income tax	12,247	8,334
Non-cash expenses and other adjustments:		
Depreciation and amortisation	4,028	3,174
Share based payments	715	1,004
(Profit)/Loss on disposal of equipment	–	(1)
Tax effect of transaction costs recognised directly in equity	–	526
Changes in assets and liabilities:		
Decrease/(Increase) in other receivables	(1,424)	(2,301)
Decrease/(Increase) in prepayments	(398)	(489)
Decrease/(Increase) in inventories	(6,839)	(5,550)
Decrease/(Increase) in tax assets	(73)	(1,291)
Increase/(Decrease) in trade and other payables	4,203	4,263
Increase/(Decrease) in provisions	450	598
Increase/(Decrease) in income tax liability	7	(1,595)
Increase/(Decrease) in other financial liabilities	–	–
Increase/(Decrease) in operating lease provision	255	406
Net cash provided by operating activities	**13,171**	**7,078**

B. Reconciliation of Cash and Cash equivalents

For the purposes of the statement cash flows, 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 as follows:

	2017 $'000	2016 $'000
Cash on hand	60	56
Cash at bank	6,365	7,307
	6,425	**7,363**

Note 24: Parent entity disclosures

As at, and throughout, the financial year ended 25 June 2017 the parent entity of the consolidated entity was Baby Bunting Group Limited.

	Parent Entity	
	2017 $'000	2016 $'000
Result of parent entity:		
Profit for the year	13,246	24,065
Other comprehensive income	–	–
Total comprehensive income for the year	**13,246**	**24,065**
Financial position of parent entity at year end:		
Current assets	–	–
Total assets	**93,931**	**91,521**
Current liabilities	851	844
Total liabilities	**851**	**844**
Total equity of the parent entity comprising of:		
Issued capital	84,816	84,420
Reserves	451	132
Retained earnings	7,813	6,125
Total equity	**93,080**	**90,677**

The Company does not have any contractual commitments for the acquisition of property, plant and equipment.

Note 25: Group entities

Baby Bunting Group Limited has two 100% owned subsidiaries, Baby Bunting Pty Ltd and Baby Bunting EST Pty Ltd. The investment in Baby Bunting Pty Ltd is $8,891,700 which represents the issued capital of the entity, together with the value of non cash costs associated with the acquisition of the business.

The Company and Baby Bunting Pty Ltd have entered into a Deed of Cross Guarantee.

Pursuant to ASIC Corporations (Wholly-owned Companies) Instrument 2016/785, the wholly-owned subsidiary (Baby Bunting Pty Ltd) is relieved from the Corporations Act 2001 requirements for the preparation, audit and lodgment of Financial Reports.

The effect of the deed is that the Company guarantees to each creditor payment in full of any debt in the event of winding up of the subsidiary under certain provisions of the Corporations Act 2001. If a winding up occurs under other provisions of the Act, the Company will only be liable in the event that after six months any creditor has not been paid in full.

The Consolidated Statement of Profit and Loss and Other Comprehensive Income and Consolidated Statement of Financial Position of the consolidated entity approximates the forementioned statements comprising the company and subsidiary which are party to the deed as at the reporting date and therefore additional company and subsidiary financial statements are not presented.

			Proportion of ownership interest and voting power held by the Company	
Name of subsidiary	**Principal activity**	**Place of incorporation and operation**	**June 2017**	**June 2016**
Baby Bunting Pty Ltd[1]	Retailing of baby merchandise	Australia	100%	100%
Baby Bunting EST Pty Ltd[2]	Trustee of the trust established in connection with the Company's employee share plans	Australia	100%	100%

1. This wholly-owned subsidiary has entered into a deed of cross guarantee with Baby Bunting Group Limited. Baby Bunting Pty Ltd became a party to the deed of cross guarantee on 19 June 2008.
2. Baby Bunting EST Pty Ltd has no material net assets or profit and the financial information disclosed in this report represents the financial information for the group entities that are party to the deed of cross guarantee.

Note 26: Earnings per share

	2017 cents per share	2016 cents per share
Basic earnings per share from continuing operations[1]	9.7	7.0
Diluted earnings per share from continuing operations[1]	9.6	7.0

1. In the current and comparative reporting periods there were no discontinued operations.

A. Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	2017 $'000	2016 $'000
Earnings used in the calculation of basic earnings per share from continuing operations[1]	12,247	8,334
	Number	**Number**
Weighted average number of ordinary shares for the purposes of basic earnings per share	125,720,488	119,174,486

1. In the current and comparative reporting periods there were no discontinued operations

Note 26: Earnings per share (continued)

B. Diluted earnings per share

The earnings used in the calculation of diluted earnings per share are as follows:

	2017 $'000	2016 $'000
Earnings used in the calculation of basic earnings per share from continuing operations[1]	12,247	8,334

The weighted average number of ordinary shares for the purposes of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

	Number	Number
Weighted average number of ordinary shares for the purposes of basic earnings per share	125,720,488	119,174,486
Shares deemed to be issued for no consideration in respect of:		
– Performance rights	1,375,040	348,031
Weighted average number of ordinary shares used in the calculation of diluted earnings per share	127,095,528	119,522,517

1. In the current and comparative reporting periods there were no discontinued operations.

Note 27: Remuneration of auditors

	2017 $	2016 $
Assurance Services		
Review of the financial report for the half-year	30,000	19,500
Audit of the year-end financial report	95,000	85,000
IPO due diligence	–	210,000
	125,000	314,500
Tax and Consulting Services		
Taxation services	14,420	16,920
Other advisory services	4,000	16,000
	18,420	32,920
Total remuneration	**143,420**	**347,420**

The auditors of the consolidated entity and the Company are Deloitte Touche Tohmatsu ("Deloitte"). From time to time, Deloitte provides other services to the consolidated entity and the Company, which are subject to the corporate governance procedures adopted by the Company.

Note 28: Subsequent events

Dividends on the Company's ordinary shares

A final dividend of 4.3 cents per fully paid ordinary shares has been determined for the year ended 25 June 2017 – refer Note 16.

Movements in performance rights subsequent to year end

There were 5,295,905 performance rights outstanding at the end of the financial year – refer to Note 19(a). Since the end of the financial year, 348,619 performance rights lapsed in accordance with the rules of the LTI Plan and the Company has agreed to grant 214,000 performance rights under the LTI Plan to a newly appointed executive reporting to the CEO and Managing Director. Having regard to these movements, the total number of performance rights granted and outstanding will be 5,161,286.

There have been no events subsequent to the date of this report which would have a material effect on the financial report of the consolidated entity at 25 June 2017.

Directors' Declaration

The Directors declare that:

a. in their opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

b. in their opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in Note 2 to the financial statements;

c. in their opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity; and

d. the Directors have been given the declarations required by s.295A of the Corporations Act 2001.

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

In the Directors' opinion, there are reasonable grounds to believe that the Company and the company to which the Instrument applies, as detailed in Note 25 to the financial statements will, as a consolidated entity, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.

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

On behalf of the Directors

Ian Cornell
Chairman

Melbourne: 11 August 2017

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060

550 Bourke Street
Melbourne VIC 3000
GPO Box 78
Melbourne VIC 3001 Australia

Tel: +61 (03) 9671 7000
Fax: +61 (03) 9671 7001
www.deloitte.com.au

Independent Auditor's Report to the Members of Baby Bunting Group Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Baby Bunting Group Limited (the "Company") and its subsidiaries (the "Group"), which comprises the consolidated statement of financial position as at 25 June 2017, 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:

(i) giving a true and fair view of the Group's financial position as at 25 June 2017 and of its financial performance for the year then ended; and

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

Basis for Opinion

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

Deloitte.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
Carrying Value of Inventories As disclosed in note 7, as at 25 June 2017, the Group has inventory valued at $47.882 million after allowance for inventory provisions. Management has made estimates based on assumptions relating to shrinkage, obsolescence and markdowns to assess the net realisable value of inventory. Inventory provision considerations included inventory aging profiles, shrinkage rates, as well as market factors impacting inventory selling prices. The determination of the method and the calculation of the amount of the inventory provision requires significant judgement based on experience.	Our audit procedures included, but were not limited, to: • Obtaining an understanding of the process undertaken by management to assess the inventory net realisable value • Evaluating the assumptions and estimates applied in the calculations to assess inventory net realisable value by testing the accuracy of the inventory aging profile together with obsolescence and shrinkage rate trends • Performing an independent calculation of the inventory provision using the profile of year-end inventory and the historical trends of obsolescence and shrinkage rates, • Undertaking an assessment on a line by line basis of the selling price for all inventory sold in the last month of the year and comparing the observed sales value to the carrying value of each line of inventory.
Accounting for Rebates As disclosed in note 2 (g), the Group receives supplier rebates, allowances and discounts and depending on the nature of the arrangement they are recognised as a reduction in the carrying value of inventory or as a direct deduction in costs of sales. Agreements with suppliers, which include volume-related purchase rebates, supplier promotional and marketing rebates can be complex. Assessing the timing of recognition of the deduction in cost of sales earned from suppliers in accordance with supplier agreements requires a comprehensive understanding of these agreements together with complete and accurate transaction details to which these supplier agreements apply.	Our audit procedures included but were not limited to: • Obtaining an understanding of supplier rebate agreements for major suppliers, • Obtaining a detailed understanding of the controls that the Group has established in relation to rebates and sales volume data, • Testing of the key controls management has in place to ensure the validity and appropriateness of recording of rebates, • Testing of rebates and vendor allowances, on a sample basis, by agreeing them to contracts or other supporting documentation with suppliers, • Reviewing the appropriateness of accruals for rebates at the reporting date, • Assessing the appropriate classification of rebates received in the financial statements based on their nature.

Other Information

The directors are responsible for other information disclosed. The other information comprises the information included in the annual report for the year ended 25 June 2017, but does not include the financial report and our auditor's report thereon.

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

Deloitte.

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

Directors' Responsibilities for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters 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 have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

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

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

- Conclude on the appropriateness of the director's 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.

Deloitte.

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

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

From the matters communicated with 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 of Baby Bunting Group Limited included in pages 30 to 37 of the directors' report for the year ended 25 June 2017.

In our opinion, the Remuneration Report of the Group, for the year ended 25 June 2017, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Gerard Belleville

Gerard Belleville
Partner
Chartered Accountants
Melbourne, 11 August 2017

Shareholder Information

As at 20 July 2017

Baby Bunting Group Limited has one class of shares on issue (being fully paid ordinary shares). There are 125,720,488 shares on issue. All of the Company's shares are listed on the Australian Securities Exchange.

Twenty Largest Shareholders

	Name	Number of shares	% of shares
1	HSBC Custody Nominees (Australia) Limited	23,897,902	19.01
2	J P Morgan Nominees Australia Limited	23,295,560	18.53
3	Citicorp Nominees Pty Limited	13,013,241	10.35
4	National Nominees Limited	7,480,851	5.95
5	Oakleytower Pty Limited	4,158,781	3.31
6	BNP Paribas Noms Pty Ltd <DRP>	3,556,938	2.83
7	BNP Paribas Nominees Pty Ltd <Agency Lending DRP A/C>	3,002,386	2.39
8	Aust Executor Trustees Ltd <DS Capital Growth Fund>	1,932,547	1.54
9	Highmont Heights Pty Ltd <The Saunders S/Fund A/C>	1,727,291	1.37
10	Matthew Spencer	1,372,848	1.09
11	UBS Nominees Pty Ltd	1,161,477	0.92
12	Australian Executor Trustees Limited <No 1 Account>	1,120,180	0.89
13	Mr Graeme John Haines + Mrs Sharni Gay Haines <G & S Haines S/F A/C>	1,049,364	0.83
14	Coolum Oak Pty Ltd <The Cornell Super Fund A/C>	900,000	0.72
15	Mr William Booth	735,437	0.58
16	HSBC Custody Nominees (Australia) Limited - A/C 2	600,778	0.48
17	Fiddian Teal Nominees Pty Ltd <Fiddian Teal Family A/C>	529,948	0.42
18	Mr Richard Martin Haines + Mrs Tuula Sinikka Haines <Benara S/F A/C>	520,000	0.41
19	Highmont Heights Pty Ltd <Saunders Super Fund A/C>	500,000	0.40
20	Fergus & Co Pty Ltd <Fergus Investment A/C>	496,974	0.40
	Total	**91,052,503**	**72.42**

Unmarketable Parcels

There were 213 holdings of less than a marketable parcel (less than $500 in value or less than 264 shares) based on the closing market price of $1.90 per share at 20 July 2017.

Distribution of Shareholders and Shareholdings

Range	Total holders	% of holders	Number of shares	% of shares
1 – 1,000	693	21.1	334,502	0.27
1,001 – 5,000	1,333	40.7	4,002,908	3.18
5,001 – 10,000	606	18.5	4,657,752	3.70
10,001 – 100,000	570	17.4	14,056,530	11.18
100,001 and over	76	2.3	102,668,796	81.67
Total	**3,278**	**100.0**	**125,720,488**	**100.0**

Substantial Shareholders

As at 20 July 2017, the substantial holders (as disclosed in substantial holdings notices given to the Company) are:

Name	Date of most recent notice	Number of shares	Relevant interest
TDM Asset Management Pty Limited	18 August 2016	13,020,496	10.37%
Commonwealth Bank of Australia	2 December 2016	7,501,680	6.78%
AustralianSuper Pty Ltd	13 April 2017	10,125,571	8.05%
Copia Investment Partners Ltd	8 May 2017	7,175,364	5.71%

Voting Rights of Ordinary Shares

The Company's Constitution sets out the voting rights attached to ordinary shares. In summary, shareholders may vote at a meeting of shareholders in person, directly or by proxy or attorney and, in the case of a shareholder that is a company, also by representative. On a show of hands, a shareholder has one vote. On a poll, a shareholder has one vote for every fully paid share held.

Performance Rights

The Company has unquoted performance rights on issue. As at 20 July 2017, there were 7 holders of performance rights. There are no voting rights attached to performance rights.

This page has been left intentionally blank.

Corporate Directory

Registered office

Baby Bunting Group Limited
955 Taylors Road
Dandenong South VIC 3175
(03) 8795 8100

Directors

Ian Cornell

Gary Levin

Donna Player

Stephen Roche

Matt Spencer

Melanie Wilson

Company secretary

Corey Lewis
Group Legal Counsel & Company Secretary

(03) 8795 8169

Investor relations

Darin Hoekman
Chief Financial Officer

(03) 8795 8113

Shareholder enquiries

Share Registry

Computershare Investor Services Pty Ltd
GPO Box 2975
Melbourne VIC 3001

1300 850 505 (within Australia)

+61 3 9415 4000 (outside Australia)

Auditor

Deloitte Touche Tohmatsu
550 Bourke Street
Melbourne VIC 3000

Securities Exchange Listing

Baby Bunting Group Limited shares are listed on the Australian Securities Exchange (ASX)

(ASX Code: BBN).

Investor website

www.babybuntingcorporate.com.au

Online store

www.babybunting.com.au

RM-17083

babybunting.com.au