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# CPT Global Limited and Controlled Entities

ABN 16 083 090 895

## Annual Report

for the year ended 30 June 2016

## Chairman's Statement

Dear Fellow CPT Global Shareholder,

CPT Global recorded a disappointing loss in the 2016 financial year with solid improvements in our Australian operations being more than offset by the ongoing weak performance of our international business. However CPT did return to profitability in the second half-year and has taken action that is expected to ensure that it remains profitable during 2017.

While operating conditions remained challenging, the Australian business performed well with customer relationships continuing to be established and developed. This contributed to strong growth in revenue and profitability despite continuing pressure on margins. Our monthly revenue strengthened during the year and our pipeline remains strong. The positive momentum and improved performance of our Australian operations is important as it provides a stable and reliable contribution to CPT together with many of the skilled IT experts required to resource our international business. In 2016 four of our five largest clients were based in Australia.

During the year David Lynch, a senior banking and IT executive with significant Asian experience, was appointed as CEO of our Australian and Asian operations which strengthened our management team and allowed our Managing Director to concentrate his efforts on international sales. Our Asian operation delivered an increased operating profit and efforts will continue to build a profitable and growing presence in this region.

Unfortunately CPT's international business, and in particular Europe, experienced another challenging year and recorded an unacceptable loss on the back of a substantial drop in revenue. In order to address the continuing poor performance of our international business, CPT has bolstered its high level business development efforts and reduced operating costs which contributed to improved performance in the second half. These efforts will continue to be an important focus in order that CPT remains profitable going forward.

While the North American operations remained profitable, revenue and operating profit were below the prior year. However North American revenue increased in the second half as delayed projects commenced and this momentum is expected to continue. Four of CPT's ten largest clients are based in North America and we are focused on increasing our relationships with them and converting other prospects into sales.

In our European operations the impact of a disappointing project with an Italian bank and the impairment of goodwill contributed to the poor result but the lack of conversion of prospects into revenue was our key problem. With some changes in personnel and an increased sales focus we have seen a recent turnaround in Europe with some new engagements and a lower cost structure. While we are continuing to build on our partnerships with major international IT vendors these are expected to be more beneficial over the longer term.

CPT's strategy of leveraging its unique IT skills in international markets was severely challenged this year as our performance fell well short of expectations. The opportunity to leverage CPT's unique skills on a global basis with the potential prize of serving many of the world's most significant companies still remains a desirable objective, but we must ensure that our business remains profitable. The action taken during the year to bolster our sales effort and control costs, particularly in Europe, has shown early and encouraging results but we must ensure that this continues. Our international operations need to remain profitable and not be impacted by market volatility or delays in our sales cycle.

In 2016 our revenue increased by around 2% with increases in Australia mostly offset by falls in Europe and North America. CPT recorded a net loss after tax of \$3.7m compared to a net loss after tax of \$5.1m in 2015 and will again not pay a dividend. CPT ended the financial year with cash of \$3.0m and debt of \$0.9m.

While CPT's performance in 2016 was disappointing the action taken during the year has shown some early benefits and positions us well for the year ahead. Furthermore our management team has been strengthened and is fully focused on returning CPT to consistent and profitable growth. In closing I would like to thank my fellow directors and all of CPT Global's loyal and talented staff, under the energetic leadership of our Managing Director, Gerry Tuddenham, for their ongoing efforts in difficult and challenging circumstances. Despite another tough year I remain confident that in time our shareholders' support will be rewarded through more sustainable and attractive returns generated from our global IT services business.



Fred S. Grimwade  
Chairman

## Managing Director's Review

Fellow Shareholders,

Following the announcement of our results in FY15 we commenced a process to review our strategy, our structure, our culture and our operations. In order to set a clear direction for the next 3-5 years and to ensure we capitalise on market direction towards cloud, data analytics, mobility and artificial intelligence, it was the right time to revisit our corporate charter.

We are in the midst of communicating and embedding our new purpose, mission and vision, into our customer and consultant communications and training. Our roadmap and business strategy will be refreshed in line with our new charter.

The CPT vision statement encompasses the changes in direction we need to make in line with how digital transformation is now dominating technology services demand in the market.

### Our Vision

**Our vision at CPT is to be an innovative digital and IT performance solution leader, delivering consistent growth in revenues, dividends, and share price, derived from 50 global enterprise clients, scalable new revenue streams and partner alliances that capitalise on opportunities from the shift to cloud, mobile and data driven investments.**

Expertise has always been at the core of the CPT values. We have however been through a process to create a fuller set of values that define our culture and people. These values have been derived from feedback from our clients, consultants and working sessions to align our mission, vision and values.

### Our Values



In parallel with framing our new charter, we have implemented a series of changes required to stabilise and reinvigorate the business and drive performance. This includes taking decisive action to reduce unnecessary expenses, leveraging cloud based software to run our business faster and recruiting talent to drive our new business lines.

FY16 was a year of transition and commencing the transformation of CPT.

### Highlights of the year

After a challenging 12 months, it is pleasing to report that CPT returned to profitability for the 6 month period to 30 June 2016 with an EBITDA before one-off items\* of \$0.34m. The EBITDA loss before one-off items (EBITDA) for the full financial year was \$1.33m compared to the EBITDA reported for the 31 December 2015 half-year of a loss of \$1.67m and the EBITDA at 30 June 2015 of a loss of \$1.49m.

\*One-off items are: impairment of goodwill, payroll tax refund and write down and provision for WIP recognised as revenue in prior periods.

While we are disappointed that we were not able to return the business to profit for the full financial year, the highlights of the year were:

## Managing Director's Review

- the Australian region experienced 22% revenue growth with major contracts won in the government, semi-government and banking sectors. Revenue recovered to be \$0.6m short of the FY14 revenue (see Table 1);
- the Federal and Southern regions within Australia exceeded their revenue and profit budgets for the financial year;
- the North American region recovered from significant delays in the commencement of major projects in the first half of the financial year and the AMEX decision to bring the services CPT had been providing for 10 years in-house to post strong results in the second half of the financial year. Revenue in the second half was \$0.9m higher than that achieved in the first half (see Table 2);
- Canada exceeded its profit budget for the financial year and revenue grew 12%;
- a risk/reward contract at a large Chinese bank was successfully completed;
- the Asian region (incorporated in Australia's results) delivered a solid operating profit and beat budget for the financial year;
- a risk/reward contract was completed in the second half of the financial year in North America and extended into FY17 after the success of the initial engagement;
- the appointment of David Lynch as CEO of Australia and Asia was a significant coup for CPT as we secured one of the region's leading innovators and CIOs. David's strengths and experience in operations and leading innovation and digital transformation, will help ensure we continue to transform our business ahead of the needs of our customers in this fast changing environment;
- the signing of 2 further alliance agreements with vendors of world class software tools squarely aimed at enhancing our digital solution capabilities; and
- with the appointment of David Lynch, I was able to spend 4 months overseas working on stabilising the European region so that it returns to profitability in the short term. The results are beginning to show with several new engagements contracted in Europe and a strong pipeline.

### Operating and Financial Review

CPT made a loss before tax of \$2.9m for the full financial year. The loss was driven by:

- the decline in revenue in Europe of 42% and North America of 17% from FY15 (see Table 1);
- the impairment of goodwill in Europe of \$0.6m;
- write downs and provisions for unrecoverable WIP of \$0.8m including a provision of \$0.3m on WIP in North America that we are still optimistic will be recoverable in FY17;
- a risk/reward engagement with an Italian bank that was closed out early (November 2015) due to a major restructure at the bank which resulted in significant cost cutting and reallocations of resources. Whilst we were able to negotiate an exit that resulted in a breakeven position on the project, the early termination of the engagement had a significant impact on the revenue and profitability of the European region and the consolidated group as this was forecast to be the largest single contract in FY16 and the most profitable contract.

Cost cutting in Europe, North America and head office and revenue growth in Australia were not sufficient to cover the losses in Europe.

However, most of the decline in revenue was experienced in the first half of the financial year and revenue in Australia and North America increased in the second half when compared to the first half (see Table 2).

## Managing Director's Review

Table 1

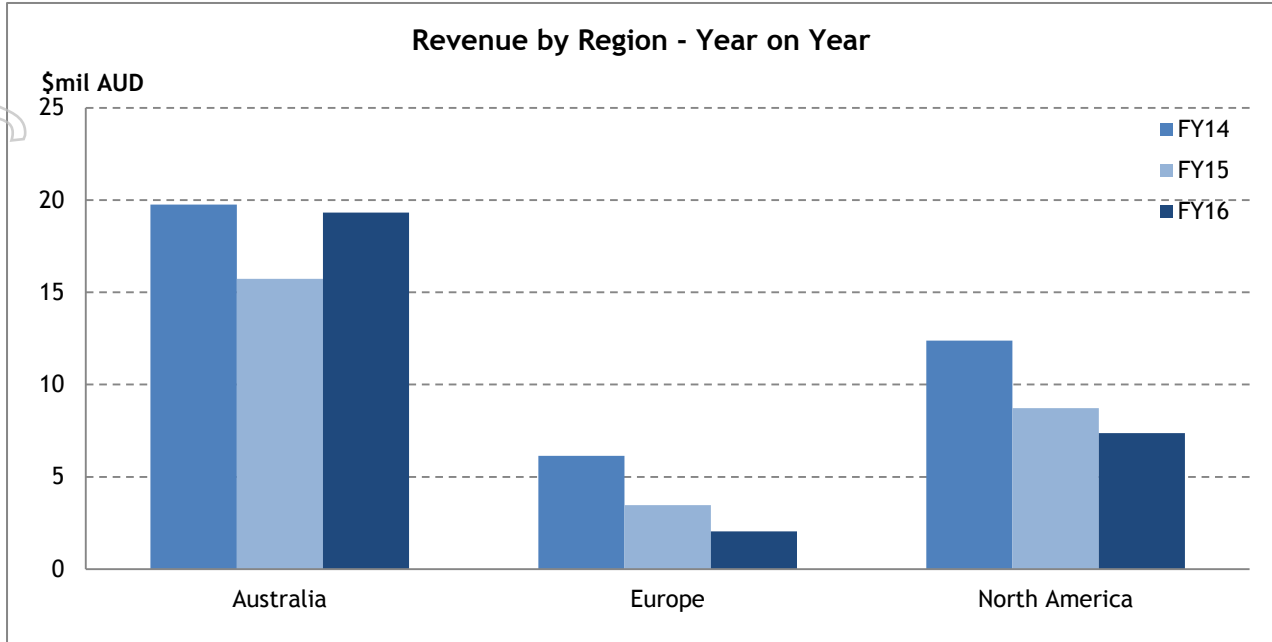
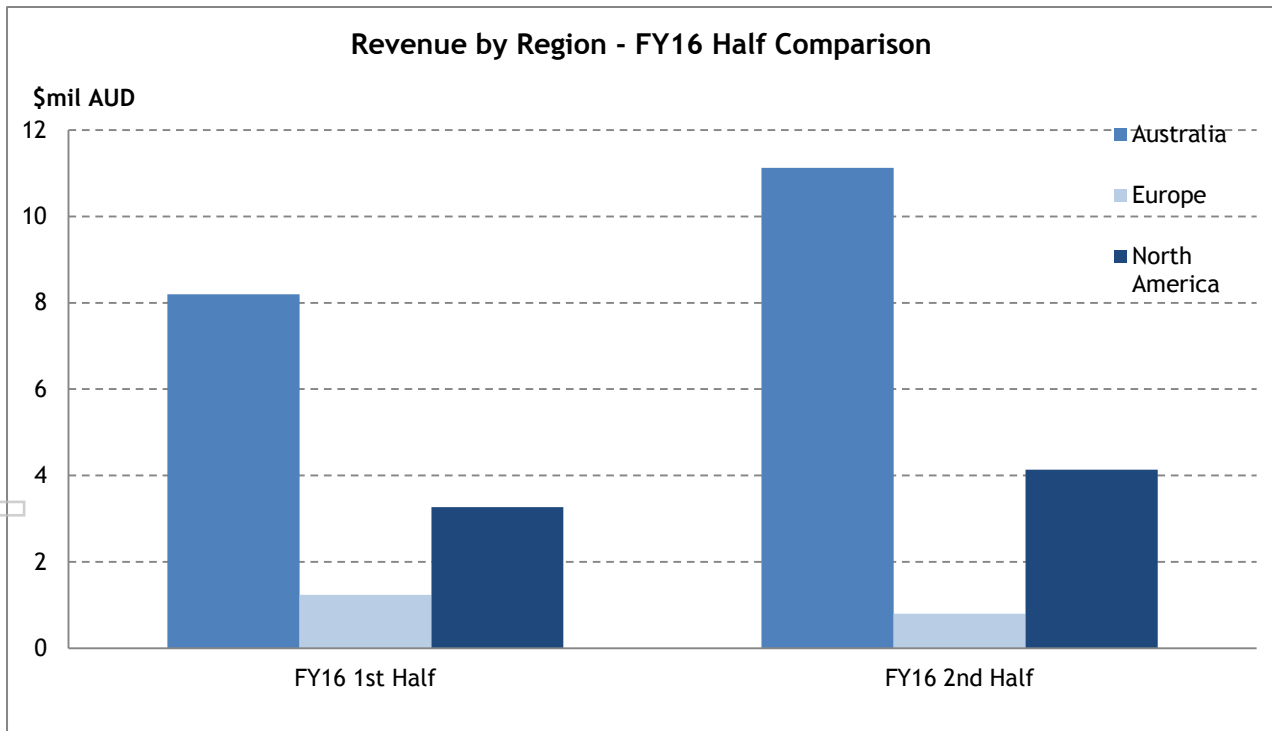


Table 2



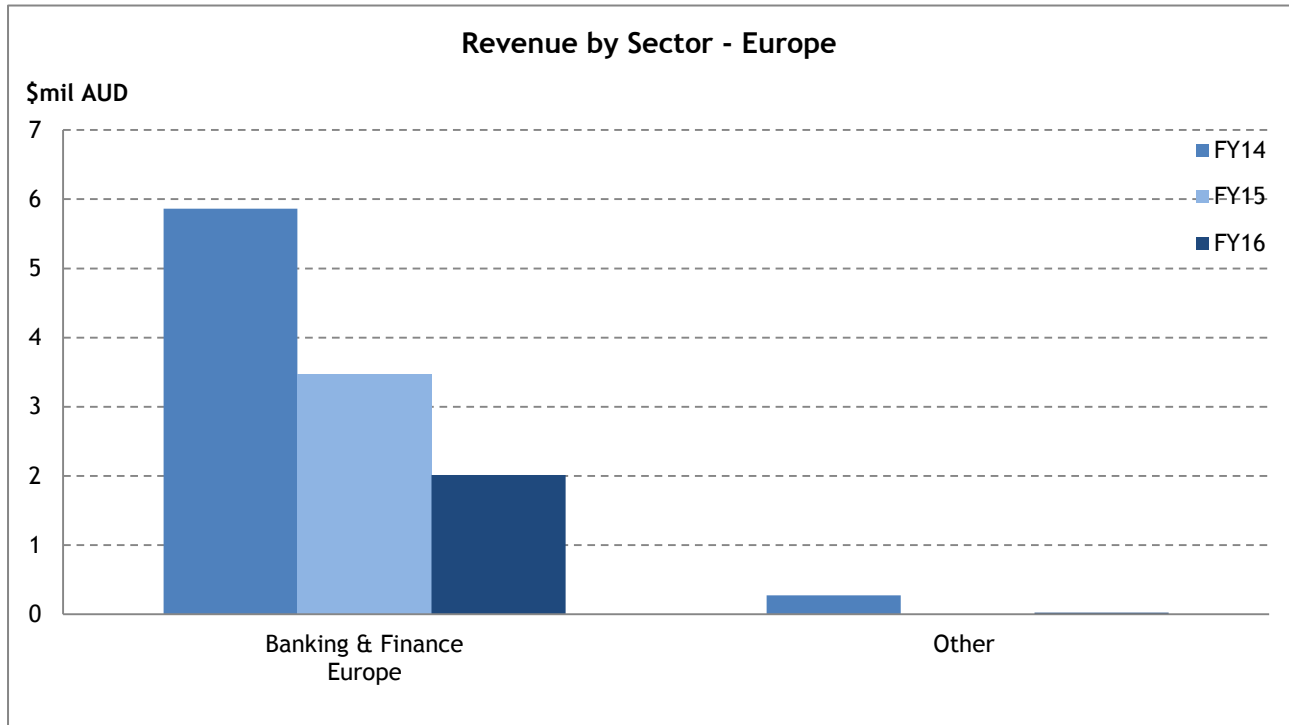
## Managing Director's Review

### Europe

After the early close of the contract with the Italian bank there were no major engagements ready to execute and revenue in the second half of FY16 was lower than the first half of FY16 (see Table 2). Conditions in Europe were stabilised in May and June 2016 with four new contracts generating revenue and fixed costs cut further with a reduction in head count. Monthly revenue in June was the 2nd highest for the financial year and represented a significant improvement in performance.

Table 3 shows the reliance Europe has on banking and the challenges experienced in FY15 and FY16.

Table 3



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## Managing Director’s Review

### North America

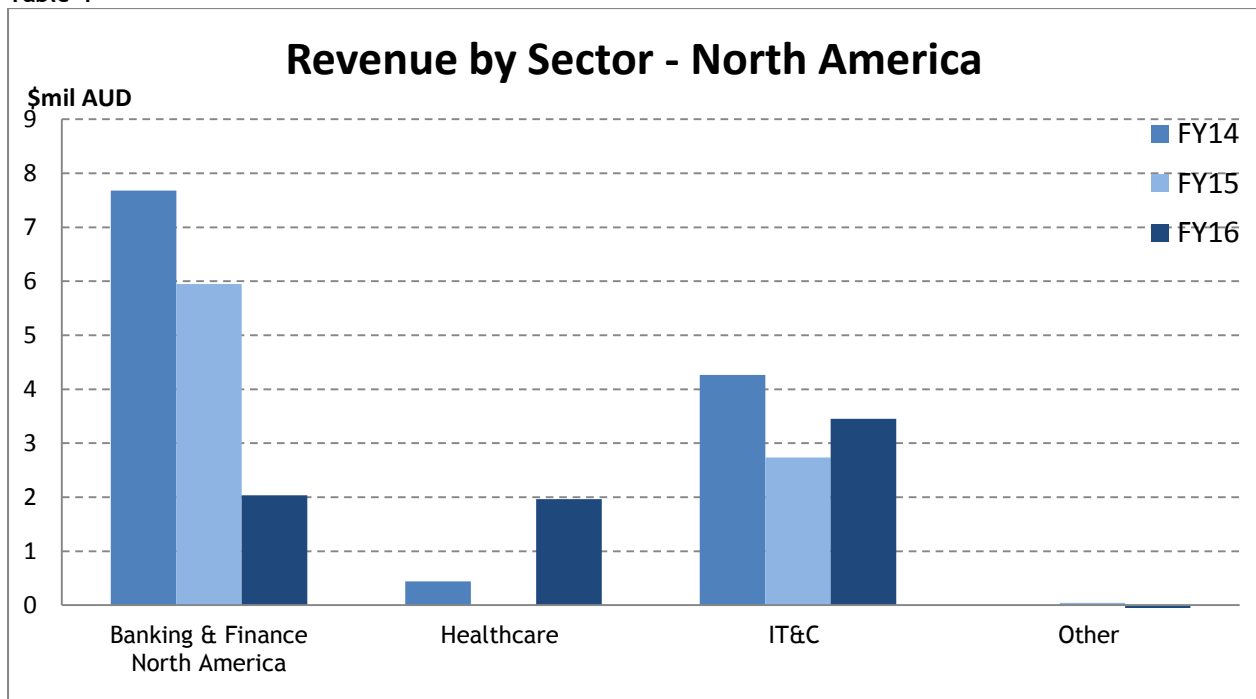
The first half of FY16 was a challenge in North America, as the start dates of 2 risk/reward contracts were delayed. These engagements were undertaken in the second half of FY16 which is the main reason for revenue in North America being higher in the second half than in the first half (see Table 2).

Overall, revenue decreased by 17% in North America although this wasn’t reflected across the whole region. Activity at CPT’s largest Canadian client increased during FY16, a new risk/reward commenced in the second half and the Canadian business met its profit budget for the financial year. Revenue in Canada grew 12% in FY16. However, the strong performance in Canada was not sufficient to cover the reduction in revenue in the USA. North America was hit hard by AMEX decision to bring the services CPT had been providing for 10 years in-house. The lost revenue and the need to write-off related WIP had a significant negative impact on revenue and profit for the financial year.

CPT’s challenge continues to be the smoothing of its revenue streams, as the timing of large risk/reward contracts has a significant impact on revenue levels.

Table 4 shows that revenue is concentrated in three sectors but the mix of revenue varies significantly year on year.

Table 4



## Managing Director's Review

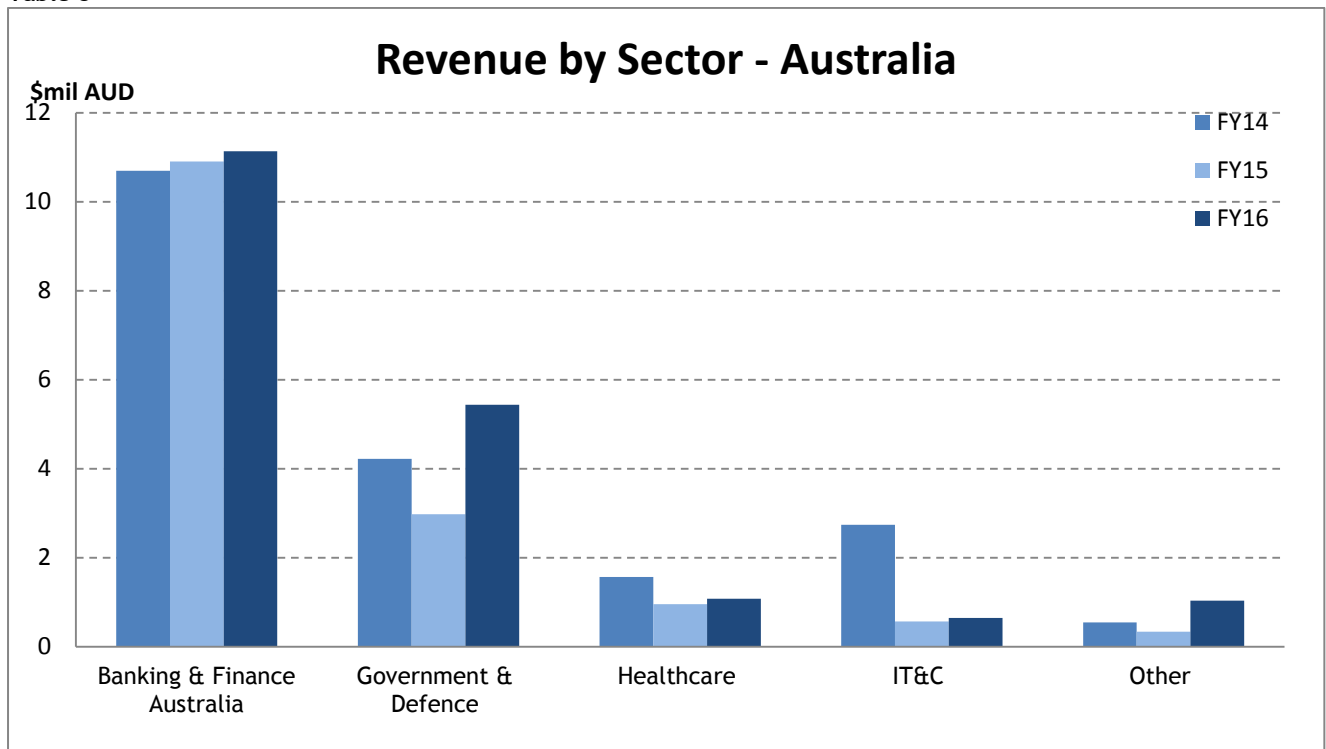
### Australia

Revenue in Australia grew by 22% in the financial year with 57% of the revenue earned in the second half (See Tables 1 & 2). We grew revenue across all of our industry sectors compared to FY15, with revenue from government growing 83% and banking and finance continuing its steady climb (see Table 5). The growth in the Australian business is profitable and operational performance has strengthened throughout the financial year. Revenue on a monthly basis has increased from \$1.2m to consistently exceed \$1.8m.

We are seeing an increase in focus on cost in the banking & finance sector which is putting pressure on our margins. We are addressing the margin pressure by increasing volume and reducing our cost of sales.

The growth in opportunities we expected in the finance & banking and government sectors materialised and we were able to capitalise on these. The pipeline in Australia remains strong so we are optimistic the momentum we have built during FY16 will continue in FY17.

Table 5





## Managing Director's Review

### Financial Results

#### Financial Performance

CPT Global's revenue for the year ended 30 June 2016 was \$28.8m, a 2.1% increase on the previous year's revenue of \$28.2m. CPT Global's net loss before tax for the year ended 30 June 2016 was \$2.9m, an improvement of \$2.3m on the 30 June 2015 result.

The tax expense of \$0.8m results from:

- taxes incurred in Brazil in FY16 relating to a risk/reward job for a global bank; and
- the write back of prior year deferred tax assets relating to carried forward tax losses incurred in the UK as it is not probable that future taxable profits will be available against which the tax losses can be utilised.

Basic earnings per share amounted to -9.88 cents per share (diluted earnings -9.80 cents per share).

#### Financial Position

CPT Global's balance sheet reflected net tangible assets of \$1.5m as at 30 June 2016 (\$4.3m at 30 June 2015).

- Unbilled revenue (WIP) has decreased by \$2.3m. WIP in Europe and North America decreased by \$2.4m as risk/reward contracts at Amex, a global UK bank and an Italian bank were completed during the 2016 financial year. At 30 June 2016 \$0.8m of WIP relates to risk/reward contracts. Australian WIP increased by \$0.4m on increased revenue.
- Goodwill in Europe of \$0.6m was fully impaired at 31 December 2015.
- The \$2.5m increase in trade and other payables is largely due to:
  - the accrual of tax payable in Canada relating to 2016 and prior periods (\$0.9m); and
  - an increase in revenue in Australia and Canada which has resulted in an increase in revenue received in advance (\$0.4m) and an increase in payments due to consultants, employees & government (\$0.8m).
- Borrowings of \$0.8m were drawn down during the year to fund a risk/reward contract in Europe. The drawn facility of \$1.0m was repaid from cash flow from the contract.
- Borrowings at year end relate to the debtor funding business provided by Scottish Pacific against the debtors of the Australian business.

#### Cash Flow

Despite the loss, CPT's net cash inflow for the financial year resulted in an increase in cash holdings to \$3.0m at 30 June 2016 (\$0.5m 30 June 2015).

Our strong cash management processes, Australian debtor funding facility, early payment programs with clients in North America, project funding to cover short term cash outflows on risk/reward contracts, prepaid revenue in North America, delays in finalising Canadian tax obligations with the Canadian tax authorities and the increase in revenue in Australia and North America in the second half of FY16 all contributed to CPT being able to manage the cash flow challenges in FY16.

The increase in cash at 30 June 2016 is due to the receipt of \$1.3m cash from a US risk/reward project in mid-June and the receipt of a \$0.9m tax refund in Canada in September 2015 which has been held on deposit to pay Canadian taxes owing of \$0.9m.

#### Capital Management

No dividends will be declared for FY16.

Our debtor funding facility has a limit of \$5m of which \$0.9m was outstanding at 30 June 2016.

During FY17 our focus will be on growing cash flow from operations to minimise the use of debtor facilities and the associated costs so that we can rebuild our cash position and start paying dividends again.

#### Our People

All of our employees and consultants have shown great loyalty and dedication to CPT and have adapted to the changes being implemented whilst continuing to deliver the high levels of service to clients and the business we are renowned for. To all CPT people I thank you on behalf of the Board of directors and the executive team for the professional way in which you have continued to deliver the high quality of service to our clients and to the business during a difficult 18 months for CPT and a period of transition and commencing our transformation to becoming a digital services leader.

## Managing Director's Review

### Strategy

The appointment of a CEO for Australia and Asia of the quality and experience of David Lynch was crucial for CPT to be in a position to develop and implement a strategy to digitally transform our clients as well as capitalise on the growth opportunities in Australia and Asia. David brings 13 years of on the ground Asian experience into CPT and will manage CPT's business in Asia as well as the transformation of CPT's Australian operations - the core engine for our company.

Our clients are operating in an environment in which innovation, disruption, digital transformation, speed to market, quality assurance and cost control are driving strategic and operational decision making. David will lead our digital services for the company as a whole, including new products, services and strategic alliances.

To enhance our offering to our clients we are leveraging our existing partnerships and investigating opportunities to partner with world class software vendors and service providers.

With David running the Australian and Asian regions I will be focussing on the international business. My focus is on stabilising the European business and working with our partners to provide CPT with enhanced sales capacity, enhanced reach as well as using our people to open doors with new clients and expand our presence in existing clients. While mainframe has been the backbone of the international business, we are expanding our services into midrange, testing and digital partner alliances.

### The Outlook

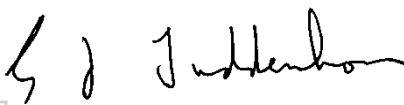
While the strategic, structural, cultural and operational changes we are implementing are starting to show results, we still have much work to do to ensure we deliver a consistent return to our shareholders and can start paying dividends again. We are optimistic that the momentum we have built in FY16 will continue into FY17, however, we are also cognisant of the challenges that still lie ahead.

The Australian business is expected to continue to grow, particularly within the banking sector and federal government departments and semi-government organisations. The growth in revenue in these sectors in Australia in FY16 is continuing into FY17 and our pipeline is as strong as we have seen since before the GFC. We expect margin pressure to continue in some industry sectors with increases in volume compensating for the lower margins.

Revenue in the North American business began to grow in the second half of FY16 and we expect the growth to continue into the first quarter of FY17. Our priority is to convert short term risk/reward contracts to long term recurrent revenue to replace the Amex contract. We expect our largest client in North America to maintain FY16 revenue levels.

In Asia we will continue to use our partner model in the short term to identify and convert opportunities. The pipeline in Asia is encouraging and projects will continue to be undertaken on more of a reactive basis in the short term.

There is still uncertainty in Europe about the EU economy which has been exacerbated by concerns with the quality of the loan books of Italian banks and their capital adequacy, terrorist attacks and Brexit. Whilst we haven't seen any indications in the banking sector in general that suggest spending on IT services is being cut, we are actively monitoring what is a fluid and dynamic situation. The cost cutting and structural changes we have made in Europe mean we are a leaner and nimbler business which will allow us to adjust our strategy quickly as the need arises.



Gerry Tuddenham  
Managing Director

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## Corporate Governance Statement

The Board of Directors of CPT Global is responsible for the corporate governance of the group. The Board guides and monitors the business and affairs of CPT Global on behalf of the shareholders by whom they are elected and to whom they are accountable.

The format of the Corporate Governance Statement is based on the Australian Stock Exchange Corporate Governance Council's (the Council's) "Corporate Governance Principals and Recommendations" (the Recommendations). In accordance with the Council's recommendations, the Corporate Governance Statement must contain certain specific information and must disclose the extent to which the company has followed the guidelines during the period. Where a recommendation has not been followed, that fact is disclosed, together with the reasons for the departure.

CPT Global's Corporate Governance Statement is structured with reference to the Corporate Governance Council's principles and recommendations.

A summary of CPT Global's corporate governance policies and practices can be found at <http://www.cptglobal.com/investors/corporate-governance>.

### Principle 1: Lay solid foundations for management and oversight

#### Functions reserved for the Board

The Board is responsible for governing the Company, providing leadership and monitoring CPT Global on behalf of its shareholders. In addition, the Board is responsible, along with management, for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The Board has adopted a Charter that sets out, among other things, its specific powers and responsibilities and the matters delegated to the CEO and management and those reserved to the Board. Information regarding the Charter can be found at [http://www.cptglobal.com/Files/Board\\_Charter.pdf](http://www.cptglobal.com/Files/Board_Charter.pdf).

The senior executives of CPT Global are responsible for matters which are not specifically reserved for the Board. Senior executives manage the Company in accordance with the direction and strategy adopted by the Board.

#### Appointment and election of directors

Prior to the appointment of a new Director, CPT Global undertakes appropriate checks and internal investigations on the suitability of nominated directors.

CPT Global's Constitution requires that an election of directors takes place each year. In addition, directors appointed during the year to fill a casual vacancy or as an addition to the existing directors during the year, must retire from office at the next annual general meeting following their appointment but are eligible for re-election by shareholders at that time.

The Notice of Meeting for an Annual General Meeting sets out the background, experience and skills of each director seeking election or re-election to the Board along with a recommendation of the Board in relation to the election or re-election. Security holders are provided with all material information in CPT Global's possession relevant to a decision on whether or not to elect or re-elect a director.

#### Director agreements

CPT Global has written agreements with each director and senior executive setting out the terms of their appointment, including commencement and end date, terms of appointment, remuneration and obligations.

#### Company Secretary

The Company Secretary is charged with facilitating CPT Global's corporate governance processes and so holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary is accountable to the Board, through the Chairman, on all governance matters and reports directly to the Chairman as the representative of the Board. The Company Secretary is appointed and dismissed by the Board and all Directors have a right of access to the Company Secretary.

#### Diversity policy

CPT Global has a diversity policy which provides equal opportunity to all appropriately skilled individuals with respect to their recruitment, remuneration, promotion, training and other employment practices. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. CPT Global is committed to diversity and recognises the benefits arising from employee and board diversity and the importance of benefiting from all available talent.

## Corporate Governance Statement

The diversity policy is currently under review by the Board. During the 2016 financial year the Board did not set measurable objectives to progress our diversity goals, however, gender balance is reported to the Board on a monthly basis.

Our progress with gender balance can be measured below:

	2015		2016	
	No.	%	No.	%
Women on the Board	0	0	0	0
Women in senior management roles	0	0	2	18
Women employees in the company	24	17	24	16

### Evaluating the performance of the Board, its Committees, its directors and Senior Executives

The Board's Charter states that the Board will conduct annual reviews of both individual Board members, performance of the Board as a whole and the performance of Board Committees.

An annual performance evaluation of the Board and all Board members is conducted at the completion of each financial year.

The Board developed a questionnaire for all Board members to provide feedback on the role, composition, procedures and practices of the Board and its Committees. The results from the questionnaire are collated by the Chairman and discussed by the Board.

An evaluation of the performance of the Board is in progress at the date of this Report.

CPT Global undertakes an annual performance evaluation of its senior executives. This encompasses a review of each senior executives' achievement of their performance objectives and the establishment of future objectives. The determination of appropriate remuneration for each executive follows the performance evaluation.

The Remuneration Report includes more details on CPT Global's remuneration practices. An annual performance evaluation of the senior executive team was conducted following the completion of the financial year.

### Principle 2: Structure the Board to add value

#### Remuneration & Nomination Committee

The Board has a Remuneration and Nomination Committee which meets to ensure that the Board continues to operate within the established guidelines, including when necessary, selecting candidates for the position of director. The Committee is also responsible for ensuring that adequate resourcing levels are maintained, setting and monitoring employment conditions, reviewing the performance of executive directors and senior management and setting the scale of their remuneration. The Remuneration and Nomination Committee comprises all of the non-executive directors. The remuneration and Nomination Committee comprised the following members throughout the year:

- Alan Baxter (Chairman)
- Fred Grimwade

The Board policy is that the Committee will only comprise independent non-executive directors. Due to the number of independent directors on the Board, CPT Global has not complied with corporate governance best practice, which recommends the Remuneration and Nomination Committee to have a minimum of three members.

For details of directors' attendance at meetings of the Remuneration & Nomination Committee, refer to page 27 of the Directors' Report.

A summary of the Committee's role and responsibilities can be found as an appendix to the Board Charter at [http://www.cptglobal.com/Files/Board\\_Charter.pdf](http://www.cptglobal.com/Files/Board_Charter.pdf).

#### Board Skills Matrix

The Remuneration & Nomination Committee maintain, on behalf of the Board, a capabilities matrix. The Board composition is reviewed at least annually against the matrix and the effect of a proposed new director on Board composition and balance is also assessed against the matrix. Succession planning in order for the Board to maintain

## Corporate Governance Statement

appropriate experience, expertise and diversity is an important responsibility of the Remuneration & Nomination Committee. While important, the capabilities matrix is only part of the process for assessing proposed directors.

The Board has adopted the capabilities matrix, set out below, which sets out the mix of skills and diversity that the Board is looking to achieve in its membership. The skills matrix highlights the key skills and experience of the Board and the extent to which those skills are currently represented on the Board.

Skills/Experience	Total Number of Directors
<b>Public Company Governance</b> Experience with listed and other organisations subject to robust governance frameworks with an ability to assess the effectiveness of relevant governance processes	3
<b>Executive Experience</b> Experience in senior positions at executive levels	3
<b>Strategy &amp; Planning</b> Ability to develop and implement successful strategy and deliver agreed strategic planning goals	3
<b>Accounting, Finance &amp; Capital &amp; Debt Management</b> Senior executive experience in financial accounting and reporting, capital management, taxation, internal controls and corporate financing arrangements	1
<b>Risk Management</b> Experience in the oversight and management of material business risk including membership of risk committees	2
<b>IT Industry Experience</b> Senior executive experience in the IT sector	2
<b>Consulting &amp; Technology Services Experience</b> Senior executive experience in consulting services, particularly in the IT sector	2
<b>Mergers and acquisitions</b> Senior executive experience in successfully undertaking mergers & acquisitions	3
<b>Marketing &amp; Sales</b> Senior executive experience in selling IT consulting services and marketing	2
<b>International market experience</b> Senior executive experience in managing operations and subsidiaries in multiple countries	3
<b>Occupational Health &amp; Safety</b> Experience in relation to workplace health and safety	0
<b>Environment and Sustainability</b> Experience in relation to environmental and social responsibility and community	0
<b>Legal &amp; Regulatory</b> Experience in legal and regulatory matters	1
<b>Human Resources</b> Experience in relation to remuneration and incentive practices, succession planning and director appointment processes	0

### Board skills and experience

The skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report is included in the directors' report on page 18.

## Corporate Governance Statement

### Director independence

The following directors of CPT Global are considered to be independent:

Name	Position
Fred Grimwade	Non-executive Chairman
Alan Baxter	Non-executive Director

An independent director is a director who is not a member of management (a non-executive director) and who:

- holds less than five percent of the voting shares of CPT Global and is not an officer of, or otherwise associated, directly or indirectly, with a shareholder of more than five percent of the voting shares of CPT Global;
- within the past three years has not been employed in an executive capacity by CPT Global or another group member, or been a director after ceasing to hold any such employment;
- within the past three years has not been a principal or employee of a material professional adviser or a material consultant to CPT Global or another group member;
- is not a material supplier or customer of CPT Global or another group member, or an officer of or otherwise associated, directly or indirectly, with a material supplier or customer;
- has no material contractual relationship with CPT Global or another group member other than as a director of CPT Global;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of CPT Global; and
- has not had their independence compromised by the length of their tenure preventing them from being able to bring an independent judgement to bear on issues before the Board and to act in the best interests of CPT Global and its security holders.

Materiality is considered from both the company and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount. Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and other factors which point to the actual ability of the director in question to shape the direction of the company's strategy.

There are procedures in place, agreed by the Board, to enable directors, in furtherance of their duties, to seek independent professional advice at the company's expense.

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

Name	Term in office
Fred Grimwade	14 years
Alan Baxter	6 years
Gerry Tuddenham	18 years

The Board considers Fred Grimwade to be independent even though his tenure on the Board exceeds 10 years as the Board expects the Chairman to have a deep understanding of CPT Global and its business and with an interest in 2% of the shares of CPT Global, Mr Grimwade's interests are aligned with the interests of CPT's shareholders.

### Director induction and professional development

CPT Global has a program for inducting new directors and provides appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively. For more information on Director induction and education, see the Board Charter at [http://www.cptglobal.com/Files/Board\\_Charter.pdf](http://www.cptglobal.com/Files/Board_Charter.pdf).

### Principle 3: Act ethically and responsibly

#### Code of conduct

The Board is committed to its core governance values of integrity, respect, trust and openness among and between board members, management, employees, clients and suppliers. These values are enshrined in the Board's Code of Conduct which requires all directors, management and employees to at all times:

- act honestly and in good faith;



## Corporate Governance Statement

- exercise due care and diligence in fulfilling the functions of office;
- avoid conflicts and make full disclosure of any possible conflict of interest;
- comply with both the letter and spirit of the law;
- encourage the reporting and investigation of unlawful and unethical behaviour; and
- comply with the share trading policy outlined in the Code of conduct.

Directors are obliged to be independent in judgement and ensure all reasonable steps are taken to ensure that the Board's core governance values are not compromised in any decisions the Board makes.

CPT Global's policy regarding directors and employees trading in its securities is set by the Finance and Audit Committee. The policy restricts directors and employees from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the securities price.

Information relating to the Code of Conduct and Trading Policy can be found at <http://www.cptglobal.com/investors/corporate-governance>.

### Principle 4: Safeguard integrity in corporate reporting

#### Finance and Audit Committee

The Board has a Finance and Audit Committee which operates under a charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity and ensure compliance with ASX Listing Rule disclosure requirements. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, external reporting and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators. The Board has delegated the responsibility for the establishment and maintenance of a framework of internal control and ethical standards for the management of the consolidated entity to the Finance and Audit Committee.

The Committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports. The Corporate Governance Principles recommend that all Finance and Audit Committee members are non-executive. CPT Global only has two non-executive directors therefore the managing director has also been appointed to the Finance and Audit Committee.

The members of the Finance and Audit Committee during the year were:

- Fred Grimwade (Chairman)
- Alan Baxter
- Gerry Tuddenham

Due to the size of the company and the Board of directors, CPT Global has not complied with corporate governance best practice, which recommends the Finance and Audit Committee have a different Chairman than the Board.

For details of directors' experience and qualification's refer to page 18 of the Directors' Report. For details of attendance at meetings of the Finance and Audit Committee, refer to page 27 of the Directors' Report.

A copy of the Committee's Charter is included as an appendix to the Board Charter and can be found at [http://www.cptglobal.com/Files/Board\\_Charter.pdf](http://www.cptglobal.com/Files/Board_Charter.pdf).

#### CEO & CFO declarations

For the annual and half-year results, the CEO and CFO have provided a written declaration to the Board stating that, in all material respects, the Company's financial report gives a true and fair view of CPT Global's financial position and operational results and are in accordance with relevant accounting standards and the financial records have been properly maintained in accordance with the Corporations Act 2001.

The declaration by the CEO and CFO states that it is founded on a sound system of risk management and internal compliance and control system and that the risk management and internal compliance and control systems to, the extent they relate to financial reporting, are operating effectively and efficiently in all material respects.

#### Auditors attendance at the AGM

The external auditor attends the Annual General Meeting to answer any questions concerning the conduct of the audit,



## Corporate Governance Statement

the preparation and content of the Auditor's report, accounting policies adopted by the group and the independence of the auditor in relation to the conduct of the audit.

### Principle 5: Make timely and balanced disclosure

#### Continuous disclosure policy

CPT Global is subject to continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001. Subject to limited exceptions, CPT Global must immediately notify the market, through the ASX, of any information that a reasonable person would expect to have a material effect on the price or value of CPT Global's securities. CPT Global has a Continuous Disclosure Policy, a summary of which can be found at <http://www.cptglobal.com/investors/corporate-governance/continuousdisclosure>.

### Principle 6: Respect the rights of security holders

#### Online information for security holders

CPT Global's corporate website has a dedicated Investors section which provides information on the Company, corporate governance and financial reports as well as providing access for security holders to contact the Company and Company Secretary by email.

The Corporate Governance tab sets out CPT Global's charters, policies, codes and ethical standards.

#### Promoting effective communication with security holders

The Board is committed to giving security holders and potential investors balanced and understandable information about the Company and corporate proposals. The Company communicates with security holders via the financial media for significant corporate events and meetings with security holders and potential investors are held on request. The Company responds to questions and enquiries made by security holders in a timely and transparent manner.

CPT Global has a Shareholder Communications Policy which can be found at <http://www.cptglobal.com/investors/corporate-governance>. The policy explains how information will be communicated to security holders and lists the following channels:

1. releases to the market via the ASX;
2. through the Company's web site;
3. directly to shareholders; and
4. at general meetings of the Company.

CPT Global's Shareholder Communications Policy works in tandem with Continuous Disclosure Policy

Security holders are entitled to vote on significant matters impacting on the business. The Board actively encourages security holders to attend and participate in the Annual General Meeting of CPT Global, to lodge inquiries and to be responded by the Board and or the CEO and are able to appoint proxies. The date of the AGM is published well in advance in the financial report and in the Notice of Meeting sent to security holders.

At the AGM, the Chairman encourages security holders to ask questions on each item of business and, at the conclusion of the formal business of the meeting, encourages security holders to ask general questions.

#### Communicating with security holders

Shareholders have the option to receive communications from and send communications to the Company and its security registry electronically.

Furthermore, the Company website has a "Contact" section which allows investors and others to communicate with and ask questions of the Company.

### Principle 7: Recognise and manage risk

#### Policy for oversight and management of business risk

CPT Global believes that, given the size of the Board, it is crucial for all Board members to be a part of the risk management process, and as such the Board has not established a separate risk management committee. Instead sub-committees are convened as appropriate in response to issues and risks identified by the Board as a whole, and the

## Corporate Governance Statement

sub-committee further examines the issue and reports back to the Board.

### Design and implementation of risk management and internal control systems

CPT Global takes a proactive approach to risk management. The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that the group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The main risks that could negatively impact on the performance of the Group's business include:

- the global economic environment;
- the availability of professional IT resources;
- the value of the Australian dollar;
- Government policy, budget and spending levels.

The Finance and Audit Committee is responsible for establishing and maintain a framework of internal control. The Board and the Audit Committee have a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include:

- Board approval of a strategic plan, which encompasses the entity's vision, mission and strategy statements, designed to meet stakeholders' needs and manage business risk.
- Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets, including the establishment and monitoring of Key Performance Indicators (KPI's) of both a financial and non-financial nature.
- The establishment of committees to report on specific business risks, including for example, such matters as the financial risks and concerns and occupational health and safety.

Due to the size of the company, CPT Global does not have an internal audit function.

In addition to their regular reporting on business risks, risk management and internal control systems, the CEO and Chief Financial Officer also provide the Board with assurance that the directors declaration provided with the annual report is founded on a sound system of risk management and internal control and that this system is operating effectively in all material respects in relation to the financial reporting risks. This assurance is provided prior to the meeting at which the directors are due to authorise and sign the company's financial statements.

The Board undertook a review of CPT Global's risk management framework during the reporting period and undertakes such reviews on an annual basis.

CPT Global does not have any material exposure to environmental and social sustainability risks.

### Principle 8: Remunerate fairly and responsibly

The Remuneration Report (on pages 22 to 28 of this report) sets out details of CPT Global's policy and practices for remunerating directors and executives.

Information on the Remuneration & Nomination Committee is included under Principle 2 of this Corporate Governance Statement.

CPT Global does not have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the performance rights scheme.

Due to the number of independent directors on the Board, CPT Global has not complied with corporate governance best practice, which recommends the Remuneration & Nomination Committee to have a minimum of three members.

Information relating to the Remuneration & Nomination Committee and CPT Global's policy on share trading in relation to shares or equity-based products can be found at <http://www.cptglobal.com/investors/corporate-governance>.

## Directors' Report

Your directors submit their report for the year ended 30 June 2016.

### DIRECTORS

The names and details of the company's directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

#### Names, qualifications, experience and special responsibilities

**Fred S Grimwade**  
(Non-executive  
Chairman)



Fred chairs CPT's Finance and Audit Committee and is a member of the Remuneration Committee. He is an executive director of specialist corporate advisory and investment firm Fawcner Capital, and is chairman Troy Resources Limited and a non-executive director of Select Harvests Limited, XRF Scientific Limited, Australian United Investment Company Limited and NewSat Limited. He is also a director of the Foundation for Rural and Regional Renewal.

Fred was a commercial lawyer at Mallesons Stephen Jaques, and later worked with Goldman, Sachs & Co. in New York and Sydney. He also served as Company Secretary and General Manager of Shareholder Relations at Western Mining Corporation. In 1996, he joined Colonial Mutual as Group Company Secretary and General Manager for Legal Affairs and subsequently became Head of Private Capital for Colonial First State Investments, one of Australia's largest fund managers. He was Managing Director of the Colonial Agricultural Company from 1998 to 2006 and a non-executive director of AWB Limited from 2008 to 2010. Fred is a senior fellow and life member of the Financial Services Institute of Australasia (Finsia) and was its joint president from 2005 to 2006. He is also a Fellow of the Australian Institute of Company Directors and a Fellow of Chartered Secretaries Australia.

**Gerry Tuddenham**  
(Managing Director)



Gerry is the founder of and a major shareholder in CPT. He has more than 40 years experience in IT consulting and is a hands-on technologist with a reputation for delivering practical solutions. Gerry is widely known as a technical specialist in performance tuning, capacity planning and testing in IBM mainframes, with additional expertise in expert systems, transaction processors, middleware and database management systems. Gerry was the lead developer of the Expetune and Expetest utilities, which automate a number of intricate tuning and testing activities. He has worked internationally in a broad range of industries, with a focus on financial services and telecommunications. Gerry is a member of the Australian Institute of Company Directors. Gerry is a member of the Finance and Audit Committee.

**Alan Baxter**  
(Non-executive Director)



Alan is a member of CPT's Finance and Audit Committee and also chairs the Remuneration Committee. He has a strong record of leading profitable growth initiatives, possessing a unique blend of business development skills, commercial acumen and technology expertise. Alan has some 40 years experience across all facets of the IT services industry and has held a number of senior executive roles at IBM and Unisys before his appointment as Chief Executive Officer of DMR Consulting (Asia Pacific). He subsequently moved to London where he became Chief Operating Officer of Fujitsu Consulting (formerly DMR Consulting). On his return to Australia he was appointed to a number of non-executive director roles. He currently serves as a non-executive director of Integrated Research Limited.

## Directors' Report

### COMPANY SECRETARY Grant Sincock

Grant was appointed as Chief Financial Officer and Company Secretary in June 2015. Grant brings 20 years of experience as a finance professional to CPT Global Limited, having been a partner at ShineWing Australia (formerly Moore Stephens Melbourne) where he held many senior executive positions, including: member of the Executive Board, Head of Corporate Finance and Head of Audit and Assurance. He is a member of Chartered Accountants Australia and New Zealand.

### INTERESTS IN THE SHARES AND OPTIONS OF THE COMPANY AND RELATED BODIES CORPORATE

As at the date of this report, the interests of the directors in the shares and performance rights of CPT Global Limited were:

	Ordinary Shares	Performance Rights
Alan Baxter	-	75,000
Fred S Grimwade	718,200	75,000
Gerry Tuddenham	12,231,925	300,000

### EARNINGS PER SHARE

	Cents
Basic earnings per share	(9.88)
Diluted earnings per share	(9.80)

### DIVIDENDS

No dividends have been recommended by directors or paid for the 2016 financial year.

### CORPORATE INFORMATION

#### Nature of operations and principal activities

The principal activities of the economic entity during the financial year were the provision of specialist IT consultancy services based on the following core service offerings:

#### Technical Consulting Services

- Capacity Planning Assurance and Reviews
- Cost Reduction Programs and 'Cost of Running' Reports and Models
- Tuning Services including corporate wide approach to Performance Tuning
- Technical Support including Database and System Administration
- Technical Reviews including Environment and Application Performance
- Architecture Services including Technical Architecture and Design Reviews
- Data Warehousing Solutions
- Stress and Volume Performance Testing
- Test Facilitation and Management

#### Management of IT Consulting Services

- IT Strategic Planning
- Selective Outsourcing / Multi sourcing readiness support and transition services
- IT Outsourcing Contract Services Reviews
- IT Delivery and Support Reviews and Improvement using the Shared Services / ITIL framework
- Senior Project and System Integration Management
- IT Business Metrics Alignment leveraging Balanced Scorecard and 'Cost of Ownership' models

## Directors' Report

- Business Process Re-engineering
- Business Process Improvement
- Information Management Planning
- eBusiness Planning and Implementation
- Business Requirement Definition
- Systems and Technology Integration
- Organisation Change
- Records and Document Management
- Program and Project Management

There have been no significant changes in the nature of those activities during the year.

### Employees

The consolidated entity employed 150 employees and contractors as at 30 June 2016 (2015: 141 employees and contractors).

### OPERATING AND FINANCIAL REVIEW

The 2016 financial year was a year of two halves.

After reporting an EBITDA before one-off items\* (EBITDA) for the 31 December 2015 half-year of a loss of \$1.67m, CPT returned to profitability for the 6 month period to 30 June 2016 with an EBITDA of \$0.34m. EBITDA for the full financial year was a loss of \$1.33m compared to the EBITDA at 30 June 2015 of a loss of \$1.49m.

\*One-off items are: impairment of goodwill, payroll tax refund and write down and provision for WIP recognised as revenue in prior periods.

While we are disappointed that we were not able to return the business to profit for the full financial year, the contrast in performance between the first half and second half of the year is encouraging.

### Financial Performance

CPT Global's revenue for the year ended 30 June 2016 was \$28.8m, a 2.1% increase on the previous year's revenue of \$28.2m. CPT Global's net loss before tax for the year ended 30 June 2016 was \$2.9m, an improvement of \$2.3m on the 30 June 2015 result.

The loss was driven by:

- the decline in revenue in Europe of 41% and North America of 16% from FY15;
- the impairment of goodwill in Europe of \$0.6m;
- write downs and provisions for unrecoverable WIP of \$0.8m including a provision of \$0.3m on WIP in North America that we are still optimistic will be recoverable in FY17;
- a risk/reward engagement with an Italian bank that was closed out early (November 2015) due to a major restructure at the bank which resulted in significant cost cutting and reallocations of resources. Whilst we were able to negotiate an exit that resulted in a breakeven position on the project, the early termination of the engagement had a significant impact on the revenue and profitability of the European region and the consolidated group as this was forecast to be the largest single contract in FY16 and the most profitable contract.

Most of the decline in revenue was experienced in the first half of the financial year and revenue in Australia and North America increased in the second half when compared to the first half. Australia's revenue grew by 22% during the year with 57% of that growth coming in the second half of the year. North America's revenue grew by 30% in the second half when compared to the first half although the growth was not enough to offset the declines in the first half and revenue for the full year was 16% down on FY15.

## Directors' Report

### Financial Position

CPT Global's balance sheet reflected net tangible assets of \$1.5m as at 30 June 2016 (\$4.3m at 30 June 2015). The decline in tangible assets is a result of the operating losses and the write down in the goodwill in Europe.

Despite the loss, CPT's cash holdings increased by \$2.5m from 30 June 2015 to \$3.0m.

Borrowings of \$0.8m were drawn down during the year to fund a risk/reward contract in Europe. The drawn facility of \$1.0m was repaid from cash flow from the contract. Borrowings at year end relate to the debtor funding facility provided by Scottish Pacific which is repaid from and secured against the debtors of the Australian business.

### Cash Flow

CPT's net cash inflow for the financial year resulted in an increase in cash holdings to \$3.0m at 30 June 2016).

The increase in cash at 30 June 2016 is largely due to the receipt of:

- \$1.3m cash from a US risk/reward project in mid-June; and
- the receipt of a \$0.9m tax refund in Canada in September 2015 which has been held on deposit to pay Canadian taxes owing of \$0.8m.

### Capital Management

No dividends will be declared for FY16.

Our debtor funding facility has a limit of \$5m of which \$0.9m was outstanding at 30 June 2016.

During FY17 our focus will be on growing cash flow from operations to minimise the use of debtor facilities and the associated costs so that we can rebuild our cash position and start paying dividends again.

For additional discussion of the financial results for the year ended 30 June 2016 please refer to the Chairman's Statement and Managing Director's Review on pages 1 and 2 respectively.

### SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

No significant changes in the state of affairs of the company occurred during the financial year.

### SIGNIFICANT EVENTS AFTER THE BALANCE DATE

On 29th August 2016 CPT Global Limited announced its intention to extend the on-market share buy back for a further twelve months until 27th August 2017. A maximum of 3,000,000 shares may be bought back during the buy-back period.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the economic entity, the results of those operations, or the state of affairs of the economic entity in future financial years.

### LIKELY DEVELOPMENTS AND EXPECTED RESULTS

Likely developments, future prospects and business strategies of the operations of the consolidated entity are detailed in the Chairman's Statement and Managing Director's Review on Pages 1 and 2 respectively.

### ENVIRONMENTAL REGULATION AND PERFORMANCE

The company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

### INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The company has paid premiums to insure the current directors and officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director and officer of the company, other than conduct involving a wilful breach of duty in relation to the company. The total premium paid was \$35,000



## Directors' Report

### REMUNERATION REPORT

The Remuneration Report for the year ended 30 June 2016 outlines the Director and executive remuneration arrangements of CPT Global in accordance with the requirements of the Corporations Act 2001 and its regulations. For the purposes of this Report, key management personnel (KMP) of CPT Global are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of CPT Global, directly or indirectly, including any Director of the parent company.

#### Persons to who the report applies

The remuneration disclosures in this Report cover the following persons:

Key Management Person	Position
Fred S Grimwade	Non-executive Chairman
Alan Baxter	Non-executive Director
Gerry Tuddenham	Managing Director
David Lynch	Chief Executive Officer Australia and Asia (commenced 1 April 2016)
Alan Mackenzie	Chief Technology Officer (resigned 27 May 2016)
Kevin Akom	Chief Operating Officer
Grant Sincock	Company Secretary and Chief Financial Officer
Luke Tuddenham	Vice President North America

#### Remuneration policy

The Remuneration and Nomination Committee of the Board of Directors is responsible for determining and reviewing compensation arrangements for the directors, the managing director and the executive team. The Remuneration and Nomination Committee assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team. The outcomes of the remuneration structure are expected to comply with Executive Share and Option Scheme Guidelines, IFSA Guidance Note, Investment and Financial Services Association. The payment of bonuses, stock options and other incentive payments are reviewed by the Remuneration and Nomination Committee annually as part of the review of executive remuneration and a recommendation is put to the Board for approval. All bonuses, options and incentives must be linked to pre-determined performance criteria. The Board can exercise its discretion in relation to approving the incentives, bonuses and options and can recommend changes to the Committee's recommendations. Any changes must be justified by reference to measurable performance criteria. Details of such incentives awarded during the year are detailed below. Further details on the remuneration of directors and executives are provided in Note 27 to the financial statements.

To assist in achieving these objectives, the Remuneration and Nomination Committee links the nature and amount of executive directors' and officers' emoluments to the company's financial and operational performance and shareholders' value. The committee acknowledges that the creation of shareholder value has recently been inhibited by the global financial crisis and the tightening market conditions experienced within the IT industry.

#### Performance-based remuneration

Annual salary reviews are linked directly to directors' and executives' achievements of key performance indicators (KPIs). The KPIs are set annually after consultation with the directors and executives. The measures are specifically tailored to the areas where each executive has a level of control. The KPIs target areas the Board believes hold the greatest potential for expansion and profit, covering financial and non-financial goals, for both the short and long-term.

Executives have short-term target bonuses, the payment of which depends on the executive meeting their KPIs. Additional bonuses for exceptional performance in relation to the pre-agreed KPIs may be paid up to a maximum of 3 times the target bonus.

#### Company performance, shareholder wealth and director and executive remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. There have been two methods applied in achieving this aim, the first being annual salary reviews based on key performance indicators, and the second being the issue of shares and options to selected directors and executives to encourage the alignment of personal and shareholder interests. The company believes this policy to have been effective in increasing shareholder wealth over the past five years.

The following table shows the net profit and dividends for the last five years for the listed entity, as well as the share price at the end of the respective financial years. The analysis reflects the losses made in the last 2 years and is matched by a reduced share price and no dividends being paid. This performance has been attributed to the continued investment in overseas opportunities in which delays have been encountered in reaching contract finalisation and tightening margins

## Directors' Report

across the business. There have been no increases in the compensation arrangements for directors and key management personnel during the 2015 and 2016 financial years and performance bonuses reflect the results of the Company. The board is of the opinion that the remuneration policy is effective and can be linked to current years result.

	2012	2013	2014	2015	2016
Net profit/(loss)	\$0.6m	\$0.3m	\$2.2m	(\$5.1m)	(\$3.7m)
Share price at year end	\$0.41	\$0.37	\$0.67	\$0.52	\$0.26
Dividends paid	1.5c	0.0c	4.5c	0.0c	0.0c

During the year, no shares were purchased as part of the share buyback. The share price during the year ranged from a low of \$0.20 to a high of \$0.41.

### Remuneration of Non-executive Directors

Non-executive Directors are entitled to a fixed fee per annum for acting as a Director of CPT Global. No additional fees are paid for membership of an active committee.

Under CPT Global's Constitution, Non-executive Director's fees cannot exceed the aggregate cap approved by shareholders by an ordinary resolution. The current cap is \$200,000 and was adopted at the 2006 AGM. The aggregate fees paid to Non-Executive directors in the 2016 financial year do not exceed the cap.

There has been no change to the fees paid to individual Non-executive Directors during or subsequent to the 2016 financial year.

### Remuneration of Senior Executives

Both executive directors and the executives specified in this remuneration report, have their employment conditions formalised in contracts of employment. With the exception of Alan Mackenzie, who was considered a contractor, all executive directors and specified executives are permanent employees of CPT Global Limited.

The employment contracts are generally for a fixed term of 1 to 2 years and contain the following common features:

- an annual review of the Base Salary which is dependent upon CPT Global's performance, the individual's performance and market changes. Any increase has to be approved by the Managing Director and the Remuneration and Nomination Committee;
- short term performance incentive payments quarterly, dependent upon CPT Global achieving its objectives and the individual achieving their KPIs;
- at CPT Global's discretion, allowances and adjustments to Base Salary may be paid when an Executive is required to travel on CPT Global business. Any adjustments must be agreed in advance, documented in writing and signed by the Executive and the Company;
- post-employment restraints covering non-solicitation of employees, contractors and clients and non-competition;
- CPT Global may at its discretion elect to make payment in lieu of notice when the contract is terminated by the employee or the Company;
- a contract can be terminated immediately without notice by CPT Global for serious misconduct; and
- any options not vested as at the date of termination will lapse.

Specific details of each Senior Executive's contract of employment which applied at the end of the financial year ending 30 June 2016 are summarised in the tables on the following pages.



## Directors' Report

### Summary of Contracts of Employment Applicable at 30 June 2016

Current Position	Gerry Tuddenham Managing Director	David Lynch CEO Australia & Asia	Grant Sincock Chief Financial Officer & Company Secretary
<b>Fixed Remuneration</b>			
Base Salary	\$385,321	\$400,000	\$263,516
Superannuation	\$34,679	\$35,000	\$26,484
<b>Non-monetary benefits</b>	Mobile telephone, car park, road tolls, petrol and salary sacrifice arrangements for motor vehicle and superannuation.	Mobile telephone, car park, road tolls and salary sacrifice arrangements for motor vehicle and superannuation. Mr Lynch is entitled to customary relocation benefits for him and his family.	Mobile telephone, car park, road tolls and salary sacrifice arrangements for motor vehicle and superannuation.
<b>Performance Based Remuneration</b>			
Annual target bonus	Nil	\$50,000	\$30,000
<b>Other benefits</b>		Mr Lynch received a sign-on bonus of \$50,000 of CPT Global Shares escrowed for 6 months	Mr Sincock received a sign-on bonus of \$40,000 of CPT Global Shares escrowed for 6 months
	Nil		
<b>Post-employment benefits</b>	Nil	Nil	Nil
<b>Post-employment restraint</b>	6 months	6 months	6 months
<b>Termination</b>	4 weeks notice	4 weeks notice	4 weeks notice
<b>Termination benefits</b>	Nil	Nil	Nil

## Directors' Report

### Summary of Contracts of Employment Applicable at 30 June 2016 (cont.)

Current Position	Kevin Akom Chief Operating Officer	Luke Tuddenham Vice President North America
<b>Fixed Remuneration</b>		
Base Salary	\$275,229	US\$190,000
Superannuation	\$24,771	US\$18,050
<b>Non-monetary benefits</b>	Mobile telephone, car park, road tolls and salary sacrifice arrangements for motor vehicle and superannuation.	Mobile telephone, car park, road tolls and salary sacrifice arrangements for motor vehicle and superannuation. Mr Tuddenham is also entitled to additional expatriate benefits for himself and his family.
<b>Performance Based Remuneration</b>		
Annual target bonus	\$30,000	US\$100,000
<b>Other benefits</b>	Nil	Nil
<b>Post-employment benefits</b>	Nil	Nil
<b>Post-employment restraint</b>	6 months	6 months
<b>Termination</b>	4 weeks notice	4 weeks notice
<b>Termination benefits</b>	Nil	Nil

For further information on contracts and other benefits for Key Management Personnel, refer to Notes 27 and 28.

## Directors' Report

### Details of remuneration for the year ended 30 June 2016

Details of the nature and amount of each element of the emoluments of each director of the company and executive officers of the company and the economic entity receiving the highest emolument for the financial year are as follows:

	Short-Term Benefits			Post Emp't Benefits	Other Long-Term Benefits		Total	Performance related
	Salary/Fees	Short-term Bonus	Other Benefits	Super	Long Service Leave	Share Based Payments		
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Directors</b>								
Alan Baxter								
▪ 2016	50,459	-	-	4,807	-	-	55,266	0.0%
▪ 2015	50,000	-	-	4,807	-	1,883	56,690	3.3%
Fred Grimwade								
▪ 2016	77,982	-	-	7,408	-	-	85,390	0.0%
▪ 2015	77,982	-	-	7,408	-	1,883	87,273	2.2%
Gerry Tuddenham								
▪ 2016	400,580	-	11,739	36,506	1,455	5,274	455,554	1.2%
▪ 2015	407,998	-	10,550	34,504	9,776	3,765	466,593	0.8%
Peter Wright								
▪ 2015	248,006	-	-	19,451	88,920	-	356,377	-
<b>Total Remuneration</b>								
▪ 2016	529,021	-	11,739	48,721	1,455	5,274	596,210	0.9%
▪ 2015	783,986	-	10,550	66,170	98,696	7,531	966,933	0.8%
<b>Executive Officers</b>								
Alan Mackenzie								
▪ 2016	298,724	-	81,499	-	-	-	380,223	-
▪ 2015	373,151	17,252	82,976	-	-	-	473,379	3.6%
Elliot Opolion								
▪ 2015	266,551	10,000	11,804	26,147	3,157	-	317,659	3.1%
Kevin Akom								
▪ 2016	285,640	10,000	8,461	26,147	20,783	-	351,030	2.9%
▪ 2015	275,229	-	7,813	26,147	9,617	-	318,806	-
Grant Sincock								
▪ 2016	264,840	20,000	49,345	25,159	231	-	359,575	5.6%
▪ 2015	22,070	2,283	84	2,314	-	-	26,751	8.5%
David Lynch								
▪ 2016	100,592	12,500	52,133	6,923	82	-	172,230	7.3%
Luke Tuddenham								
▪ 2016	291,634	84,813	332,695	25,906	15,146	-	750,194	11.3%
<b>Total Remuneration</b>								
▪ 2016	1,241,429	127,313	524,132	84,135	36,242	-	2,013,252	6.3%
▪ 2015	937,001	29,535	102,677	54,608	12,774	-	1,136,595	2.6%

### Notes

- The elements of emoluments have been determined on the basis of the cost to the economic entity.
- Other Benefits for Mr Luke Tuddenham and Mr Mackenzie include expatriate costs.
- CPT Global is in dispute with a company associated with Mr Mackenzie over fees charged to CPT Global for the services of Mr Mackenzie. CPT Global believes an amount of \$174,390 (excluding VAT) is owed to CPT Global. The

## Directors' Report

amounts in the above table have not been adjusted for any potential settlement of CPT Global's claim as the timing and extent of any receipt by CPT Global is uncertain.

4. The increase in remuneration from FY15 to FY16 is due to the inclusion of two additional KMPs, Mr Lynch and Mr Luke Tuddenham, in FY16.

### Performance income as a proportion of total remuneration

Executive directors and executives are paid performance related bonuses based on set monetary figures, rather than proportions of salary since these payments are discretionary. This has led to the proportions of remuneration related to performance varying between individuals.

### Performance Rights granted as remuneration

Terms and Conditions for Each Grant

	Vested No.	Granted No.	Grant Date	Value per Share at Grant Date \$	Exercise Price \$	Last Exercise Date
Gerry Tuddenham	-	200,000	23/11/15	\$0.28	\$0.00	23/11/18
Alan Baxter	-	50,000	23/11/15	\$0.28	\$0.00	23/11/18
Fred Grimwade	-	50,000	23/11/15	\$0.28	\$0.00	23/11/18
Total	-	300,000				

Further details on the service and performance criteria attached to these rights can be found in note 22.

	Balance at beginning of Period	Granted as Remuneration	Rights Exercised	Rights Lapsed /Cancelled	Balance at End of Period	Exercisable at End of Period	Vested and Unexercised at End of Period
Gerry Tuddenham	300,000	200,000	-	200,000	300,000	100,000	100,000
Alan Baxter	75,000	50,000	-	50,000	75,000	25,000	25,000
Fred Grimwade	75,000	50,000	-	50,000	75,000	25,000	25,000
Total	450,000	300,000	-	300,000	450,000	150,000	150,000

### DIRECTORS' MEETINGS

The number of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director were as follows:

	Directors' Meetings		Finance and Audit Committee Meetings		Remuneration and Nomination Committee Meetings	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Alan Baxter	11	11	2	2	-	-
Fred S Grimwade	11	11	2	2	-	-
Gerry Tuddenham	11	10	2	2	-	-

Although no formal meeting of the Remuneration and Nomination Committee occurred during the financial year, the Board

## Directors' Report

of Directors fulfilled the responsibilities of the Committee at meetings of the Board.

### Committee membership

As at the date of this report, the company had a Finance and Audit Committee and a Remuneration and Nomination Committee of the Board of Directors.

Members acting on the committees of the Board during the year were:

Finance and Audit	Remuneration and Nomination
Fred Grimwade (C)	Alan Baxter (C)
Alan Baxter	Fred Grimwade
Gerry Tuddenham	

Note: (C) Designates the chairman of the committee.

### PROCEEDINGS ON BEHALF OF COMPANY

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

### NON-AUDIT SERVICES

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

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

The following fees for non-audit services were paid/payable to ShineWing Melbourne during the year ended 30 June 2016:

- |   |          |
|---|----------|
| • Taxation compliance and advice services | \$39,972 |
| • Other                                   | \$5,500  |

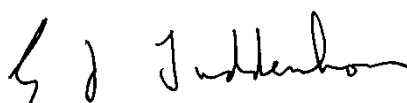
### AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2016 has been received and can be found on page 29 of the directors' report.

### ROUNDING

The amounts contained in this report and in the financial report have been rounded to the nearest \$1,000 (where rounding is applicable) under the option available to the company under ASIC Class Order 98/100. The company is an entity to which the Class Order applies.

Signed in accordance with a resolution of the directors.



Gerry Tuddenham  
Managing Director  
Melbourne, 30 September 2016

**Auditor's Independence Declaration under Section 307C of the *Corporations Act 2001*  
to the directors of CPT Global Limited and Controlled Entities**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2016 there has been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit, and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

ShineWing Australia

**ShineWing Australia**  
Chartered Accountants



Hayley Underwood  
Partner

Melbourne, 30 September 2016

## Consolidated Statement of Comprehensive Income

YEAR ENDED 30 JUNE 2016

Notes

		2016 \$'000	2015 \$'000
Revenue	3	28,750	28,196
Other income		326	(118)
Salaries and employee benefits expense		(3,178)	(2,666)
Consultants benefits expense		(22,419)	(22,312)
Depreciation and amortisation expenses	4	(63)	(97)
Insurance expense		(268)	(267)
Finance costs	4	(348)	(154)
Occupancy expenses		(998)	(963)
Other expenses		(3,921)	(2,983)
Foreign currency (losses) gains		(174)	(1,500)
Goodwill Impairment		(629)	(2,400)
<b>(LOSS)/PROFIT BEFORE INCOME TAX</b>	4	<b>(2,922)</b>	<b>(5,264)</b>
<b>INCOME TAX BENEFIT / (EXPENSE)</b>	5	<b>(751)</b>	<b>208</b>
<b>(LOSS)/PROFIT AFTER INCOME TAX</b>		<b>(3,673)</b>	<b>(5,056)</b>
<b>Other Comprehensive Income:</b>			
<b>Items that have been reclassified to profit or loss:</b>			
Exchange differences on translating foreign controlled entities		312	1,125
<b>Total Other Comprehensive Income for the year, net of tax</b>		<b>312</b>	<b>1,125</b>
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR</b>		<b>(3,361)</b>	<b>(3,931)</b>
<b>NET (LOSS)/PROFIT ATTRIBUTABLE TO MEMBERS OF CPT GLOBAL LIMITED</b>			
		<b>(3,673)</b>	<b>(5,056)</b>
<b>TOTAL COMPREHENSIVE (LOSS) / INCOME ATTRIBUTABLE TO MEMBERS OF CPT GLOBAL LIMITED</b>		<b>(3,361)</b>	<b>(3,931)</b>
Basic earnings per share (cents per share)	25	(9.88)	(13.75)
Diluted earnings per share (cents per share)	25	(9.80)	(13.64)

The Consolidated Statement of Comprehensive Income is to be read in conjunction with the Notes to the Financial Statements.

## Consolidated Statement of Financial Position

AT 30 JUNE 2016

Notes

		2016 \$'000	2015 \$'000
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	7	3,034	458
Trade and other receivables	8	4,815	4,535
Unbilled revenue	9	1,925	4,176
Current tax asset	16	18	526
Other current assets	10	214	363
<b>TOTAL CURRENT ASSETS</b>		<u>10,006</u>	<u>10,058</u>
<b>NON-CURRENT ASSETS</b>			
Deferred tax assets	16	1,401	1,741
Property, plant and equipment	12	63	18
Intangible assets	13	4,394	5,070
<b>TOTAL NON-CURRENT ASSETS</b>		<u>5,858</u>	<u>6,829</u>
<b>TOTAL ASSETS</b>		<u>15,864</u>	<u>16,887</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	14	6,999	4,546
Borrowings	15	905	871
Current tax liabilities	16	-	-
Provisions	17	1,575	1,563
<b>TOTAL CURRENT LIABILITIES</b>		<u>9,479</u>	<u>6,980</u>
<b>NON-CURRENT LIABILITIES</b>			
Deferred Tax Liability	16	207	429
Other long term provisions	17	71	86
<b>TOTAL NON-CURRENT LIABILITIES</b>		<u>278</u>	<u>515</u>
<b>TOTAL LIABILITIES</b>		<u>9,757</u>	<u>7,495</u>
<b>NET ASSETS</b>		<u>6,107</u>	<u>9,392</u>
<b>EQUITY</b>			
Issued capital	18	12,195	12,105
Reserves	19	1,248	950
Retained earnings		(7,336)	(3,663)
<b>TOTAL EQUITY</b>		<u>6,107</u>	<u>9,392</u>

The Consolidated Statement of Financial Position is to be read in conjunction with the Notes to the Financial Statements.



## Consolidated Statement of Changes in Equity

YEAR ENDED 30 JUNE 2016

		\$'000	\$'000	\$'000	\$'000	\$'000
	Notes	Issued capital Ordinary	Retained Earnings	Equity Reserve	Foreign Currency Translation Reserve	Total
<b>Balance at 1 July 2014</b>		<b>12,075</b>	<b>1,944</b>	<b>1,695</b>	<b>(1,878)</b>	<b>13,836</b>
<b>Comprehensive income</b>						
Loss for the year		-	(5,056)	-	-	(5,056)
Other comprehensive loss	19	-	-	-	1,125	1,125
<b>Total comprehensive income/(loss) for the year</b>		<b>-</b>	<b>(5,056)</b>	<b>-</b>	<b>1,125</b>	<b>(3,931)</b>
<b>Transactions with owners, in their capacity as owners</b>						
Share based payments		-	-	8	-	8
Dividends paid or provided for Issue of Shares	6	-	(551)	-	-	(551)
		30				30
<b>Total transactions with owners, in their capacity as owners</b>		<b>30</b>	<b>(551)</b>	<b>8</b>	<b>-</b>	<b>(513)</b>
<b>Balance as at 30 June 2015</b>		<b>12,105</b>	<b>(3,663)</b>	<b>1,703</b>	<b>(753)</b>	<b>9,392</b>
<b>Balance at 1 July 2015</b>		<b>12,105</b>	<b>(3,663)</b>	<b>1,703</b>	<b>(753)</b>	<b>9,392</b>
<b>Comprehensive income</b>						
Loss for the year		-	(3,673)	-	-	(3,673)
Other comprehensive loss	19	-	-	-	312	312
<b>Total comprehensive income/(loss) for the year</b>		<b>-</b>	<b>(3,673)</b>	<b>-</b>	<b>312</b>	<b>(3,361)</b>
<b>Transactions with owners, in their capacity as owners</b>						
Share based payments		-	-	(14)	-	(14)
Issue of Shares		90	-	-	-	90
<b>Total transactions with owners, in their capacity as owners</b>		<b>90</b>	<b>-</b>	<b>(14)</b>	<b>-</b>	<b>76</b>
<b>Balance as at 30 June 2016</b>		<b>12,195</b>	<b>(7,336)</b>	<b>1,689</b>	<b>(441)</b>	<b>6,107</b>

## Consolidated Statement of Cash Flows

YEAR ENDED 30 JUNE 2016

Notes

		2016 \$'000	2015 \$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Receipts from customers		32,270	33,116
Payments to suppliers and employees		(29,834)	(34,499)
Interest received		6	10
Finance costs paid		(345)	(154)
Income tax paid		(125)	(1,001)
<b>NET CASH FLOWS (USED IN) / FROM OPERATING ACTIVITIES</b>	20	<b>1,972</b>	<b>(2,528)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of property, plant and equipment		(61)	(14)
<b>NET CASH FLOWS USED IN INVESTING ACTIVITIES</b>		<b>(61)</b>	<b>(14)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from Issue of shares		-	30
Repayments of borrowings		(1,025)	-
Proceeds from borrowings		1,059	871
Payment of dividends on ordinary shares		-	(551)
<b>NET CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES</b>		<b>34</b>	<b>350</b>
<b>NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS HELD</b>		<b>1,945</b>	<b>(2,192)</b>
Add opening cash & cash equivalents brought forward		458	2,424
Effects of exchange rate changes on cash and cash equivalents		631	226
<b>CLOSING CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>	7	<b>3,034</b>	<b>458</b>

The Statement of Cash Flows is to be read in conjunction with the Notes to the Financial Statements.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements comprise the financial statements of CPT Global Limited and its controlled entities (collectively referred to as 'the Group' or 'the Economic Entity'). The separate financial statements of the Parent Entity, CPT Global Limited, have not been presented within this financial report as permitted by the Corporations Act 2001.

The principal activities of the group during the financial year were the provision of specialist IT consultancy services. The registered address and principal place of business is level 1, 4 Riverside Quay, Southbank, Victoria.

The financial report was authorised for issue on 30 September 2016 by the Board of Directors.

#### Basis of Preparation

These general purpose financial statements have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. All amounts are in Australian dollars unless otherwise stated.

The Group has not adopted any new or amending Australian Accounting Standards and New Interpretations during the year.

#### Accounting Policies

##### (a) Principles of consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (CPT Global Limited) and all of the subsidiaries (including any structured entities). Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 11.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

The financial statements of the subsidiaries used in the preparation of these consolidated financial statements have been prepared as of the same reporting date as the parent.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Income Tax

The income tax expense/(revenue) for the year comprises current income tax expense/(benefit) and deferred tax expense/(benefit).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at the end of the reporting period. Current tax liabilities/ (assets) are therefore measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense/(income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end of the reporting period. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profits will be available against which the benefits of the deferred tax asset can be utilised.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences, and it is probable that the differences will not reverse in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

#### (c) Unbilled Revenue

Unbilled revenue is valued at cost plus profit recognised to date less any provision for anticipated future losses. Cost includes both variable and fixed costs relating to specific contracts, and those costs that are attributable to the contract activity in general and that can be allocated on a reasonable basis.

Profits are recognised on the stage of completion basis measured using the proportion of costs incurred to date as compared to expected total costs. Where losses are anticipated they are provided for in full.

Revenue has been recognised on the basis of the terms of the contract adjusted for any variations or claims allowable under the contract.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (d) Property, Plant & Equipment

Each class of property, plant and equipment is carried at cost less accumulated depreciation and, where applicable impairment losses.

##### Property, Plant and equipment

The carrying amount of property, plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. When there are indications of any impairment, the recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the financial period in which they are incurred.

##### Depreciation

The depreciable amount of all fixed assets is depreciated on a straight line basis over the asset's useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Leasehold improvements	2 - 5 years
Fixtures Fittings and Equipment	33% to 50%
Motor Vehicles	12% to 20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing net proceeds with the carrying amount. These gains and losses are recognised in profit and loss.

#### (e) Operating Leases

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

#### (f) Financial Instruments

##### Recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Classification and subsequent measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest rate method, or cost.

Amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

#### (i) *Financial assets at fair value through profit or loss*

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

#### (ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

#### (iii) *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Group's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

#### (iv) *Financial liabilities*

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

#### Derivative instruments

CPT Global Limited and Controlled Entities designate certain derivatives as either:

- i. hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedge); or
- ii. hedges of highly probable forecast transactions (cash flow hedges).

At the inception of the transaction the relationship between hedging instruments and hedged items, as well as the Group's risk management objective and strategy for undertaking various hedge transactions is documented.

Assessments, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items, are also documented.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (i) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss, together with any changes in the fair value of hedged assets or liabilities that are attributable to the hedged risk.

#### (ii) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is deferred to a hedge reserve in equity through other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts accumulated in the hedge reserve in equity are transferred to profit or loss in the periods when the hedged item will affect profit or loss.

#### Impairment of Financial Instruments

At the end of each reporting period, the Group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. In the case of loans and receivables, impairment is recognised when collectability is doubtful (refer to (g) for further details). Impairment losses are recognised in the profit and loss.

#### Financial guarantees

Where material, financial guarantees issued, which require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due, are recognised as a financial liability at fair value on initial recognition.

The guarantee is subsequently measured at the higher of the best estimate of the obligation and the amount initially recognised less, when appropriate, cumulative amortisation in accordance with AASB 118: Revenue. Where the entity gives guarantees in exchange for a fee, revenue is recognised under AASB 118.

The fair value of financial guarantee contracts has been assessed using a probability weighted discounted cash flow approach. The probability has been based on:

- the likelihood of the guaranteed party defaulting in a year period;
- the proportion of the exposure that is not expected to be recovered due to the guaranteed party defaulting; and
- the maximum loss exposed if the guaranteed party were to default.

#### Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

#### (g) Receivables

Trade receivables are a part of financial instruments (loans and receivables) and are initially recognised at fair value and are subsequently measured at amortised cost less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the recoverable amount.

The amount of the impairment loss is recognised in the profit or loss within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the profit or loss.

#### (h) Impairment of assets

At the end of each reporting period, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is recognised as an expense in the profit and loss.

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

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

Non financial assets, other than goodwill that suffered impairment, are reviewed for possible reversals of the impairment at the end of each reporting period.

#### (i) Intangibles

##### Goodwill

Goodwill is initially recorded at the amount by which the purchase price for a business combination exceeds the fair value attributed to the interest in the net fair value of identifiable assets, liabilities and contingent liabilities at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

##### Intellectual Property

Intellectual property is recognised at the cost of acquisition and has an indefinite useful life. Intellectual property is tested annually for impairment and carried at cost less accumulated impairment losses.

##### Computer Software

Computer software is recognised at the cost of acquisition. Computer software costs have a finite useful life and are carried at cost less accumulated amortisation and any impairment losses. Computer software costs are amortised on a straight line basis over their useful life. The amortisation rate used for software costs varies from 14% to 50%.



## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (j) Foreign Currency Transactions and Balances

##### Functional and presentation currency

The functional currency of each of the Group's entities is the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

##### Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are re-translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedges. Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the underlying gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the profit or loss.

##### Group companies

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

- assets and liabilities are translated at year-end exchange rates prevailing at the end of the reporting period;
- income and expenses are translated at average exchange rates for the period;  
and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from translation of transactions considered to be net investment in foreign operations are transferred directly to the Group's foreign currency translation reserve in the statement of financial position. These differences are recognised in the profit or loss in the period in which the operation is disposed.

#### (k) Trade and other payables

Trade and other payables are a part of financial instruments (Non-derivative financial liabilities). These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

#### (l) Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those cashflows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cashflows.

##### (i) Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months of the end of the reporting period are recognised in other payables in respect of employees' services up to the end of the reporting period and are measured at the undiscounted amounts expected to be paid when the liabilities are settled. When measuring sick leave entitlement, only the unutilised entitlement that is likely to be utilised over and above the leave entitlement that continues to accrue in the future periods is taken into account.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

#### (iii) Retirement benefit obligations

Contributions to defined contributions superannuation funds are recognised as an expense as they become payable.

#### (iv) Share based payments

Share-based compensation benefits are provided to certain employees via the CPT Share and Option Incentive Plan and an employee share scheme. Information relating to these schemes is set out in note 22.

The fair value of options granted under the CPT Share and Option Incentive Plan is recognised as an employee benefit expense with a corresponding increase in equity in the period the options are granted. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is independently determined using a Monte Carlo and American Binomial option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The fair value of the options granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At the end of the each reporting period, the entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate. The impact of the revision to the original estimates, if any, is recognised in the profit and loss with a corresponding adjustment to equity.

#### (m) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. A provision for dividends is not recognised as a liability unless the dividends are declared, determined or publicly recommended on or before the end of the reporting period.

#### (n) Issued Capital

Issued and paid up capital is recognised at the fair value of the consideration received by the Group.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

#### (o) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (p) Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

The following specific recognition criteria must also be met before revenue is recognised:

##### Sale of Goods

Significant risk and rewards of ownership of goods has passed to the buyer.

##### Rendering of Services

Where the contract outcome can be reliably measured, control of the right to be compensated for the services and the stage of completion can be reliably measured. Stage of completion is measured by reference to the labour hours incurred to date as a percentage of total estimated hours for each contract.

Where the contract outcome cannot be reliably measured, revenue is recognised only to the extent that costs have been incurred.

##### Interest

Interest revenue is recognised on a proportional basis taking into account the effective interest rates applicable to the financial assets.

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

#### (q) Borrowing Costs

All borrowing costs are expensed in the period in which they are incurred.

#### (r) Earnings per share ("EPS")

Basic EPS is calculated as net profit attributable to members, adjusted to exclude costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted EPS is calculated as net profit attributable to members, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses;
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; and
- divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

#### (s) Consumption Taxes (GST and VAT)

Revenues, expenses and assets are recognised net of the amount of GST and VAT, except where the amount of GST and VAT incurred is not recoverable from the taxation authority. In these circumstances the GST and VAT is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST and VAT.

Cash flows are presented in the statement of cash flows inclusive of GST and VAT.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (t) Government Grants

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

#### (u) Comparative Figures

When required by accounting standards, comparative figures have been restated to conform to changes in presentation for the current financial year.

#### (v) Rounding of Amounts

The parent entity has applied the relief available to it under ASIC Class Order 98/100 and accordingly, amounts in the financial report and directors' report have been rounded off to the nearest \$1,000, or in certain cases the nearest dollar.

#### (w) Critical Accounting Estimates & Judgements

The directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

#### Key estimates

##### (i) Impairment of Goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units (CGU) to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value.

Refer to Note 13 for details of the assumptions used in this calculation and the potential impact of changes to the assumptions.

#### Key judgements

##### (i) Provision for impairment of receivables

The Group assesses the recoverability of each individual trade receivable account to determine whether a provision for impairment is required for any potentially non recoverable amounts. Management has considered that each trade receivable amount recorded is fully recoverable, hence no provision for impairment has been made in respect of trade receivables.

##### (ii) Unbilled revenue

The Group measures unbilled revenue based on information available at the time of recognition. This information includes historical trends, data analysis, significant judgments from key management personnel as to the reasonable expectations of future events and completion of projects in progress. Management has considered certain old amounts as fully recoverable and therefore no provision for impairment was made. See Note 9 for further details.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (x) New Accounting Standards for Application in Future Period

Accounting Standards and Interpretations issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are detailed below:

**AASB 9: Financial Instruments and associated Amending Standards** (applicable for annual reporting periods commencing on or after 1 January 2017).

The Standard will be applicable retrospectively (subject to the comment on hedge accounting below) and includes revised requirements for the classification and measurement of financial instruments, revised recognition and de-recognition requirements for financial instruments and simplified requirements for hedge accounting. The key changes made to the Standard that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. AASB 9 also introduces a new model for hedge accounting that will allow greater flexibility in the ability to hedge risk, particularly with respect to hedges of non-financial items.

Although the directors anticipate that the adoption of AASB 9 may have an impact on the Group's financial instruments, it is impracticable at this stage to provide a reasonable estimate of such impact.

**AASB 15: Revenue from Contracts with Customers** (applicable for annual reporting periods commencing on or after 1 January 2017).

This Standard, when effective, will replace the current accounting requirements applicable to revenue with a single, principles-based model. Except for a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers. The core principle of AASB 15 is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. To achieve this objective, AASB 15 provides the following five-step model:

- " identify the contract(s) with a customer;
- " identify the performance obligations in the contract(s);
- " determine the transaction price;
- " allocate the transaction price to the performance obligations in the contract; and
- " recognise revenue when (or as) the performance obligation is satisfied.

AASB 15 also requires enhanced disclosures regarding revenues.

This Standard will require retrospective restatement and is available for early adoption.

Although the directors anticipate that the adoption of AASB 15 may have an impact on the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impacts.

**AASB 16: Leases** (applicable to annual reporting periods beginning on or after 1 January 2019).

When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117: Leases and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The main changes introduced by the new Standard include:

- recognition of a right-to-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets);
- depreciation of right-to-use assets in line with AASB 116: Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components;
- variable lease payments that depend on an index or a rate are included in the initial measurement of the lease liability using the index or rate at the commencement date;
- by applying a practical expedient, a lessee is permitted to elect not to separate non-lease components and instead account for all components as a lease; and
- additional disclosure requirements.

The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognise the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application.

Although the directors anticipate that the adoption of AASB 16 will impact the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact

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

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 2. PARENT INFORMATION

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Accounting Standards.

	2016	2015
	\$'000	\$'000
<b>STATEMENT OF FINANCIAL POSITION</b>		
<b>ASSETS</b>		
Current Assets	5,533	10,266
Non-Current Assets	4,467	8,949
<b>Total Assets</b>	<b>10,000</b>	<b>19,215</b>
<b>LIABILITIES</b>		
Current Liabilities	1,810	6,331
Non-Current Liabilities	315	1,382
<b>Total Liabilities</b>	<b>2,125</b>	<b>7,713</b>
<b>EQUITY</b>		
Issued Capital	12,195	12,105
Reserves	1,608	1,608
Retained earnings/(accumulated losses)	(5,928)	(2,211)
<b>Total Equity</b>	<b>7,875</b>	<b>11,502</b>

	2016	2015
	\$'000	\$'000
<b>STATEMENT OF COMPREHENSIVE INCOME</b>		
Total (loss) / profit	(3,717)	(1,577)
Total comprehensive (loss) / income	(3,717)	(1,577)

#### Guarantees

CPT Global Limited has not entered into any guarantees, in the current or previous financial year, in relation to the debts of its subsidiaries. Refer to Note 23 for details of bank guarantees in relation to leased offices.

### 3. REVENUE

	2016	2015
	\$'000	\$'000
<b>REVENUE</b>		
Services Revenue	28,750	28,196
<b>Total Revenue</b>	<b>28,750</b>	<b>28,196</b>
<b>OTHER (EXPENSE) / INCOME</b>		
Rent Income	45	9
Interest Income	6	10
Other (Expense) / Income	275	(137)
<b>Total Other (Expense) / Income</b>	<b>326</b>	<b>(118)</b>

Note

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 4. PROFIT/(LOSS) FOR THE YEAR

	Note	2016 \$'000	2015 \$'000
Profit or loss for the year also includes the following specific expense items.			
Finance costs:			
Interest expense on borrowings		348	154
Total finance costs		<u>348</u>	<u>154</u>
Foreign currency translation losses (gains)		173	418
Occupancy expenses		998	963
Depreciation and amortisation of non-current assets		63	97
Defined superannuation contribution expense - Others		237	256
Defined superannuation contribution expense - KMP		<u>115</u>	<u>107</u>

### 5. INCOME TAX (BENEFIT) / EXPENSE

		2016 \$'000	2015 \$'000
Tax expense comprises:			
Current tax		368	(83)
Deferred tax	16	118	(125)
Under/(over) provision of previous year		265	-
		<u>751</u>	<u>(208)</u>

The prima facie tax on losses before income tax is reconciled to the income tax as follows:

Prima facie tax on losses before income tax at 30% (2015: 30%)		(877)	(1,579)
Tax effect of			
▪ Goodwill impairment		189	720
▪ Tax on overseas income at a different rate		11	195
▪ Share-based payments expense		22	2
▪ Foreign exchange differences arising on net investment in foreign entities		43	5
▪ Current year tax losses not brought to account	1(j)	17	374
▪ Unrealised foreign currency exchange profit		661	-
▪ Change in recognised deductible temporary difference		93	34
▪ Derecognition of Deferred Tax Asset relating to losses		-	41
▪ Under/(over) provision of previous year		582	-
Income tax (benefit) / expense attributable to the entity		<u>10</u>	<u>-</u>
		<u>751</u>	<u>(208)</u>

The applicable weighted average effective tax rates are as follows:

26%	4%
-----	----

The effective tax rate increased in 2016 to 26% as a result of the derecognition of deferred tax assets related to tax losses.



## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 6. DIVIDENDS PAID OR PROVIDED FOR ON ORDINARY SHARES

	2016	2015
	\$'000	\$'000
<b>(a) Dividends paid during the year</b>		
• <i>Current year interim</i>		
Franked dividends (0.0c per share) (2015: 0.0c per share)	-	-
• <i>Prior year final</i>		
Franked dividends (1.5c per share) (2015: 0.0c per share)	-	551
	<u>-</u>	<u>551</u>
<b>(b) Dividends proposed and not recognised as a liability</b>		
• Franked dividends (0.0c per share) (2015: 0.0c per share)	<u>-</u>	<u>-</u>
<b>(c) Franking credit balance</b>		
Balance of franking account at year end adjusted for franking credits arising from:		
• Franking debits arising from payment of proposed dividends	<u>2,478</u>	<u>2,362</u>
	<u>2,478</u>	<u>2,362</u>

### 7. CASH AND CASH EQUIVALENTS

	2016	2015
	\$'000	\$'000
Cash at bank and in hand	<u>3,034</u>	<u>458</u>
<b>Reconciliation of cash</b>		
Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:		
Cash and cash equivalents	<u>3,034</u>	<u>458</u>
	<u>3,034</u>	<u>458</u>

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 8. TRADE AND OTHER RECEIVABLES

	Notes	2016 \$'000	2015 \$'000
<b>CURRENT</b>			
Trade receivables	8(a)	4,797	4,527
		<u>4,797</u>	<u>4,527</u>
Other receivables		18	8
		<u>4,815</u>	<u>4,535</u>

- (a) Trade receivables are non-interest bearing and generally on 30 day terms. The average credit period on rendering of services and sale of goods is 59 days (2015: 60 days). Management has objective evidence that no receivable amounts arising from the past sale of goods and rendering of services in the current year are impaired and therefore no provision for impairment has been recognised (2015: \$nil).

Before accepting new customers, the Group assesses the creditworthiness of the potential client using information provided by independent rating agencies, publicly available information and its own trading record. The Group's client portfolio consists of leading blue chip companies, Fortune Global 500 companies and Government departments within Australia. The profile of the trade receivable balance as at the reporting date is as follows:

Of the trade receivable balance at the end of the reporting period, \$926,370 (2015: \$712,328) and \$140,340 (2015: \$222,063) are due from two leading banking institutions in Australia. There is also \$666,200 (2015: \$123,750) due from a large Australian telecommunications company, \$44,330 (2015: \$183,760) from a leading property and infrastructure company in Australia, \$nil (2015: \$351,569) from a major banking group in Italy, \$456,829 (2015: \$712,946) from a large Canadian telecommunications company, \$nil (2015: \$160,155) from a large financial organisation in North America and \$458,551 (2015: \$nil) from another large financial organisation in North America and, \$26,677 (2015 \$295,737) from a large central American bank.

There are no other customers who represent more than 5% of the total balance of trade receivables. Also of the trade receivables balance at the end of the reporting period a concentration of \$3,516,917 (74%) (2015: \$2,395,255) (53%) relates to Australia. The remaining amounts are not individually significant.

#### Trade receivables that are past due but not impaired

Included in the trade receivable balance are debtors with a carrying amount of \$461,151 (2015: \$579,683) in the group which are past due at the end of the reporting period but have not been provided for as there has not been a significant change in credit quality and the amounts are still considered recoverable. Of the overdue balance, \$421,055 (2015: \$450,446) relates to clients with whom the Group has traded with for more than one year with no history of delinquency. The nature of the clients, namely a mix of large financial institutions, telecommunications companies and government give further confidence that these past due balances are not impaired. The Group does not hold any collateral over these balances. The ageing analysis of these trade receivables is:

	2016 \$'000	2015 \$'000
1-3 months	461	580
Within initial trade terms	4,336	3,947
	<u>4,797</u>	<u>4,527</u>

The carrying value of trade and other receivables approximates its fair value. Trade and other receivables are recoverable within 12 months, hence the effects of discounting is immaterial.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 9. UNBILLED REVENUE (CURRENT)

	2016	2015
	\$'000	\$'000
Unbilled revenue	2,238	4,176
Provision for impairment	(313)	-
<b>Total</b>	<b>1,925</b>	<b>4,176</b>

Unbilled revenue represents amounts relating to revenue recognised in accordance with the accounting policies detailed in Note 1(c) that had not been invoiced to the customer as at the end of the reporting period. Included in the Group's unbilled revenue balance is \$312,580 (2015: \$170,828) relating to revenue that was recognised more than 12 months prior to the end of the reporting period. The provision for impairment relates to these amounts.

### 10. OTHER CURRENT ASSETS

	2016	2015
	\$'000	\$'000
Prepayments	129	144
Other current assets	85	219
<b>Total</b>	<b>214</b>	<b>363</b>

### 11. INTERESTS IN SUBSIDIARIES

Name	Country of incorporation	Percentage of equity interest held by the economic entity*	
		2016	2015
		%	%
CPT Global Ltd	United Kingdom	100	100
CPT Global GmbH	Germany	100	100
CPT Global Inc	USA	100	100
CPT Global Consulting Corp	Canada	100	100
CPT Global France	France	100	100
CPT Global Australia Pty Ltd	Australia	100	100
CPT Global International Pty Ltd	Australia	100	100
CPT Global Pte Ltd	Singapore	100	100
CPT Global SRL	Italy	100	100
CPT Consultoria Global Em Informatica Ltda	Brazil	100	100

There are no known restrictions on the transfer of cash or assets within the group.

\* The percentage of voting power is proportional to ownership.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 12. PROPERTY, PLANT AND EQUIPMENT

Notes

	2016 \$'000	2015 \$'000
<i>Motor vehicles</i>		
At cost	116	74
Accumulated depreciation	(70)	(74)
	<u>46</u>	<u>-</u>
<i>Office equipment</i>		
At cost	253	237
Accumulated depreciation	(236)	(219)
	<u>17</u>	<u>18</u>
<i>Furniture, fixtures and fittings</i>		
At cost	64	65
Accumulated depreciation	(64)	(65)
	<u>-</u>	<u>-</u>
<i>Improvements</i>		
At cost	39	39
Accumulated depreciation	(39)	(39)
	<u>-</u>	<u>-</u>
<i>Leased plant and equipment</i>		
At cost	18	18
Accumulated depreciation	(18)	(18)
	<u>-</u>	<u>-</u>
Total property, plant and equipment	<u>63</u>	<u>18</u>

#### (a) Reconciliations

Reconciliations of the carrying amounts of property, plant and equipment at the beginning and end of the current financial year.

	2016 \$'000	2015 \$'000
<i>Motor vehicles</i>		
Cost at beginning of year	74	62
Purchases and movements in exchange rate	42	12
Cost at end of year	<u>116</u>	<u>74</u>
Accumulated depreciation at beginning of year	(74)	(62)
Depreciation and effects of movements in exchange rate	4	(12)
Accumulated depreciation at end of year	<u>(70)</u>	<u>(74)</u>
Carrying amount	<u>46</u>	<u>-</u>

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 12. PROPERTY, PLANT AND EQUIPMENT (continued)

	2016 \$'000	2015 \$'000
<i>Office Equipment</i>		
Cost at beginning of year	237	1,093
Write off fully depreciated assets	-	(876)
Additions	-	14
Effects of movements in exchange rate	16	6
Cost at end of year	<u>253</u>	<u>237</u>
Accumulated depreciation at beginning of year	(219)	(1,057)
Write-off of fully depreciated assets	-	864
Depreciation	-	(32)
Effects of movements in exchange rate	(17)	6
Accumulated depreciation at end of year	<u>(236)</u>	<u>(219)</u>
Carrying value	<u>17</u>	<u>18</u>
<i>Furniture, fixtures and fittings</i>		
Cost at beginning of year	65	238
Write off fully depreciated assets	-	(173)
Effects of movements in exchange rate	(1)	-
Cost at end of year	<u>64</u>	<u>65</u>
Accumulated depreciation at beginning of year	(65)	(234)
Write-off of fully depreciated assets	-	173
Depreciation	1	(4)
Accumulated depreciation at end of year	<u>(64)</u>	<u>(65)</u>
Carrying amount	<u>-</u>	<u>-</u>
<i>Improvements</i>		
Cost at beginning of year	39	167
Write-off of fully depreciated assets	-	(128)
Cost at end of year	<u>39</u>	<u>39</u>
Accumulated depreciation at beginning of year	(39)	(167)
Write-off of fully depreciated assets	-	128
Cost at end of year	<u>(39)</u>	<u>(39)</u>
Carrying amount	<u>-</u>	<u>-</u>

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 12. PROPERTY, PLANT AND EQUIPMENT (continued)

	2016	2015
	\$'000	\$'000
<i>Leased plant and equipment</i>		
Cost at beginning of year	18	205
Write-off of fully depreciated assets	-	(187)
Cost at end of year	<u>18</u>	<u>18</u>
Accumulated depreciation at beginning of year	(18)	(204)
Write-off of fully depreciated assets	-	187
Depreciation	-	(1)
Accumulated depreciation at end of year	<u>(18)</u>	<u>(18)</u>
Carrying amount	<u>-</u>	<u>-</u>

### 13. INTANGIBLE ASSETS

	2016	2015
	\$'000	\$'000
Goodwill at cost	9,659	9,659
Accumulated impairment losses	(5,502)	(4,873)
Total goodwill	<u>4,157</u>	<u>4,786</u>
Intellectual Property at cost	75	75
Software at cost	818	818
Accumulated amortisation	(656)	(609)
Total software	<u>162</u>	<u>209</u>
Total intangible assets	<u>4,394</u>	<u>5,070</u>

	Goodwill	Intellectual Property	Software
	\$'000	\$'000	\$'000
<b>Year ended 30 June 2015</b>			
Balance at the beginning of the year	7,186	75	269
Impairment charge	(2,400)		
Amortisation charge	-	-	(60)
	<u>4,786</u>	<u>75</u>	<u>209</u>
<b>Year ended 30 June 2016</b>			
Balance at the beginning of the year	4,786	75	269
Impairment charge	(629)	-	-
Amortisation charge	-	-	(47)
	<u>4,157</u>	<u>75</u>	<u>162</u>

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 13. INTANGIBLE ASSETS (continued)

#### 2016 Impairment

The impairment charge of \$629k is against the goodwill allocated to the European cash generating unit. The key driver of the impairment of goodwill was the losses in the 2015 and 2016 financial years and the uncertainty around the revenue forecast. There is significant uncertainty in Europe after the combined impact of terrorist attacks, Brexit and issues in the Italian banking sector.

#### 2015 Impairment

The impairment charge of \$2.4m is against the goodwill allocated to the Australian cash generating unit. The key driver of the impairment of goodwill was the overall revenue forecast which is 10% lower over the forecast period compared to the forecast adopted in 2014. The revenue forecast has decreased as a result of the Australian CGU not achieving forecast for the 2015 financial year, the slower recovery in Government spending on IT than anticipated and a reduction in spend on CPT services at three key clients. In addition, there continues to be pressure on margins as clients seek cost savings in IT through their procurement processes.

Intangible assets other than goodwill and intellectual property have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense per the statement of comprehensive income. Goodwill and intellectual property have indefinite useful lives. These have been assessed as having indefinite useful lives because these intangible assets arose on the acquisition of businesses purchased as going concerns. These businesses continue to be operated within the CPT Global Group and there are no plans to cease any part of these operations.

Goodwill is allocated to cash-generating units, based on the Group's reporting segment.

	2016 \$'000	2015 \$'000
Australian Segment	4,157	4,157
Europe Segment	-	629
	<u>4,157</u>	<u>4,786</u>

The recoverable amount of the cash-generating units is determined based on value-in-use calculations. Value-in-use is calculated based on the present value of the projected cash flows from that cash-generating unit over 5 years; periods beyond 5 years have been extrapolated using the terminal value growth rate of 7.5% (2015: 7.5%). The recoverable amount of the CGU is \$12.3 million

#### Key Assumptions

The following key assumptions were used in determining the recoverable amount of goodwill:

	Discount rate		Gross Margin		Sales Growth		Terminal Growth	
	2016	2015	2016	2015	2016	2015	2016	2015
Australian Segment	16.0%	18.6%	25.2%	25.0%	9.7%	7.7%	7.5%	7.5%

Corporate costs of \$2.6m were allocated to the CGU (2015: \$2.1m)

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 13. INTANGIBLE ASSETS (continued)

Management has based the value-in-use calculations on budgets and estimates for the CGU. The value-in-use is most sensitive to the following assumptions:

- Discount rate;
- Gross profit margins;
- Sales growth rates;
- Terminal growth rates; and
- Corporate costs.

*Discount rate* - discount rate is a pre-tax rate and reflects the risks associated with a particular segment.

*Gross profit margins* - values assigned reflect past experience and recognition of the existing tightening market conditions.

*Sales growth rates* - reflects management's expectations of revenue growth in the context of the Group's Australian market strategy.

*Terminal growth rates* - reflect the management's expectation of revenue and profit growth in the periods beyond the 5 year forecast and are based on expected growth during the forecast period, long term historical growth, operating leverage and level of fixed and variable costs.

*Corporate costs* - corporate costs are allocated to the CGU based upon the CGU's proportional contribution to the revenue of the Group.

### 14. TRADE AND OTHER PAYABLES

	2016	2015
	\$'000	\$'000
<b>CURRENT</b>		
Trade payables	4,515	2,956
Sundry payables and accrued expenses	2,466	1,565
Unearned revenue	18	25
	<u>6,999</u>	<u>4,546</u>

Due to the short-term nature of these payables, their carrying value is assumed to approximate to their fair value. There are no financial guarantees in place.

### 15. BORROWINGS

	Note	2016	2015
		\$'000	\$'000
<b>CURRENT</b>			
Secured borrowings	15(a)	(905)	(596)
Unsecured borrowings	15(b)	-	(275)
Total borrowings		<u>(905)</u>	<u>(871)</u>
<b>Unutilised financing facilities</b>			
Credit facility		5,000	6,500
Amount secured utilised	15(a)	(905)	(596)
Amount unsecured utilised	15(b)	-	(275)
		<u>4,095</u>	<u>5,629</u>



## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 15. BORROWINGS (continued)

- (a) The parent entity has a debtors financing facility in place. The facility is secured by a first registered company charge (mortgage debenture) over the carrying value of the total assets of the parent entity, which totalled \$10,950,719 at the end of the reporting period. Interest is charged at a 5.5% margin above the 90 day Bank Bill Swap Rate. The maximum facility is \$5m.
- (b) The parent entity entered into a \$1.5m export contract loan agreement on 29 May 2015 with EFIC. The loan was available to be drawn until 30 November 2015 and was repayable by 28 February 2016. Interest was charged at BBSY plus a margin of 6% and a commitment fee of 2% was payable on the undrawn facility. Under the terms of the loan, CPT Global could not pay a dividend for the 2015 financial year and, for the 2016 financial year, the dividend could not exceed 75% of net profit. Each subsidiary of the parent entity was a guarantor of the loan. There was no other security attached to the loan. The facility was repaid in full during the financial year.

### 16. TAX

	Notes	2016 \$'000	2015 \$'000
<b>LIABILITIES</b>			
<b>Current</b>			
Current tax liability		-	-
<b>Non Current</b>			
Deferred tax liabilities comprise:			
Unrealised foreign exchange gain		207	429
<b>Reconciliation of deferred tax liabilities</b>			
Opening balance		429	181
(Debited)/Credited to the statement of comprehensive income		(222)	248
Closing balance		207	429
<b>ASSETS</b>			
<b>Current</b>			
Current tax asset		18	526
<b>Non Current</b>			
Deferred tax assets comprise:			
Provisions, accrued employee entitlements and benefits and accruals		633	582
Future income tax benefits attributable to tax losses		768	1,159
		1,401	1,741
<b>Reconciliation of deferred tax assets</b>			
Opening balance		1,741	1,368
Debited/(Credited) to the statement of comprehensive income	5	(340)	373
Closing balance		1,401	1,741

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 16. TAX (continued)

The future income tax benefit of the deferred tax assets will only be realised if the conditions of deductibility set out in Note 1(b) occur. Deferred tax assets not brought to account for which the benefits will only be realised if the conditions for deductibility set out in Note 1(b) occur amount to \$1,332,888 (2015: \$485,991). CPT Global's tax losses that have not been brought to account are generally not subject to restrictions except for the tax losses in US and Canada which are available for up to seven years from the year the tax loss occurred. Of the losses not brought to account 100% relate to the US and Canada.

### 17. PROVISIONS

	2016	2015
	\$'000	\$'000
<b>Current</b>		
Employee benefits - Long Service Leave	908	892
Employee benefits - Annual Leave	667	671
<b>Total Current Provisions</b>	<u>1,575</u>	<u>1,563</u>
<b>Non-Current</b>		
Employee benefits - Long Service Leave	71	86
Employee benefits - Annual Leave	-	-
<b>Total Non-Current Provisions</b>	<u>71</u>	<u>86</u>
<b>Total Provision</b>	<u>1,646</u>	<u>1,649</u>

A provision has been recognised for employee entitlements relating to long service leave. In calculating the present value of future cash flows in respect of long service leave, the probability of long service leave is being taken is based on historical data. The measurement and recognition criteria relating to employee benefits have been included in Note 1(l) to these financial statements.

Analysis of Total Provisions	Long Service Leave	Annual Leave	Total
	\$'000	\$'000	\$'000
Opening balance at 1 July 2015	978	671	1649
Provided for during the year	184	689	873
Taken during the year	(183)	(693)	(876)
<b>Balance at 30 June 2016</b>	<u>979</u>	<u>667</u>	<u>1646</u>

### 18. ISSUED CAPITAL

(a) Issued and paid up capital	2016	2015
	\$'000	\$'000
37,177,220 (2015: 36,759,460) fully paid ordinary shares	<u>12,195</u>	<u>12,105</u>
	<u>12,195</u>	<u>12,105</u>

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 18. ISSUED CAPITAL (Continued)

#### (b) Movements in shares on issue

	2016		2015	
	Number of shares	\$'000'	Number of shares	\$'000
Beginning of the financial year	36,759,460	12,105	36,716,364	12,075
New shares issued	417,760	90	-	-
Shares issued under dividend reinvestment	-	-	43,096	30
End of the financial year	<b>37,177,220</b>	<b>12,195</b>	36,759,460	12,105

- (i) Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands. During the year ended 30th June 2016 no ordinary shares were bought back under the on market buyback (2015: Nil). Ordinary shares have no par value.
- (ii) The on market buyback commenced on the 27<sup>th</sup> August 2002 with 3,000,000 shares being the maximum to be bought back of which 2,413,905 were outstanding as at 30 June 2016.

#### (c) Options

- (i) For information relating to the CPT Global Limited employee option plan, including details of options issued, exercised and lapsed during the financial year and the options outstanding at year-end, refer to Note 22 Share based payments.
- (ii) For information relating to share options issued to key management personnel during the financial year, refer to Note 27 Key management compensation.

#### (d) Capital Management

Management controls the capital of the group in order to maintain an appropriate debt to equity ratio, provide shareholders with adequate returns and ensure that the group can fund its operations and continue as a going concern.

The Group does not currently have significant debt capital employed in the business as indicated in the following table. Management effectively manages the group's capital by assessing the group's financial risks and adjusts its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders, share buy-backs and share issues.

There have been no changes in the strategy adopted by management to control the capital of the group since the prior year. This strategy is to ensure that the group's gearing ratio remains at an appropriate level between 0% and 50%.

The gearing ratios for the year ended 30 June 2016 and 30 June 2015 are as follows:

	2016	2015
	\$'000	\$'000
Total borrowings	905	871
Less cash and cash equivalents	(3,034)	(458)
Net debt	(2,129)	413
Total equity	6,107	9,392
Total capital employed	6,107	9,392
Gearing ratio	0%	4%

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 18. ISSUED CAPITAL (Continued)

A bank guarantee provided by the Company's banker in favour of the lessor of the Head Office is cash backed in the amount of \$191,000. The cash is not available for CPT Global to utilise until the bank guarantee is returned to our Banker at the end of the lease. The lease expires in October 2017.

### 19. RESERVES

#### (a) Foreign currency translation

The foreign currency translation reserve records exchange differences arising on translation of the financial statements of foreign subsidiaries.

#### (b) Equity reserve

The equity reserve is a non-distributable reserve used to record share based payment expense.

#### (c) Analysis of items of other comprehensive income by each class of reserve

	2016	2015
	\$'000	\$'000
<b>Foreign currency translation reserve</b>		
Exchange difference on translating foreign controlled entities	312	1,125
Movement in foreign currency translation reserve	<u>312</u>	<u>1,125</u>
<b>Total other comprehensive income for the year</b>	<u><u>312</u></u>	<u><u>1,125</u></u>

### 20. CASH FLOW INFORMATION

	2016	2015
	\$'000	\$'000
<b>(a) Reconciliation of the net profit after tax to the net cash flows from operations</b>		
Net (loss) / profit	(3,673)	(5,056)
<b>Non-Cash Items</b>		
Depreciation and amortisation of non-current assets	63	97
Share based payment	76	8
Goodwill impairment	629	2,400
<b>Changes in assets and liabilities</b>		
Decrease/(increase) in trade and term receivables	(402)	2,989
(Increase)/decrease in prepayments	17	(79)
(Increase)/decrease in work in progress	2,250	(1,067)
(Increase)/decrease in deferred tax asset	340	(374)

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 20. CASH FLOW INFORMATION (continued)

	2016	2015
	\$'000	\$'000
(Decrease)/Increase in trade payables and accruals	2,389	(558)
(Decrease)/increase in income taxes payable	507	(1,083)
Increase in deferred tax liabilities	(222)	248
(Decrease)/Increase in employee entitlements	(3)	(53)
Net cash flow from operating activities	<u>1,972</u>	<u>(2,528)</u>

There were no acquisitions or disposals of subsidiaries in the 2016 financial year.

### 21. EXPENDITURE COMMITMENTS

#### (a) Lease expenditure commitments

##### (i) Operating leases (non-cancellable):

Minimum lease payments

- not later than one year

- later than one year and not later than five years

	2016	2015
	\$'000	\$'000
- not later than one year	349	389
- later than one year and not later than five years	80	461
	<u>429</u>	<u>850</u>

#### Note:

The property lease is non-cancellable with a term of 16 months. Rent is payable monthly in advance and the amounts disclosed do not include GST. Contingent rental provisions within the leases require the minimum lease payments to be increased by CPI on the anniversary of the lease agreement. No options exist to renew the leases.

### 22. SHARE-BASED PAYMENTS

The following share-based payment arrangements existed at 30 June 2016:

Directors Performance Rights	Issue date	Expiry date	Exercise Price	As at 1 July 2015	Granted	Forfeited/ Exercised/ transferred/ expired	As at 30 June 2016
(a)	18/11/13	18/11/16	\$0.50	150,000	-	-	150,000
(b)	25/11/14	18/11/17	\$0.00	300,000	-	(300,000)	-
(c)	23/11/15	23/11/18	\$0.00	-	300,000	-	300,000
				<u>450,000</u>	<u>300,000</u>	<u>(300,000)</u>	<u>450,000</u>

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 22. SHARE-BASED PAYMENTS (Continued)

#### Shares Issued to Executives

Under the terms of employment agreements entered into with Mr Lynch and Mr Sincock, they were entitled to receive \$50,000 and \$40,000 CPT Global shares respectively as sign-on bonuses. 417,760 shares were allotted on 4 April 2016 at \$0.22 per share in satisfaction of the agreements. The shares were escrowed for 6 months from the date of allotment.

(a) On 18 November 2013, at the Company's Annual General Meeting, 400,000 performance rights were granted to directors to take up ordinary shares at an exercise price of \$0.50 per share. The fair value of these performance shares at the date of grant was \$12,453. At 30 June 2016, 150,000 performance rights have vested but are unexercised. The fair value has been calculated using a combination of the Monte Carlo and American Binomial pricing methodologies for tranches using the following inputs:

Weighted average exercise price	\$0.50
Maximum life of right	3 years
Underlying share price	\$0.44
Expected share price volatility	42%
Risk free interest rate	2.9%
Dividend yield	9%

(b) On 25 November 2014, at the Company's Annual General Meeting, 300,000 performance rights were granted to directors to take up ordinary shares at an exercise price of \$0.00 per share. The fair value of these performance rights at the date of grant was \$71,006. The fair value has been calculated using a combination of the Monte Carlo and American Binomial pricing methodologies for tranches using the following inputs:

Weighted average exercise price	\$0.00
Maximum life of right	3 years
Underlying share price	\$0.71
Expected share price volatility	35%
Risk free interest rate	2.5%
Dividend yield	4.5%

Share price volatility has been determined based on the historical volatility of ASX listed companies operating in similar markets and offering similar services to CPT Global. Peer group companies were used to estimate share price volatility as CPT Global's shares are fairly illiquid, as the exercise price is \$0.00, share price volatility does not have a material impact on the fair value of the performance rights.

The issue of these performance shares in four tranches was contingent upon the following conditions being met:

No of Shares to be Issued	Conditions to be Met
100,000	The highest quoted (buy) price for CPT Global shares reaching or exceeding \$1.00 for 5 consecutive business days during the period 18 November 2014 and 30 June 2015 (both dates inclusive)
50,000	The Company's international revenue (as reported in the Company's 2015 annual report) reaching or exceeding \$22m for the 2015 fiscal year
100,000	The highest quoted (buy) price for CPT Global shares reaching or exceeding \$1.25 for 5 consecutive business days during the period 1 July 2015 and 30 June 2016 (both dates inclusive)
50,000	The Company's international revenue (as reported in the Company's 2016 annual report) reaching or exceeding \$25.5m for the 2016 fiscal year

During the financial year, all of these performance rights were either cancelled or expired.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 22. SHARE-BASED PAYMENTS (Continued)

(c) On 23 November 2015, at the Company's Annual General Meeting, 300,000 performance rights were granted to directors to take up ordinary shares at an exercise price of \$0.00 per share. The fair value of these performance rights at the date of grant was \$28,020. The fair value has been calculated using a combination of the Monte Carlo and American Binomial pricing methodologies for tranches using the following inputs:

Weighted average exercise price	\$0.00
Maximum life of right	3 years
Underlying share price	\$0.28
Expected share price volatility	50%
Risk free interest rate	2.9%
Dividend yield	4.5%

Share price volatility has been determined based on the historical volatility of ASX listed companies operating in similar markets and offering similar services to CPT Global. Peer group companies were used to estimate share price volatility as CPT Global's shares are fairly illiquid, as the exercise price is \$0.00, share price volatility does not have a material impact on the fair value of the performance rights.

The issue of these performance shares in four tranches was contingent upon the following conditions being met:

No of Shares to be Issued	Conditions to be Met
100,000	The highest quoted (buy) price for CPT Global shares reaching or exceeding \$0.50 for 5 consecutive business days during the period 23 November 2015 and 30 June 2016 (both dates inclusive)
50,000	The Company's international revenue (as reported in the Company's 2016 annual report) reaching or exceeding \$22m for the 2016 fiscal year
100,000	The highest quoted (buy) price for CPT Global shares reaching or exceeding \$1.00 for 5 consecutive business days during the period 1 July 2016 and 30 June 2017 (both dates inclusive)
50,000	The Company's international revenue (as reported in the Company's 2017 annual report) reaching or exceeding \$25.5m for the 2017 fiscal year

The performance rights hold no voting or dividend rights, are not transferrable and will lapse in the event of the resignation of a director. At the date of this report, all directors in receipt of the performance options remain employed by CPT.

An amount of \$5,274 pertaining to these entitlements has been included in the statement of comprehensive income for the period.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 22. SHARE-BASED PAYMENTS (Continued)

(d) Information with respect to the number of options granted is as follows:

	2016		2015	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Outstanding at the beginning of the year	450,000	0.17	400,000	0.50
Granted	300,000	0.00	300,000	0.00
Forfeited	-	-	50,000	0.50
Exercised	-	-	-	-
Cancelled	300,000	-	200,000	0.50
Expired	-	-	-	-
Outstanding at year end	450,000	0.17	450,000	0.17

At 30 June 2016, there were 150,000 (2015: 150,000) options vested but not exercised.

There are no other options granted by CPT Global Limited to any other party. Options do not confer on the holder any right to vote or participate in the dividends of the economic entity and are not transferable.

### 23. CONTINGENT LIABILITIES

#### Guarantees

CPT Global Limited has provided a guarantee \$191,000 (2015: \$217,662) to third parties in relation to its performance and obligations in respect of property lease rentals. The guarantee is secured against a term deposit equal to the value of the guarantee. The guarantee is for the term of the lease. The guarantee for lease covers the next 12 months. The 2015 guarantee was not secured.

### 24. EVENTS AFTER THE REPORTING PERIOD

On 29th August 2016 CPT Global Limited announced its intention to extend the on-market share buy back for a further twelve months until 28th August 2017. A maximum of 3,000,000 shares may be bought back during the buyback period.



## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 25. EARNINGS PER SHARE

	2016	2015
	\$'000	\$'000
(a) The following reflects the income and share data used in the calculations of basic and diluted earnings per share:		
Net (loss) / profit	(3,673)	(5,056)
<b>Adjustments:</b>	-	-
Earnings used in calculating basic and diluted earnings per share	<u>(3,673)</u>	<u>(5,056)</u>
	<b>Number of shares</b>	<b>Number of shares</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	37,177,220	36,759,460
Weighted average number of options outstanding	300,000	300,000
Adjusted weighted average number of ordinary shares used in calculating diluted earnings per share	<u>37,477,220</u>	<u>37,059,460</u>

### 26. AUDITORS' REMUNERATION

	2016	2015
	\$'000	\$'000
Amounts received or due and receivable by ShineWing Australia and Moore Stephens London for:		
• an audit or review of the financial report of the parent and any other entity in the Group	181	173
• other services in relation to the entity and any other entity in the Group		
- tax compliance	40	73
- other services	6	-

Other services relate to accounting and taxation services.

### 27. KEY MANAGEMENT PERSONNEL COMPENSATION

(a) Names and positions held of economic entity key management personnel in office at any time during the financial year are:

Key Management Person	Position
Fred S Grimwade	Non-executive Chairman
Alan Baxter	Non-executive Director
Gerry Tuddenham	Managing Director
David Lynch	Chief Executive Officer Australia and Asia (commenced 1 April 2016)
Alan Mackenzie	Chief Technology Officer (resigned 27 May 2016)
Kevin Akom	Chief Operating Officer
Grant Sincock	Company Secretary and Chief Financial Officer
Luke Tuddenham	Vice President North America

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 27. KEY MANAGEMENT PERSONNEL COMPENSATION (Continued)

#### b) Key Management Personnel Compensation

Refer to the Remuneration Report contained in the Director's Report for details of the remuneration paid to each member of the Group's key management personnel for the year ended 30 June 2016.

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

	2016	2015
	\$000	\$000
Short-term employee benefits	2,433	1,733
Post-employment benefits	133	121
Other long-term benefits	38	111
Share based payments	5	8
	2,609	1,973

#### c) Compensation Performance Rights

	Balance at beginning of Period	Granted as Remuneration	Rights Exercised	Rights Lapsed /Cancelled	Balance at End of Period	Exercisable at End of Period	Vested and Unexercised at End of Period
Gerry Tuddenham	300,000	200,000	-	200,000	300,000	100,000	100,000
Alan Baxter	75,000	50,000	-	50,000	75,000	25,000	25,000
Fred Grimwade	75,000	50,000	-	50,000	75,000	25,000	25,000
Total	450,000	300,000	-	300,000	450,000	150,000	150,000

#### (d) Shareholdings

Shares held by key management personnel directly, indirectly or beneficially including their related parties:

Shares held in CPT Global Limited	Balance 1 July 2015 Ord	Granted as Remuneration Ord	On Exercise of Options Ord	Net Change Other Ord	Balance 30 June 2016 Ord
Fred S Grimwade	718,200	-	-	-	718,200
Alan Baxter	-	-	-	-	-
Gerry Tuddenham	11,038,971	-	-	349,999	11,388,970
<b>Specified Executives</b>					
Kevin Akom	565,013	-	-	-	565,013
David Lynch	-	232,089	-	131,021	363,110
Grant Sincock	-	185,671	-	-	185,671
Luke Tuddenham	292,955	-	-	550,000	842,955
<b>Total</b>	12,615,139	417,760	-	1,031,020	14,063,919

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### (d) Shareholdings (continued)

Shares held in CPT Global Limited	Balance 1 July 2014 Ord	Granted as Remuneration Ord	On Exercise of Options Ord	Net Change Other Ord	Balance 30 June 2015 Ord
Fred S Grimwade	718,200	-	-	-	718,200
Gerry Tuddenham	11,331,926	-	-	-	11,331,926
<b>Specified Executives</b>					
Kevin Akom	565,013	-	-	-	565,013
Alan Mackenzie	327,812	-	-	-	327,812
<b>Total</b>	<b>12,942,951</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,942,951</b>

Note 1: The opening balance of Mr Gerry Tuddenham's shareholding has been reduced by the number of shares held by Mr Luke Tuddenham and his related entities as Mr Luke Tuddenham has been classified as a KMP in 2016. In 2015, the shares held by Mr Luke Tuddenham were included in the shares held by Mr Gerry Tuddenham as they were considered related parties for the purpose of disclosing shares held by KMP.

## 28. RELATED PARTY DISCLOSURES

### (a) Controlling Relationships

Interests in subsidiaries are set out in note 11. The parent entity and the ultimate controlling party of the group is CPT Global Limited. All transactions within the group were done on an arm's length basis.

### (b) Key management personnel

Disclosures relating to key management personnel are set out in note 27. Key management personnel include the board of directors and key executives who are accountable and responsible for the operational, management and strategic direction of the Group.

## 29. OPERATING SEGMENTS

### Identification of Reportable Segments

CPT Global Limited has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing the performance and determining the allocation of resources. The reportable segments disclosed are based on a geographical basis.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics and are also similar with respect to the following:

- services provided by the segment;
- the type of customer for the services provided; and
- external regulatory requirements

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 29. OPERATING SEGMENTS (Continued)

#### Types of Services by Segment

Below outlines the major lines of services provided to customers for each reportable segment:

##### *Australia*

- Capacity Planning
- Cost Reduction Sustainable
- Mainframe & Midrange performance
- Project & Program management
- Technical Support services
- Management IT (MIT)
- Management, Functional & Automation Testing

##### *Europe*

- Mainframe & Midrange performance
- Technical Support services

##### *North America*

- Mainframe & Midrange performance
- Management, Functional & Automation Testing

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

##### *Accounting policies adopted*

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

##### *Inter-segment transactions*

Segment revenues, expenses and results exclude transfers between segments. The prices charged on intersegment transactions are the same as those charged for similar services to parties outside of the Group on an arm's length basis. These transfers are eliminated on consolidation.

##### *Segment Assets and Liabilities*

Segment assets and liabilities reported are based on the internal reports reviewed by the Board of Directors. Assets include trade debtors and unbilled revenue balances. Liabilities include trade creditors and accruals.

##### *Unallocated items*

The Board of Directors review segment performance to only the gross profit level. All other items of revenue and expenses are not allocated to operating segments as they are not considered part of the core operations of any segment. Liabilities are not reported by segment for internal reporting purposes for the Board of Directors and therefore have been treated as unallocated items.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 29. OPERATING SEGMENTS (Continued)

#### Segment Performance

	Australia		Europe		North America		Consolidated	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
<b>REVENUE</b>								
External Sales	19,363	15,869	1,977	3,412	7,410	8,915	28,750	28,196
<b>Total Group Revenue</b>							<b>28,750</b>	<b>28,196</b>
<b>Segment Gross Profit before tax</b>	<b>5,107</b>	<b>3,867</b>	<b>(237)</b>	<b>855</b>	<b>3,244</b>	<b>3,798</b>	<b>8,440</b>	<b>8,402</b>
<i>Reconciliation of segment result to group profit/loss before tax</i>								
Goodwill impairment		(2,400)	(629)				(629)	(2,400)
Unallocated Items								
- Overheads							(10,733)	(11,266)
<b>Profit/ (Loss) before tax</b>							<b>(2,922)</b>	<b>(5,264)</b>

#### Segment Assets

	Australia		Europe		North America		Consolidated	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
<b>Segment Assets</b>	<b>4,481</b>	<b>3,350</b>	<b>740</b>	<b>2,142</b>	<b>1,520</b>	<b>3,737</b>	<b>6,741</b>	<b>9,229</b>
Segment asset increases for the period:								
- Capital Expenditure	-	-	-	-	-	-	-	-
	<b>4,481</b>	<b>3,350</b>	<b>740</b>	<b>2,142</b>	<b>1,520</b>	<b>3,737</b>	<b>6,741</b>	<b>9,229</b>
<i>Reconciliation of segment assets to group assets</i>								
Unallocated assets:								
- Goodwill	4,232	4,232	-	629			4,232	4,861
- Property, plant & equipment							225	227
- Other Assets							4,666	2,570
<b>Total Group Assets</b>							<b>15,864</b>	<b>16,887</b>

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 29. OPERATING SEGMENTS (Continued)

#### Segment Liabilities

	Australia		Europe		North America		Consolidated	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
<b>Segment Liabilities</b>	<b>4,416</b>	<b>4,677</b>	<b>1,147</b>	<b>1,217</b>	<b>2,341</b>	<b>195</b>	<b>7,904</b>	<b>6,088</b>
Segment liability increases for the period:								
-	-	-	-	-	-	-	-	-
	<b>4,416</b>	<b>4,677</b>	<b>1,147</b>	<b>1,217</b>	<b>2,341</b>	<b>195</b>	<b>7,904</b>	<b>6,088</b>
<i>Reconciliation of segment liabilities to group liabilities</i>								
Unallocated liabilities:								
- Provisions	<b>1,801</b>	<b>1,382</b>	-	-	<b>53</b>	<b>24</b>	<b>1,853</b>	<b>1,406</b>
- Other Liabilities	-	-	-	-	-	-	-	-
<b>Total Group Liabilities</b>							<b>9,757</b>	<b>7,494</b>

#### Major Customers

CPT Global Limited provides services to a range of clients in the financial services and telecommunications industries. CPT's top 10 clients account for 72% of the group's global revenue (2015: 69%), totalling \$20,595,101 (2015: \$19,552,843). Two of CPT's client's contributed more than 10% of the annual revenue (16% - a major Australian bank and 12% - a major Canadian telecommunications firm).

### 30. FINANCIAL INSTRUMENTS

#### Financial Risk Management

The group's financial instruments consist mainly of deposits with banks, accounts receivable and payable.

The main purpose of non-derivative financial instruments is to raise finance for group operations.

Derivatives may be used by the Group for hedging purposes. Such instruments include forward exchange and currency option contracts. The Group does not speculate in the trading of derivative instruments.

The board of directors is responsible for monitoring and managing financial risk exposures of the Group. The board reviews the effectiveness of internal controls relating to interest rate risk and foreign currency risk. The overall risk management strategy seeks to assist the Group in meeting its financial targets, while minimising potential adverse effects on financial performance in regards to financial and currency rate risk.

#### (i) Financial Risks

The main risks the group is exposed to through its financial instruments are interest rate risk, foreign currency risk, liquidity risk and credit risk.

#### Interest rate risk

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value and cash flows will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is as follows:

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 30. FINANCIAL INSTRUMENTS (Continued)

Economic Entity	Floating interest rate		Fixed interest rate maturing in 1 to 5 years		Non-interest bearing		Total carrying amount as per statement of financial position		Weighted average effective interest rate	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 %	2015 %
<i>(i) Financial assets</i>										
Cash and cash equivalents	3,034	458	-	-	-	-	3,034	458	0.33	0.43
Trade receivables	-	-	-	-	4,815	4,535	4,815	4,535		
Total financial assets	3,034	458	-	-	4,815	4,535	7,819	4,993		
<i>(ii) Financial liabilities at amortised cost</i>										
Bank overdrafts	-	-	-	-	-	-	-	-		
Trade and sundry payables	-	-	-	-	7,666	5,438	7,666	5,438		
Borrowings	905	871	-	-	-	-	905	871	10.0	2.0
Total financial liabilities	905	871	-	-	7,666	5,438	8,571	6,309		

Interest rate risk arises on cash and cash equivalents and bank overdrafts. Interest rate risk is managed by monitoring and reviewing cash flow forecasts and the trade receivables balance of the Group.

#### Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for cash and cash equivalents as this is the only financial instrument materially exposed to floating interest rates. The analysis is based on actual monthly borrowing amounts throughout the year, as reported to management, with the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 100 basis point increase or decrease has been used and represents management's assessment of the possible changes in interest rates. At the reporting date, if interest rates had been 100 basis points higher or lower and all other variables were held constant, the Group's profit before income tax would increase by \$14,378 and decrease by \$14,378 (2015: increase by \$15,784 and decrease by \$15,784).

#### Foreign currency risk

The group is exposed to fluctuations in foreign currencies arising from the sale and purchase of services in currencies other than the group's functional currency, and the translation of foreign subsidiary results on consolidation.

## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 30. FINANCIAL INSTRUMENTS (Continued)

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period is as follows:

Economic Entity	Liabilities		Assets	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
Australian dollars	-	-	-	-
US dollars	198	5	201	5
Sterling	-	-	-	-
Euro	121	222	359	879
Canadian dollars	-	-	-	-
Singapore dollars	-	-	1	-

The amounts disclosed above in relation to Australian dollars relate to intercompany payables and receivables in each of the foreign subsidiaries whose functional currency is not Australian dollars.

#### Foreign currency sensitivity analysis

The Group is mainly exposed to US dollars, Sterling, Euros and CAD.

The following table details the Group's sensitivity to a 10% increase and decrease in the Australian dollar against the relevant foreign currencies. 10% is the sensitivity rate used as it represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external assets and liabilities as well as loans, receivables and payables balances with foreign subsidiaries where the denomination of the balance is in a currency other than the functional currency of the lender or borrower. A positive number indicates an increase in profit or loss and other equity where the Australian dollar strengthens against the respective currency. For a weakening of the Australian dollar against the respective currency there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

Economic Entity	USD Impact		Sterling Impact		Euro Impact		CAD Impact	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
Profit or loss	(120)	-	(109)	-	(64)	(60)	(2)	-
Other equity	(192)	70	(105)	29	(66)	10	24	5

The above impacts are mainly attributable to the exposure of intercompany payables, receivables and loan balances at the end of the reporting period.

#### Liquidity risk

Liquidity risk is the risk the group will not be able to meet its financial obligations as they fall due.



## Notes to the Financial Statements

YEAR ENDED 30 JUNE 2016

### 30. FINANCIAL INSTRUMENTS (Continued)

The group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained. Included in Note 15 is a listing of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risk. The borrowing facilities may be drawn at any time and may be terminated by the financing provider with three months' notice. All facilities are subject to annual review.

The table below analyses the Group's financial liabilities. All such liabilities are classified as current and therefore have contractual maturity within 12 months from the reporting date.

	2016 \$'000	2015 \$'000
Trade payables	4,515	2,956
Sundry payables and accrued expenses	2,467	1,565
	<u>6,982</u>	<u>4,521</u>

For details of expenditure commitments and maturity profile of the lease liability, refer to Note 21. The trade and sundry payables listed above are due for payment within 3 months.

#### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group and essentially arises from holdings of cash and deposits and trade receivables as well as from the parent's potential obligations under the indemnity guarantee provided to banks. The risk is largely managed through a policy of only dealing with creditworthy counterparties. Periodic assessments of debtor balances are undertaken and provisions for impairment are recognised where appropriate.

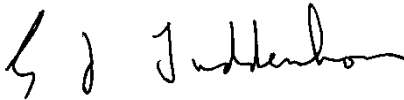
The maximum credit risk exposure is the carrying value of cash and deposits and trade receivables as disclosed in notes 7 and 8.

## Directors' Declaration

The directors of the company declare that:

1. the financial statements and notes, as set out on pages 30 to 72, are in accordance with the *Corporations Act 2001* and:
  - a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
  - b. give a true and fair view of the financial position as at 30 June 2016 and of the performance for the year ended on that date of the company and economic entity.
2. the Chief Executive Officer and Chief Finance Officer have each declared that:
  - a. the financial records of the company for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;
  - b. the financial statements and notes for the financial year comply with Accounting Standards; and
  - c. the financial statements and notes for the financial year give a true and fair view.
3. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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



Gerry Tuddenham  
Managing Director

Melbourne, 30 September 2016

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF CPT GLOBAL LIMITED AND CONTROLLED ENTITIES**

**Report on the Financial Report**

We have audited the accompanying financial report of CPT Global Limited and controlled entities which comprises the consolidated statement of financial position as at 30 June 2016, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

*Directors' Responsibility for the Financial Report*

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards (IFRS)*.

*Auditor's Responsibility*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

*Independence*

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

*Opinion*

In our opinion:

- a) the financial report of CPT Global Limited and controlled entities is in accordance with the *Corporations Act 2001*, including:
  - i. giving a true and fair view of the consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date; and
  - ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

**Report on the Remuneration Report**

We have audited the Remuneration Report included in pages 22 to 28 of the directors' report for the year ended 30 June 2016. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

*Auditor's Opinion*

In our opinion the remuneration report of CPT Global Limited for the year ended 30 June 2016 complies with section 300A of the *Corporations Act 2001*.

*ShineWing Australia*

**ShineWing Australia**  
Chartered Accountants



Hayley Underwood  
Partner

Melbourne, 30 September 2016

## Corporate Information

ACN 083 090 895  
ABN 16 083 090 895

### Directors

**Fred Grimwade**  
(Non-executive Chairman)

**Gerard (Gerry) Tuddenham**  
(Managing Director)

**Alan Baxter**  
(Non-executive Director)

### Company Secretary

**Grant Sincock**

### Principal Registered Office

Level 1, 4 Riverside Quay  
Southbank VIC 3006  
Telephone: +61 (0)3 9684 7900  
Facsimile: +61 (0)3 9684 7999  
Internet: [www.CPTglobal.com](http://www.CPTglobal.com)

### 2016 Annual General Meeting

The Annual General Meeting of CPT Global Limited members will be held on Monday 29th November 2016 at 10.30 am at Computershare's office at 452 Johnson street, Abbotsford, Victoria.

### Auditors

**ShineWing Australia**  
Level 10, 530 Collins Street  
Melbourne VIC 3000

### Share Register

**Computershare Investor Services Pty Ltd**  
Yarra Falls, 452 Johnston Street  
Abbotsford VIC 3067  
Telephone: 1300 850 505  
Facsimile: +61 (0)3 9473 2500

### Solicitors

**Ernst & Young**

### Bankers

**ANZ Banking Group Limited**

### ASX Code

**CGO**

### CPT Global on the Web

For an introduction to the company and access to company announcements, descriptions of our core business, services and careers, and our corporate governance policies and procedures visit our website at [www.CPTglobal.com](http://www.CPTglobal.com)

## ASX Additional Information

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 29<sup>th</sup> of September 2016.

### (a) Distribution of equity securities

The number of shareholders, by size of holding, in each class of share are:

	Ordinary shares		Preference shares	
	Number of holders	Number of shares	Number of holders	Number of shares
1 - 1,000	62	45,495	-	-
1,001 - 5,000	343	956,387	-	-
5,001 - 10,000	182	1,426,330	-	-
10,001 - 100,000	301	9,791,439	-	-
100,001 and over	45	24,957,569	-	-
	<b>933</b>	<b>37,177,220</b>	-	-
The number of shareholders holding less than a marketable parcel of shares are:	<b>249</b>	<b>401,623</b>	-	-

### (b) Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:

	Listed ordinary shares	
	Number of shares	Percentage of ordinary shares
1 TUDDY SUPER PTY LTD	8,582,356	23.1%
2 SONDA FONDO DE INVERSION PRIVADO	2,664,993	7.2%
3 GNP NOMINEES PTY LTD	2,159,089	5.8%
4 PIE FUNDS	1,989,147	5.4%
5 MR LUKE TUDDENHAM	842,995	2.3%
6 MR FRED GRIMWADE	718,200	1.9%
7 MR PHILIP ADAM	652,782	1.8%
8 MR BEN TUDDENHAM	643,525	1.7%
9 MR KEVIN AKOM	565,013	1.5%
10 FIVE TALENTS LIMITED	482,369	1.3%
11 ABN AMRO CLEARING SYDNEY NOMINEES LTD	458,519	1.2%
12 MR DAVID LYNCH	363,110	1.0%
13 MRS ALISON BOLGER	362,550	1.0%
14 MR ALAN MACKENZIE	327,812	0.9%
15 MR JOHN CAREY	326,000	0.9%
16 MR NEVILLE WINSTON HASKETT	315,000	0.8%
17 MR MICHAEL LAZORIK	300,000	0.8%
18 MR VICTOR JOHN PLUMMER	300,000	0.8%
19 CUSTODIAL SERVICES LTD	271,542	0.7%
20 PETHOL (VIC) PTY LTD	250,000	0.7%
	<b>22,575,002</b>	<b>60.7%</b>

## ASX Additional Information

### (c) Shares held in escrow

As at 29<sup>th</sup> September 2016, there were 417,760 fully paid ordinary shares held in voluntary escrow. The escrow period ends on 4 October 2016.

### (d) Substantial shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are:

	Number of Shares
MR GERRY TUDDENHAM AND HIS ASSOCIATES (EXCLUDING HIS BENEFICIAL INTEREST IN THE CPT TRUST)	8,586,356
GNP NOMINEES PTY LTD AS TRUSTEE FOR THE CPT TRUST	2,159,089
SONDA FONDO DE INVERSION PRIVADO	2,664,993
PIE FUNDS	1,989,147

### (e) Voting rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction. Performance rights do not carry voting rights.