Sonic Healthcare Limited

ABN **24 004 196 909**

Annual Report – 30 June 2012

Contents

Corporate Directory

Directors	Mr R.P. Campbell	*Chairman*
	Dr C.S. Goldschmidt	*Managing Director*
	Mr C.D. Wilks	*Finance Director*
	Dr P.J. Dubois	
	Mr C.J. Jackson	
	Mr L.J. Panaccio	
	Ms K.D. Spargo	
	Dr E.J. Wilson	
Company Secretary	Mr P.J. Alexander	

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Share registry

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Fax:	1300 534 987	(Within Australia)
Fax:	61 3 9473 2408	(Outside Australia)
Website:	www.computershare.com	
Email:	www.investorcentre.com/contact	

Auditor

PricewaterhouseCoopers

Solicitors

Allens
Baker & McKenzie

Bankers

Australia and New Zealand Banking Group Limited
Barclays Bank PLC
Citibank, N.A.
Commonwealth Bank of Australia
JPMorgan Chase Bank, N.A.
Macquarie Bank Limited
Mizuho Corporate Bank, Ltd
National Australia Bank Limited
The Bank of Tokyo-Mitsubishi UFJ, Ltd.
The Hongkong and Shanghai Banking Corporation Limited
The Royal Bank of Scotland plc
Westpac Banking Corporation

Stock exchange listings

Sonic Healthcare Limited (SHL) shares are listed on the Australian Securities Exchange.

Chairman's Letter 2012

My fellow shareholders,

I am sure you share my delight that your Company has delivered a record net profit in 2012, improving margins, and perhaps even more importantly, making considerable strides forward towards delivering on our goal to improve the return on the capital invested in Sonic Healthcare.

Our strategy to consolidate selected fragmented laboratory markets in Europe and the USA, as we successfully did in Australia, is now bearing fruit, after several years in which our efforts were directed at acquiring the necessary infrastructure and reaching the critical mass in order to achieve this end. Our focus now is on further enhancing the returns on those investments, and adding additional highly synergistic acquisitions in those markets.

We understand the importance of dividends to our shareholders and have maintained the level of dividend per share in recent years despite foreign currency headwind impacting on our profit when reported in Australian dollars. This has caused our payout ratio (73% in 2012) to exceed our historic level of 70%.

Sonic now provides vital healthcare services in eight countries, across three continents. Our market leadership positions are not only desirable financially, but also provide the opportunity to help shape the healthcare systems in which we operate. Our level of quality and service, backed by our medical leadership culture, has raised the bar for other participants in our markets.

Sonic and its people contribute positively to the community in many other ways. We provide employment for over 26,000 people in an environment of professionalism, ethical behaviour, non-discrimination, and reward based on merit. We are an "employer of choice" in our markets due to the respect we offer to individuals and to the medical profession as a whole. We support many charities, especially those where we can be directly involved in delivering a positive outcome. Perhaps the best example of this is our ongoing support of the HEAL Africa Hospital, located in Goma in the Democratic Republic of the Congo. An ongoing company-wide initiative has seen Sonic's staff travel to Goma at regular intervals to establish and then extend a hospital-based laboratory service and to coordinate the provision of much-needed equipment to one of the world's most disadvantaged areas.

Under our Environmental Policy, our people seek to minimise the negative impacts our businesses may have on their surroundings. Whilst the nature of our industry is such that we are not a significant polluter or energy consumer, our philosophy is that we all have a duty to the community to continuously improve in this area. More information on our impacts on the community and environment can be found in our inaugural Company Conscience report, included herein.

I believe that there is much that we, Sonic Healthcare's shareholders, can be proud of and I thank you for your continued support of the Company as we grow and develop into the future.

Peter Campbell
Chairman

Managing Director’s Report

Sonic Healthcare has delivered a record net profit for the year to 30 June 2012, despite the prevailing weak global economic conditions. Sonic’s strong earnings were delivered as a result of our relentless focus on quality, professionalism, service and efficiency gains, all of which have allowed us to win market share from competitors and enhance shareholder value by growing both earnings per share and return on invested capital.

One of the most pleasing numbers from our results was the 90 basis point improvement (from 8.9% to 9.8%) in return on invested capital. As flagged in my report last year, in the six years to 2011, the Company invested heavily to establish significant market presences in carefully selected, fragmented northern hemisphere markets. In the early phases of this expansion, earning per share growth was achieved but as expected, there was a temporary dilution in returns. Having achieved critical mass in the large markets of the USA and Germany, Sonic is now enhancing investment returns by capturing synergies from the acquired businesses, just as we have in Australia over the past two decades.

Sonic enjoys top-3 position status in the laboratory markets of eight countries, being the largest player in Australia and the UK/Ireland, either the first or second largest in Germany, the second largest in Belgium and New Zealand, and the third largest in the USA and Switzerland. In addition, Sonic is the largest operator of medical centres in Australia, and the second largest player in the Australian radiology market. These strong market positions allow us to leverage existing infrastructure to realise synergies and to grow earnings, augmented by organic growth and synergistic acquisitions.

Sonic’s laboratory and radiology divisions each increased their margins in 2012, a pleasing outcome at any time but even more creditable in light of prevailing market conditions. Our laboratory division faced substantial additional cost pressures in Australia as a result of collection centre deregulation, and low market growth in the USA. Although Sonic’s USA organic growth rate exceeded that of our major competitors, the current low-growth market environment has made margin expansion extremely difficult. However, we do anticipate a return to historical growth rate trends, given that the underlying industry growth drivers of population ageing, preventative medicine, new tests and technologies all remain stronger than ever. We also expect further market growth from the millions of additional insured lives entering the market from calendar 2014 onwards, as envisaged under the Affordable Care Act.

I am pleased to advise the appointment of David Bryant as the new Sonic Healthcare USA CEO from 1 September 2012. David is a dynamic leader, a former US Marine Major, and an experienced operator in the USA laboratory market. He will be based in Sonic’s US head office in Austin, Texas. His appointment follows the retirement of David Schultz, after seven years of outstanding service with Sonic.

Sonic’s Australian laboratory revenue grew 9% in 2012, substantially higher than both the market as a whole, and our largest competitor. Organic growth was enhanced by revenue synergies with our expanding medical centre business, IPN.

Sonic’s organic revenue growth in Germany was also strong, augmented by a small synergistic acquisition during the year. Another small highly synergistic acquisition has been completed since year end. Sonic’s German head office is located in Berlin and our management team there has been working diligently – and with great success – on a number of very significant synergy projects, the benefits of which will continue to flow for years to come. Our smaller European operations, in Belgium, Switzerland, the UK and Ireland, have also experienced strong growth in 2012.

Following a number of years of difficult market conditions, our radiology division has now delivered margin accretion for the second successive year and I wish to congratulate our managers and radiologists on this fine outcome.

Sonic’s reported results would have been even stronger if not for the ongoing headwind from the strengthening Australian dollar, which whilst softening our statutory results, does not impact our underlying business performance.

This year, Sonic Healthcare celebrates its 25th anniversary as a company. Over that period our business model, designed to enhance shareholder value by driving accretion in earnings per share and return on invested capital, has been consistent and successful. This model, along with Sonic’s stability, reputation and global presence, will serve the Company well in the years ahead. Sonic’s future outlook is indeed bright, in light of our unique and consistent culture, our core values, our quality, our growth strategies, our market leadership positions and our exceptional infrastructure. These enviable corporate attributes are all the product of focussed and relentless human endeavour and represent an enormous tribute to Sonic’s people. I am confident that our global team will continue to deliver high quality, exceptional healthcare services, which in turn will drive further shareholder value.

Managing Director's Report

(continued)

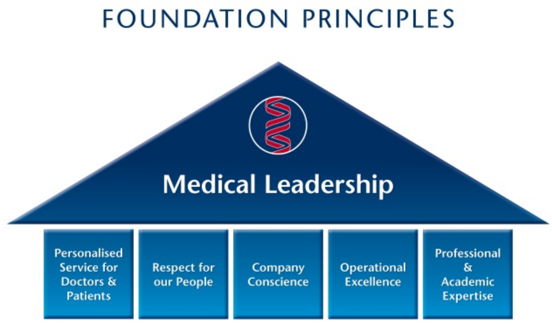
Our Company continues to make a very substantial contribution to the health of communities in which we operate. We augment positive healthcare outcomes by providing high quality, outstanding diagnostic and clinical services to millions of patients each year. Operating at highly sophisticated levels, we prevent disease, we diagnose disease and we play an indispensable role in the treatment and monitoring of disease.

The strong position we have reached after 25 years is the culmination of the effort, talents and dedication of our experienced and stable management teams, our pathologists and radiologists, as well as our 26,000 staff in eight countries and three continents around the world. Our people are passionate about our services, our contribution to society and indeed about Sonic Healthcare itself. I wish to take this opportunity to thank Sonic's staff, shareholders and other stakeholders for their ongoing input into the Company's enviable stature and success to date.

Dr Colin Goldschmidt
CEO and Managing Director

Company Conscience

Sonic Healthcare recognises the importance of corporate social responsibility, and considers this to be a basic principle of our Medical Leadership culture. Our commitment to social responsibility is encapsulated in the Sonic Healthcare Foundation Principles, which guide our businesses in their relationships with stakeholders, including customers, communities and staff.



Sonic Healthcare and its people seek to contribute positively to the community in many ways.

Sonic as a leader and educator

Sonic Healthcare provides vital healthcare services and infrastructure in eight countries, across three continents. Our market leadership positions provide the opportunity to help shape the healthcare systems in which we operate. We take active roles in industry associations, and we encourage our people to take leadership positions in colleges and other professional and craft organisations. We produce education information and conduct seminars to share knowledge with our referring physicians, and we employ many preeminent, subspecialised pathologists and radiologists, who are encouraged to publish in medical journals to share their unique knowledge and experiences. We provide vocational training positions for pathologists, radiologists and (through IPN) general practitioners, helping to ensure the future supply of these important medical practitioners in the community.

Sonic's subsidiary Douglass Hanly Moir Pathology works in partnership with The University of Notre Dame's Medical School in Sydney to promote the training of medical students in pathology and basic science, the first such arrangement in Australia involving a private laboratory. Many of our operations are registered training organisations, offering courses in pathology collection.

Sonic's medical leadership culture, and our levels of quality and service, have raised the bar for other participants in our markets.

Sonic as an employer

Sonic provides employment for over 26,000 people in an environment of professionalism, ethical behaviour, non-discrimination, and reward based on merit. We are considered an "employer of choice" in our markets due to the respect we offer to individuals and to the medical profession as a whole, and believe that our employee turnover is lower than industry standards as a result, especially at more senior levels of staff. Our Core Values set out a unifying code of conduct for our people.

The philosophy of treating each other with respect and honesty is further encouraged by our Diversity Policy and our Code of Ethics.

We engage in a positive manner with unions and other employee representative groups, and have not experienced significant industrial action in our 25 year history. When achieving synergies from business acquisitions our approach generally is to rely on natural staff turnover to achieve savings over time, rather than wide scale redundancy programs. This is beneficial not only to staff, but to the business as it preserves staff morale, and therefore the goodwill we have acquired.

Sonic is committed to the safety and wellbeing of our staff, as reflected in our Workplace Health and Safety Policy. The nature of our industry, plus our staff training programs and management, mean that workforce injuries are negligible. Sonic's culture and policies prohibit staff accepting or offering bribes or any other type of "kick-back" arrangement.

Company Conscience

(continued)

Sonic helping others

Sonic Healthcare and its staff support many charities, especially those where we can be directly involved in delivering a positive outcome.

Our major company-wide initiative is our ongoing support of the HEAL Africa Hospital, located in Goma in the Democratic Republic of the Congo. Sonic has been supporting the pathology laboratory of the hospital for the past five years. During that time we have achieved a number of milestones, the most significant of which have been:

- The re-equipping of the Biochemistry and Haematology departments with new instrumentation, using low tech analysers which are sustainable in the maintenance environment of the Congo.

- Onsite training of the staff in the use and maintenance of these machines.

- Sending shipping containers each year, negotiating the many obstacles present in delivering valuable cargo into the Congo. These containers have not only been used to transport laboratory equipment, reagents and consumables, but also to take humanitarian aid in the form of clothing, shoes and educational equipment to the hospital. We have also made space available to other groups and organisations, including private hospitals, who have donated physiotherapy equipment, surgical and theatre supplies, hospital beds, mattresses and other equipment. These groups had been unable to transport these goods without our assistance. To date almost 120 bed sets have been sent, which have had an enormous impact on patient comfort and safety.

- Supplying a reliable source of reagents and consumables thereby eliminating the need for re-use and washing of single use consumables, such as syringes and tubes.

- The establishment of a functioning and high quality microbiology department, including advanced training for the technicians working there. This has had a profound impact on the effectiveness of treatment for infections, wounds, and traumatic injuries by minimising the need to use multiple antibiotic regimes and being able to target treatment more efficiently.

- The supply of new fridges, safety cabinets, centrifuges and microscopes to replace unreliable equipment previously in use.

- Education and encouragement regarding laboratory safety, including the supply of sharps containers and biohazard bins in conjunction with the supply of a new low tech / high temperature biological incinerator. This has been welcomed hospital wide as it caters for all bio-hazardous waste generated within the hospital, the management of which was previously a major problem.

- Assistance in planning, equipping and constructing a new laboratory facility which has many of the features of a modern laboratory in Australia – including hand washing facilities, modern laboratory bench design, staff area and room for separate departments.

- The establishment of a scholarship program which is currently supporting a trainee Pathologist who will supervise the laboratory into the future, as well as having provided the means for 6 month training courses (in Ultrasound and Digital X-ray) for the two Radiographers at the hospital. We are also considering an application from the hospital for a scholarship to train a Doctor in the area of Public Health.

Company Conscience

(continued)

Sonic helping others (continued)

- The continuing support of the Radiology department in the form of training and organising equipment donations.

- Initiation of a number of non-medical projects such as the Mosquito Net project (where Sonic supplies netting and Pyrethrum to treat the nets, which are made by a group of women at the hospital and sold to UN agencies, giving them an income stream), the refurbishment of the Paediatric ward and donations of solar power generators to Magunga School.

Sonic staff continue to travel to Goma at regular intervals to assist the hospital provide services in one of the world's most disadvantaged areas. More information about our involvement with the Heal Africa Hospital can be found on our website at: www.sonichealthcare.com/about-us/heal-africa-project-reports.aspx

Sonic's Lindsay Thitchener with young patients

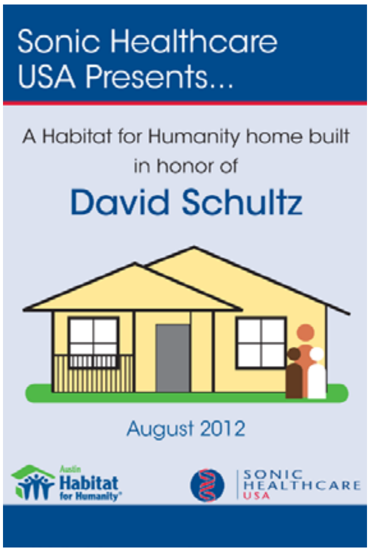
Other examples of the many charitable activities of Sonic and its staff include:

- Our Mid-Atlantic Division in the USA recently provided laboratory testing services and specimen collection materials for a medical mission to Sierra Leone, Africa by the organisation "Helping Children Worldwide".

- For almost 20 years, Sonic's Schottdorf laboratory in Germany has been coordinating and matching annual donations by staff to the Children's Cancer Centre at Schwabing Hospital, Munich, to make the lives of their young patients a little brighter.

- Sonic businesses support their local Red Cross by facilitating on-site blood donations.

- Sonic Healthcare USA is partnering with "Habitat for Humanity" to build a house for an underprivileged family in Austin, Texas. Sonic staff are donating both financially and by physical participation in the building project. The project is being dedicated to Sonic USA's retiring CEO, David Schultz.



- Staff from Sonic's Southwest division in the USA recently participated in the "Tour de Cure", which is a cycling event to benefit the American Diabetes Association. The team of 25 raised nearly $10,000 for this great cause and is now training for the LIVESTRONG Challenge in October 2012.

- Sonic Germany is sponsoring the 2012 Berlin and Essen concerts of the World Doctor's Orchestra, the proceeds of which will go to the Hugo Tempelman Foundation, which plans to buy musical instruments for a new youth and cultural centre in Soweto. Of the 5 million people living in this urban area of Johannesburg, a full 1.2 million are HIV-positive. "The Miracle", as the centre is known, is also a theatre and an AIDS-information centre.

Company Conscience

(continued)

Sonic helping others (continued)

- Since 2008 Sonic's Central Coast Pathology Laboratory ("CCPL") and its staff have supported and participated in the annual "Heart Walk Avila Beach", raising funds for the American Heart Association. CCPL's team was the top fundraiser last year. CCPL runs a booth each year providing free cholesterol testing and educational materials.

- Sonic's laboratory based on Long Island, New York won the 2011 Summer Food Drive local award for most food collected for Long Island Cares, Inc., The Harry Chapin Food Bank.

Sonic and the environment

Under Sonic Healthcare's Environmental Policy, our people seek to minimise the negative impacts our businesses may have on their surroundings. Whilst the nature of our industry is such that we are not a significant polluter or energy consumer, our philosophy is that we all have a duty to the community to continuously improve in this area.

Sonic was required to report under the Australian National Greenhouse and Energy Reporting Act 2007 for the first time for the 2011 financial year, and reported as follows (2012 numbers are not yet available):

Greenhouse gas emissions (tonnes CO2-e)	
Scope 1	6,646
Scope 2	55,328
Energy Consumed (GJ)	325,907

Examples of initiatives around the Company to minimise our environmental impact include:

- Sonic is a participating member of eTree, an environmental scheme encouraging security holders to register to access all their communications electronically. For every email address registered or updated at www.eTree.com.au/sonichealthcare, a donation is made to Landcare Australia. With shareholder support of the eTree project and other electronic communication channels, Sonic Healthcare has significantly decreased its shareholder communication print production. Only about 6% of Sonic's shareholders still request a hard copy Annual Report, and over 25% of shareholders receive communications electronically. The result is a reduction in energy and water resources associated with paper production, and in conjunction with Landcare Australia, thousands of new trees being planted in reforestation projects around Australia and New Zealand.

- The building which houses Sonic's corporate headquarters and our largest laboratory in Australia was designed to achieve a 4-4.5 star Australian Building Greenhouse Rating, with features to save power consumption, harvest rainwater and filter waste water. Similar consideration has gone into all other Sonic laboratory building projects in recent years.

- Sonic's UK subsidiary, The Doctors Laboratory, is preparing for ISO 14001 Environmental Management Standard certification. This involves reviewing management of environmental impacts across the business. Our Australian laboratories are also in the process of establishing environmental management systems in line with ISO 14001.

- Sonic's German subsidiary Bioscientia is part of a project called ECOPROFIT, a cooperative approach between local government and local companies with the goal of reducing the environmental impact and cost of waste, raw materials, water, and energy.

- Trialling hybrid and other low environmental impact vehicles for our courier fleets, and training drivers to use less fuel.

- Ongoing campaigns to reduce waste and increase recycling, including providing education and recycling facilities. In Australia and New Zealand, a "Waste Watch Committee" seeks to share "best practice" regarding cost effective, environmentally responsible waste management.

Medical waste is often identified as a potential environmental hazard resulting from our businesses. In reality this issue is managed in a safe and straight forward manner by contracting with reputable, licensed businesses that specialise in the field to collect and dispose of our waste. Our handling of waste is subject to regular review by external parties as part of our laboratory accreditation processes. In its 25 year history, Sonic is not aware of a single issue of note arising in relation to medical waste.

Sonic does not undertake animal testing, other than veterinary pathology (which tests for the health of the animal) in some markets. When purchasing equipment, Sonic formally assesses water usage, power requirements and consumables packaging; and when choosing significant suppliers a formal assessment is made of their environmental policies and credentials.

Financial History

As at 30 June	2012 $'000	2011 $'000	2010 $'000	2009 $'000	2008 $'000
Revenue	**3,345,616**	3,096,379	2,994,633	3,013,731	2,380,327
Earnings before interest, tax, depreciation and amortisation (EBITDA)[1]	**624,129**	570,095	543,857	425,125	478,568
Net profit after tax[1]	**315,996**	294,535	293,225	171,360	245,116
Net cash flow from operations	**486,758**	409,019	429,497	429,952	331,885
Total assets	**4,928,805**	4,712,897	4,863,725	4,761,246	3,629,001
Total liabilities	**2,318,606**	2,196,462	2,304,984	2,229,163	1,666,922
Net assets	**2,610,199**	2,516,435	2,558,741	2,532,083	1,962,079
Net interest bearing debt	**1,571,081**	1,535,626	1,501,091	1,198,335	1,238,185
Statistics					
Dividends paid per ordinary share (cents)	**59.0**	59.0	59.0	54.0	49.0
Diluted earnings per share (cents)[1]	**80.7**	75.5	75.0	46.3	73.5
Dividend payout ratio[1]	**72.8%**	77.8%	78.2%	111.8%	66.1%
Gearing ratio[2]	**37.6%**	37.9%	37.0%	32.1%	38.0%
Interest cover (times)[2]	**7.0**	7.4	9.4	6.5	6.4
Debt cover (times)[2]	**2.5**	2.8	2.6	2.2	2.5
Net tangible asset backing per share ($)	**(2.40)**	(2.30)	(2.34)	(1.72)	(2.21)

[1] after non-recurring items in 2009
[2] calculated using bank debt facility covenant definitions

Directors' Report

Your Directors present their report on the Group consisting of Sonic Healthcare Limited and the entities it controlled at the end of, or during, the year ended 30 June 2012.

Directors
The following persons were Directors of Sonic Healthcare Limited during the whole of the financial year and up to the date of this report:

Mr R.P. Campbell	*Chairman*
Dr C.S. Goldschmidt	*Managing Director*
Mr C.D. Wilks	*Finance Director*
Dr P.J. Dubois	
Mr C.J. Jackson	
Mr L.J. Panaccio	
Ms K.D. Spargo	
Dr E.J. Wilson	

Principal activities
During the year the principal continuing activities of the Group consisted of the provision of medical diagnostic services and the provision of administrative services and facilities to medical practitioners.

Dividends
Details of dividends in respect of the current year and previous financial year are as follows:

	2012 $'000	2011 $'000
Interim dividend paid on 22 March 2012 (2011: 24 March 2011)	**93,593**	93,224
Final dividend payable on 9 October 2012 (2011: 21 September 2011)	**137,427**	136,489
Total dividend for the year	**231,020**	229,713

On 20 August 2012, the Board declared a final dividend in respect of the year ended 30 June 2012 of 35 cents per ordinary share, 45% franked (at 30%), payable on 9 October 2012 with a record date of 7 September 2012. An interim dividend of 24 cents per ordinary share, 35% franked (at 30%), was paid on 22 March 2012. These dividends included no conduit foreign income.

A final dividend of 35 cents per ordinary share was paid on 21 September 2011 in respect of the year ended 30 June 2011, out of profits of that year as recommended by the Directors in last year's Directors' Report. The interim dividend in respect of the year ended 30 June 2011 was 24 cents per ordinary share, paid on 24 March 2011. These dividends included no conduit foreign income.

Dividend Reinvestment Plan ("DRP")
The Company's DRP is in operation for the 2012 final dividend. Shares under the DRP will have a subscription price of 2.5% below the average of the daily volume weighted average price of Sonic shares sold (excluding certain types of trades) on each of the 10 consecutive trading days from and including the second trading day after the record date of 7 September. DRP elections must have been received by the record date. Shares will be allocated under the DRP on 9 October 2012, and will rank equally with Sonic's existing fully paid ordinary shares.

Review of operations

A summary of consolidated revenue and earnings is set out below:

$’000	2012 Constant Currency*	2012 Statutory	2011 Statutory	% Change 2012 Constant Currency v 2011 Statutory	% Change 2012 Statutory v 2011 Statutory
Revenue from ordinary activities	**3,422,592**	**3,345,616**	3,096,379	**10.5%**	**8.0%**
Earnings before interest, tax, depreciation and intangibles amortisation (**EBITDA**) pre acquisition costs	**642,494**	**627,656**	573,069		
Acquisition-related costs	**(3,582)**	**(3,527)**	(2,974)		
EBITDA after acquisition costs	**638,912**	**624,129**	570,095	**12.1%**	**9.5%**
Depreciation and lease amortisation	**(112,414)**	**(110,497)**	(97,227)	**15.6%**	**13.6%**
Earnings before interest, tax and intangibles amortisation (**EBITA**)	**526,498**	**513,632**	472,868	**11.3%**	**8.6%**
Amortisation of intangibles	**(22,005)**	**(21,557)**	(17,691)	**24.4%**	**21.9%**
Net interest expense	**(77,541)**	**(74,147)**	(64,774)	**19.7%**	**14.5%**
Income tax attributable to operating profit	**(101,979)**	**(100,243)**	(95,914)	**6.3%**	**4.5%**
Net profit attributable to minority interests	**(1,743)**	**(1,689)**	46		
Net profit attributable to shareholders of Sonic Healthcare Limited	**323,230**	**315,996**	294,535	**9.7%**	**7.3%**
Cash generated from operations		**486,758**	409,019		**19.0%**

Earnings per share
Cents per share

	2012 Constant Currency	2012 Statutory	2011 Statutory		
Basic earnings per share	**82.9¢**	**81.1¢**	75.8¢	**9.4%**	**7.0%**
Diluted earnings per share	**82.5¢**	**80.7¢**	75.5¢	**9.3%**	**6.9%**

* For an explanation of “Constant Currency” refer to 2(a) on the following page.

Review of operations (continued)

1. Key highlights

- Business performing strongly with EBITDA growth for 2012 in line with guidance given in August 2011, and interest and tax expenses lower than expected.
- Strong organic revenue growth, synergies and operational improvements driving margin expansion and improvement in return on invested capital ("ROIC").
- Positive outlook with EBITDA expected to grow by 5-10% in 2013, excluding additional acquisitions (assuming 2012 average currency exchange rates).

2. Explanation of results

(a) Constant currency

As a result of Sonic's expanding operations outside of Australia, Sonic is increasingly exposed to currency exchange rate translation risk i.e. the risk that Sonic's offshore earnings and assets fluctuate when reported in AUD.

The average currency exchange rates for the year to 30 June 2012 for the Australian dollar ("A$", "AUD" or "$") versus the currencies of Sonic's major offshore earnings (USD and Euro) were higher than in the comparative period, reducing Sonic's AUD reported earnings ("Statutory" earnings). The underlying earnings in foreign currency are not affected.

Sonic's results for the year have therefore also been presented on a "Constant Currency" basis (i.e. using the same exchange rates to convert the current period foreign earnings as applied in the comparative period, being the average rates for that period) to facilitate comparability of the Group's performance, by providing a view of the underlying business performance without distortion caused by exchange rate volatility, so that an assessment can be made of the growth in earnings in local currencies. Constant Currency reporting also allows comparison to the guidance Sonic provides to the market about its prospective earnings. Given the volatility of the AUD in the last few years, Sonic is not comfortable to provide earnings guidance which requires forecasting of exchange rates. Sonic therefore provides earnings guidance on a Constant Currency basis, and then reports against that measure.

In preparing the Constant Currency reporting, the foreign currency elements of each line item in the Income Statement (including net interest expense and tax expense) are restated using the relevant prior period average exchange rate. There is only this one adjustment to each line item so no reconciliation is required. The Constant Currency information contained within this Directors' Report has not been audited in accordance with Australian Auditing Standards.

The average exchange rates used were as follows:

	2012 Statutory	**2011 and Constant Currency**
AUD/USD	1.0320	0.9904
AUD/EUR	0.7719	0.7250
AUD/GBP	0.6516	0.6218
AUD/CHF	0.9269	0.9412
AUD/NZD	1.2830	1.3049

To manage currency translation risk Sonic uses "natural" hedging, under which foreign currency assets (businesses) are matched to the extent possible with same currency debt. Therefore:

- as the AUD value of offshore assets changes with currency movements, so does the AUD value of the debt; and
- as the AUD value of foreign currency EBIT changes with currency movements, so does the AUD value of the foreign currency interest expense.

As Sonic's foreign currency earnings grow and debt is repaid, the natural hedges have only a partial effect, so AUD reported earnings do fluctuate. Sonic believes it is inappropriate to hedge translation risk (a non-cash risk) with real cash hedging instruments.

Review of operations (continued)

2. Explanation of results (continued)

(b) Revenue

Total revenue growth for the year was 10.5% at Constant Currency exchange rates (i.e. applying the average rates for the 2011 year to the current year results).

Revenue breakdown AUD M	**2012 Statutory Revenue**	**% of 2012 Statutory Revenue**	**2012 Constant Currency Revenue**	**2011 Statutory Revenue**	**Growth 2012 Constant Currency v 2011 Statutory**
Pathology – Australia	1,004	30%	1,004	923	8.8%
Pathology – USA	765	23%	797	721	10.5%
Pathology – Europe	829	25%	875	798	9.6%
Pathology – NZ	62	2%	61	65	(6.2)%
Radiology	384	11%	384	362	6.1%
Medical centres	299	9%	299	221	35.3%
Revenue excluding interest income	3,343	100%	3,420	3,090	10.7%
Interest income	3		3	6	
Total revenue	3,346		3,423	3,096	10.5%

Australian pathology revenue grew by 8.8%, versus market growth (per Medicare data) of 6.7%, evidencing market share gains.

Sonic's USA and European revenue growth was augmented by synergistic business acquisitions during the current and prior financial year including:

- CBLPath, New York, USA (1 December 2010)
- Physicians' Automated Laboratory, California, USA (31 December 2010)
- KBL-BML-Unilabo Laboratory, Belgium (6 January 2011)
- Woestyn Laboratory, Belgium (13 January 2011)
- Central Coast Pathology, California, USA (4 February 2011)
- Labor Dr. Steinberg, Germany (21 December 2011)

Sonic's operations in Germany achieved strong organic revenue growth of 6%, which was above expectation. As previously advised, certain regional funding bodies ("KVs") in Germany have been short paying quarterly billing. As at 30 June 2012 Sonic is carrying ~€13M in debtors in relation to these short payments (including estimates of short payments for the June quarter). Sonic is pursuing recovery of these debtors and legal advice supports full recoverability as the short payments are considered illegal, and this view is supported by a number of the other regional KVs. The regional short payments will cease after the September 2012 quarter, at which time the statutory insurance payment system moves to a national funding structure.

Organic revenue growth of 2% in the USA was lower than expected due to the weak macro growth environment, but still exceeded the organic growth of Sonic's major competitors in the USA market.

Radiology revenue grew organically by 6%, a pleasing result after lower growth in recent years.

Sonic's medical centre business, Independent Practitioner Network ("IPN"), achieved revenue growth of 35% through a combination of centre acquisitions, and organic growth in existing medical centres and greenfield sites (backed by successful doctor recruitment strategies). Kinetic Health, IPN's occupational health business, performed very strongly during the year.

Revenue was impacted by currency exchange rate movements, which decreased reported (Statutory) revenue by A$77M compared to the comparative period.

Review of operations (continued)

2. Explanation of results (continued)

(c) EBITDA

EBITDA grew 12% at Constant Currency exchange rates versus the comparative period. The equivalent margin expanded by 30 basis points ("bps") over the comparative period. EBITDA was impacted by the expensing of acquisition-related costs, totalling A$4M in the year (2011: A$3M).

EBITDA margin expansion in the period for the Pathology division of 30 bps was pleasing given that margins in the USA were hampered by low organic revenue growth and a A$2.4M bad debt relating to a hospital bankruptcy.

Sonic's Radiology division margin grew by 90 bps, delivered by organic revenue growth and tight cost control.

(d) Interest expense and debt facilities

Net interest expense increased 20% (A$13M) on the prior year (at Constant Currency rates) due to increased net debt relating to acquisitions completed since July 2010, and higher margin costs as debt facilities were refinanced at current market rates.

The majority of Sonic's debt is drawn in foreign currencies as "natural" balance sheet hedging of Sonic's offshore operations (see *(a) Constant currency* above).

Interest rate hedging arrangements are in place in accordance with Sonic's Treasury Policy.

Sonic's net interest bearing debt at 30 June 2012 comprised:

	Facility Limit M	**Drawn M**	**AUD $M Available**
Notes held by USA investors – USD	US$500	US$500	-
Bank debt facilities			
- USD limits	US$692	US$442	245
- Euro limits	€679	€594	105
- AUD (Multicurrency) limits	A$359	A$74+	285
Minor debt/leasing facilities	n/a	A$9*	-
Cash	n/a	A$(169)*	169
Available funds at 30 June 2012			804

+ Drawn as £16M and A$49M
* Various currencies

In June 2012, Sonic refinanced a bilateral bank debt facility which was due to expire in September 2012. As part of the refinancing the facility was upsized from US$75M to US$150M. Since year end a €26M tranche of debt has been permanently repaid and a new 5 year club bank debt facility for €195M has been established, with one existing and two new lenders to the Company.

Review of operations (continued)

2. Explanation of results (continued)

(d) Interest expense and debt facilities (continued)

Sonic's credit metrics at 30 June 2012 were as follows:

	30.6.12	**31.12.11**	**30.6.11**
Gearing ratio	37.6%	39.7%	37.9%
Interest cover (times)	7.0	6.7	7.4
Debt cover (times)	2.5	2.8	2.8

Definitions:

- Gearing ratio = Net debt/[Net debt + equity] (bank covenant limit <55%)
- Interest cover = EBITA/Net interest expense (bank covenant limit >3.25)
- Debt cover = Net debt/EBITDA (bank covenant limit <3.5)
- Calculations as per Sonic's syndicated bank debt facility definitions

Sonic's senior debt facility limits (including undrawn facilities) at the date of this report expire as follows:

	AUD M	**USD M**	**Euro M**
2012 (October)	15	235	215
2014	165	308	62
2015	179	-	186
2016	-	75	190
2017	-	170	195
2020	-	155	-
2021	-	250	-
	359	1,193	848

Sonic's excellent relationships with its banks, its investment grade credit metrics, and its strong and reliable cash flows significantly reduce refinancing risk. Sonic currently has sufficient headroom in cash and undrawn facilities to repay debt drawn under the October 2012 maturing limits.

(e) Tax expense

The effective tax rate of 24% is lower than previous guidance (~26%) and in the comparative period (25%), partly due to overprovisions in prior years and to the performance of Sonic's businesses in higher tax rate jurisdictions relative to the performance of its operations in lower tax rate countries.

(f) Cashflow from operations

Cash generated from operations was extremely strong at $487M (up 19% on the comparative period), exceeding cash profit (net profit plus depreciation, intangibles amortisation, equity instrument expense and outside equity interests) by 7%, mainly as a result of timing of tax payments and tax deductions for goodwill amortisation in offshore jurisdictions.

Significant changes in the state of affairs

Significant changes in the state of affairs of the Group during the course of the financial year included the following:

- Successful establishment in September 2011 of a new syndicated bank debt facility with tranche limits of A$150M and US$100M, expiring in March 2014
- Successful refinancing and upsizing of a US$150M bilateral bank debt facility, expiring 50% in June 2016 and 50% in June 2017.

Review of operations (continued)

Matters subsequent to the end of the financial year
Since the end of the financial year, the Directors are not aware of any matter or circumstance not otherwise dealt with in these financial statements that has significantly or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years, other than as follows:

- On 20 August 2012 Sonic's Directors declared a final dividend of 35 cents (45% franked) per ordinary share, payable on 9 October 2012. Sonic's Dividend Reinvestment Plan is in operation for this dividend. The final dividend included no conduit foreign income.
- Successful establishment of a new club bank debt facility for €195M, expiring in 2017.

Likely developments and expected results of operations
Sonic's main focus during the 2013 and future financial years will be to continue to grow shareholder value through both synergistic acquisitions and organic growth, and by extracting efficiencies from its existing businesses, particularly in our three major markets of Australia, Europe and the USA. Sonic continues to target further acquisitions in the USA and its existing countries of operation in Europe and expects significant growth in these large fragmented laboratory markets over the coming years.

On 21 August 2012 Sonic provided guidance in relation to forecast results for the 2013 financial year as follows:

Sonic expects to grow EBITDA by 5-10% over the 2012 level of A$624M, on a Constant Currency basis (applying 2012 average currency exchange rates to 2013).

Net interest expense is expected to decrease by approximately 5-10% over the 2012 level of A$74M on a Constant Currency basis. Underlying floating interest rates are assumed to remain constant.

The effective tax rate is expected to be ~26%.

This guidance excludes the impact of any future business acquisitions.

Sonic is in the process, subject to anti-trust approval, of acquiring the Queensland and Western Australia pathology operations of Healthscope for a total purchase price (cash and debt free) of $47M. Whilst this acquisition is expected to be highly synergistic, its impact will be immaterial to the Company as a whole.

Further information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the Directors believe it would prejudice Sonic's competitive position in the market place.

Information on Directors

(a) Directors' profiles

Peter Campbell
Chairman
F.C.A., F.T.I.A., F.A.I.C.D.
Non-executive, independent Director, appointed January 1993 (Chairman from 27 October 2010)

Mr Campbell is a Chartered Accountant with his own practice based in Sydney. He is a Fellow of the Institute of Chartered Accountants in Australia, the Taxation Institute of Australia and the Australian Institute of Company Directors. He is a Registered Company Auditor. Mr Campbell is a member of the Remuneration and Nomination Committee and Audit Committee. Mr Campbell is currently a Non-executive Director of Silex Systems Limited (since 1996) and also of QRxPharma Limited (since April 2007).

Dr Colin Goldschmidt
CEO and Managing Director
M.B.B.Ch., F.R.C.P.A., F.A.I.C.D.
Executive Director, appointed January 1993

Dr Goldschmidt is the CEO and Managing Director of Sonic Healthcare. He is a qualified medical doctor who then undertook specialist pathology training in Sydney, before gaining his Specialist Pathologist qualification in 1986. Dr Goldschmidt practised for five years (1987-1992) as a histopathologist with Douglass Hanly Moir Pathology, Sonic's first acquisition, prior to his appointment as CEO of both Sonic Healthcare and Douglass Hanly Moir Pathology in 1993. He is a member of numerous medical and pathology associations and a member of Sonic's Risk Management Committee. He is also a non-executive director of Silex Systems Limited (since 1992), a listed company previously spun out of Sonic.

Christopher Wilks
Finance Director
B.Comm. (Univ Melb), F.A.I.C.D.
Executive Director, appointed December 1989

Mr Wilks has a background in chartered accounting and investment banking. He was previously a partner in a private investment bank and has held directorships for a number of public companies. He is currently a director of Silex Systems Limited (since 1988). Mr Wilks is a member of the Risk Management Committee.

Dr Philip Dubois
M.B., B.S., F.R.C.R., F.R.A.N.Z.C.R., F.A.I.C.D.
Executive Director, appointed July 2001

Dr Dubois is Chairman of the Sonic Imaging Executive Committee and is Chairman and CEO of Queensland X-Ray. A neuroradiologist and nuclear imaging specialist, he is currently an Associate Professor of Radiology at the University of Queensland Medical School. He has served on numerous government and craft group bodies, including the councils of the Royal Australian and New Zealand College of Radiologists and the Australian Medical Association, and as Vice-President of the Australian Diagnostic Imaging Association (ADIA). Dr Dubois is a member of Sonic's Risk Management Committee. He is a non-executive director of Magnetica Limited (since December 2004).

Colin Jackson
O.A.M., F.C.P.A., F.C.A., F.A.I.C.D.
Executive Director, appointed December 1999

Mr Jackson has a background in professional accounting practice and laboratory management. He plays an active role at Sonic corporate level and, as President of the Australian Association of Pathology Practices, represents Sonic at a national industry level. Mr Jackson was the Chief Executive Officer of Diagnostic Services Pty Limited (Sonic's Tasmanian practice) for 11 years to 2006. He is a Fellow of the Australian Society of Certified Practising Accountants, the Australian Institute of Company Directors and the Institute of Chartered Accountants in Australia. Mr Jackson is a member of the Winston Churchill Fellowship Trust Selection Committee in Tasmania. He is Chairman of the Tasmanian Symphony Orchestra Foundation Limited. He is also President of the University of Tasmania Foundation and a member of the Tasmanian Board of the Australian Olympic Committee.

Directors' Report

(continued)

Information on Directors (continued)

(a) Directors' profiles (continued)

Lou Panaccio
B.Ec., C.A., M.A.I.C.D.
Non-executive, independent Director, appointed June 2005

Mr Panaccio is a chartered accountant with strong management experience in business and healthcare services. He is currently Executive Chairman of Health Networks Australia, Executive Chairman (from July 2011) of Genera Biosystems Limited (director from November 2010) and a Non-executive Chairman of the Inner Eastern Community Health Service in Victoria. Mr Panaccio was the Chief Executive Officer and an Executive Director of Melbourne Pathology for ten years to 2001. Mr Panaccio is Chairman of the Audit Committee, and a member of the Remuneration and Nomination Committee.

Kate Spargo
L.L.B. (Hons), B.A., F.A.I.C.D.
Non-executive, independent Director, appointed July 2010

Ms Spargo has gained broad business experience as both a legal advisor, having worked in private practice and government, and as a director. Ms Spargo has been a director of both listed and unlisted companies over the last fifteen years and her current directorships include the ASX listed companies Fletcher Building Limited (from March 2012) and UGL Limited (from October 2010). She is also a director of SMEC Limited, an engineering company with operations in around 40 countries, Investec Bank (Australia) Limited, CoInvest Limited and Suncorp Portfolio Services Limited. She is Chair of the Accounting Professional and Ethical Standards Board Ltd and a member of the International Ethics Standards Board for Accountants. Ms Spargo is Chair of the Remuneration and Nomination Committee and is a member of the Audit Committee.

Dr Jane Wilson
M.B.B.S., M.B.A., F.A.I.C.D.
Non-executive, independent Director, appointed July 2010

Dr Wilson is a senior non-executive director with a background in medicine, finance and banking and has extensive experience in corporate finance, commercialisation of technologies and governance. Since 1995, Dr Wilson has served on boards of ASX companies, Government-owned corporations and not-for-profit organisations. She is a Fellow of the Australian Institute of Company Directors (AICD) and was the Queensland President and National Board Director of AICD from 2002 to 2004. She is currently a director of ASX listed Universal Biosensors Ltd (since December 2006) and CathRx Ltd (since August 2005), Finance director of The Winston Churchill Memorial Trust and a director of the General Sir John Monash Foundation. She is a member of the University of Queensland Senate, the Senate Finance Committee and the University of Queensland Faculty of Health Sciences Board. Dr Wilson is Chairman of the Risk Management Committee and is a member of the Remuneration and Nomination Committee.

(b) Company Secretary

Paul Alexander
B.Ec., C.A., F.Fin.

Mr Alexander has been the Group Financial Controller of Sonic Healthcare Limited since 1997 and Sonic's Company Secretary since 2001. Prior to joining Sonic, Mr Alexander gained 10 years experience in professional accounting practice, mainly with Price Waterhouse, and was also Financial Controller and Company Secretary of a subsidiary of a multinational company for two years.

Directors' Report

(continued)

Information on Directors (continued)

(c) Directors' interests in shares, options and performance rights as at 26 September 2012

Director's name	Class of shares	Number of shares	Interest	Number of options	Number of performance rights
R.P. Campbell	Ordinary	10,000	Beneficially	-	-
Dr C.S. Goldschmidt	Ordinary	700,000	Personally	4,611,298	314,960
	Ordinary	30,243	Beneficially	-	-
C.D. Wilks	Ordinary	810,000	Personally	2,345,648	157,480
	Ordinary	88,122	Beneficially	-	-
Dr P.J. Dubois	Ordinary	-	-	-	-
C.J. Jackson	Ordinary	491,371	Personally	-	-
L.J. Panaccio	Ordinary	-	-	-	-
K.D. Spargo	Ordinary	3,000	Personally	-	-
	Ordinary	5,000	Beneficially	-	-
Dr E.J. Wilson	Ordinary	2,000	Beneficially	-	-

Meetings of Directors

The numbers of meetings of the Company's Board of Directors and of each Board Committee held during the year ended 30 June 2012, and the numbers of meetings attended by each Director were:

			Meetings of Committees					
	Full meetings of Directors		Audit		Remuneration and Nomination		Risk Management	
	Number of meetings attended	Number of meetings held	Number of meetings attended	Number of meetings held	Number of meetings attended	Number of meetings held	Number of meetings attended	Number of meetings held
R.P. Campbell	12	13	2	3	4	4	-	-
Dr C.S. Goldschmidt	13	13	-	-	-	-	1	2
C.D. Wilks	13	13	-	-	-	-	2	2
Dr P.J. Dubois	13	13	-	-	-	-	2	2
C.J. Jackson	13	13	-	-	-	-	-	-
L.J. Panaccio	13	13	3	3	4	4	-	-
K.D. Spargo	13	13	3	3	-	-	-	-
Dr E.J. Wilson	13	13	-	-	4	4	2	2

Insurance of officers

During the financial year, the Company entered into agreements to indemnify all Directors of the Company that are named above and current and former Directors of the Company and its controlled entities against all liabilities to persons (other than the Company or related entity) which arise out of the performance of their normal duties as Director or executive officer unless the liability relates to conduct involving lack of good faith. The Company has agreed to indemnify the Directors and executive officers against all costs and expenses incurred in defending an action that falls within the scope of the indemnity and any resulting payments.

The Directors' and officers' liability insurance provides cover against costs and expenses, subject to the terms and conditions of the policy, involved in defending legal actions and any resulting payments arising from a liability to persons (other than the Company or related entity) incurred in their position as a Director or executive officer unless the conduct involves a wilful breach of duty or an improper use of inside information or position to gain advantage. The insurance policy does not allow disclosure of the nature of the liabilities insured against or the premium paid under the policy.

Environmental regulation
The Group is subject to environmental regulation in respect of the transport and disposal of medical waste. The Group contracts with reputable, licensed businesses to dispose of waste and there have been no investigations or claims during the financial year. The Directors believe that the Group has complied with all environmental regulations.

Non-audit services
The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important.

Details of the amounts paid or payable to the auditor of the Group (PricewaterhouseCoopers) for non-audit services provided during the year are set out below.

The Board of Directors has considered the position and, in accordance with the advice received from the Audit Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the *Corporations Act 2001*. In the opinion of the Directors none of the services provided undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risk and rewards.

A copy of the auditors' independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 31.

During the year the following fees were paid or payable for non-audit services provided by the auditors of the Group.

	Consolidated Group	
	2012	2011
	$	$
PricewaterhouseCoopers – Australian firm		
Taxation, accounting and advisory services	**-**	16,350
Related practices of PricewaterhouseCoopers – Australian firm (including overseas PricewaterhouseCoopers firms)		
Taxation and accounting services	**33,250**	64,650

Remuneration of auditors is detailed in Note 37.

Share options
Information on share options is detailed in Note 38 - Share based payments.

Rounding of amounts
The Company is of a kind referred to in Class Order 98/0100 issued by the Australian Securities & Investments Commission, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

Remuneration Report
The Directors of Sonic Healthcare Limited present the Remuneration Report for the year ended 30 June 2012 in accordance with section 300A of the *Corporations Act 2001*.

Sonic Healthcare's remuneration packages are structured and set at levels that are intended to attract, motivate and retain Directors and executives capable of leading and managing the Group's operations, and to align remuneration with the creation of value for shareholders.

Remuneration of Non-executive Directors is determined by the Board within the maximum amount approved by the shareholders. At the Annual General Meeting ("AGM") on 18 November 2010 shareholders approved a maximum amount of $1,000,000 for remuneration of Non-executive Directors. The base Non-executive Director fee is $125,000 per annum (set in May 2009). A Committee fee of $10,000 per annum applies for each Board Committee upon which a Director serves, other than the Remuneration and Nomination Committee, for which the fee is $5,000 per annum. Options or performance rights are not issued and bonuses are not payable to Non-executive Directors.

The Remuneration and Nomination Committee, consisting of four Non-executive independent Directors, makes specific recommendations to the Board on remuneration packages and other terms of employment for the Managing Director and Finance Director and advises the Board in relation to equity-based incentive schemes for other employees. The Remuneration and Nomination Committee and Board also seek and consider advice from independent remuneration consultants where appropriate. Remuneration consultants are engaged by and report directly to the Remuneration and Nomination Committee, after consideration of any potential conflicts.

Sonic Healthcare's remuneration policy links the remuneration of the Managing Director and the Finance Director to Sonic's performance through the award of conditional entitlements. These conditional entitlements relate to the performance of the Group and thus align reward with the creation of value for shareholders.

Remuneration and other terms of employment for other executives are reviewed annually by the Managing Director having regard to performance against goals set at the start of the year, performance of the entity or function of the Group for which they have responsibility, relevant comparative information and independent expert advice. As well as a base salary, remuneration packages include superannuation, fringe benefits, performance related bonuses and share and option grants. These bonuses and equity grants reward the creation of value for shareholders.

Other than contributions to superannuation funds during employment periods and notice periods under applicable employment laws and in certain executive service contracts, the Group does not contract to provide retirement benefits to Directors or executives.

(a) Key management personnel

(i) Directors
The following persons were Directors of Sonic Healthcare Limited during the financial year and therefore key management personnel:

Non-executive Directors
R.P. Campbell
L.J. Panaccio
K.D. Spargo
Dr E.J. Wilson

Executive Directors
Dr C.S. Goldschmidt *Managing Director*
C.D. Wilks *Finance Director*
Dr P.J. Dubois
C.J. Jackson

All of the above persons were also key management personnel during the year ended 30 June 2011.

Remuneration Report (continued)

(a) Key management personnel (continued)

(ii) Other key management personnel

The Sonic Group operates via a decentralised federated structure whereby the Chief Executive Officers of individual operating entities have delegated authority for their local operations (each of which is immaterial to the Group as a whole). The Group's Australian and New Zealand pathology and radiology activities are co-ordinated and controlled through the Pathology Sonic Executive Committee and the Imaging Sonic Executive Committee ("PSEC" and "ISEC" respectively). Dr C.S. Goldschmidt is Chairman of PSEC and a member of ISEC, Dr P.J. Dubois is Chairman of ISEC and C.D. Wilks is a member of both PSEC and ISEC. A German Sonic Executive Committee ("GSEC") co-ordinates the Group's German operations. Dr C.S. Goldschmidt is Chairman of GSEC and C.D. Wilks is also a member. Dr C.S. Goldschmidt and C.D. Wilks are also involved in the formal meetings of the heads of Sonic's businesses in the USA. C.J. Jackson is an Executive Director of Sonic who is a member of PSEC, Chairman of IPN, represents Sonic in industry matters and plays a role in Sonic's New Zealand operations, and various projects and initiatives.

The Board therefore considers that these executives, plus the Non-executive Directors, are the Group's "key management personnel".

(b) Performance of the Group and relationship to remuneration of key management personnel

The table below summarises Sonic Healthcare's performance over the last five years and the changes in remuneration of key management personnel (but excluding Non-executive Directors who do not receive bonuses or options/performance rights):

	2008	2009[1]	2010	2011	2012	Compound Average Annual Growth Rate[2]
Ordinary earnings per share (cps)	73.5	85.2	75.0	75.5	80.7	4.3%
Net profit attributable to members ($'000)	245,116	315,146	293,225	294,535	315,996	9.8%
Dividends paid per share (cps)	49	54	59	59	59	
Enterprise value[3] ($'000)	6,090,643	5,928,856	5,552,415	6,534,718	6,536,398	
Total shareholder return[4]	26.9%	(3.0)%	(22.0)%	1.5%	19.2%	
Change in total cash remuneration of executives[5]	5.2%	42.4%	6.0%	0.6%	4.7%	10.8%
Change in total remuneration of executives[6]	19.3%	9.8%	(23.3)%	(18.9)%	(3.0)%	(4.6)%

1 Net profit attributable to members and earnings per share are based on ordinary earnings and exclude certain non-recurring items in 2009. No other years have been adjusted.
2 The compound average annual growth rate is calculated over the five year period shown.
3 Enterprise value is the Company's market capitalisation (number of issued shares times closing share price) plus net interest bearing debt at 30 June.
4 Total shareholder return is calculated over a rolling 3 year performance period and assumes dividend reinvestment.
5 Change in total cash remuneration of executives is the percentage increase/(decrease) over the prior year of total cash remuneration of all key management personnel in place for all five years (but excluding Non-executive Directors).
6 Change in total remuneration of executives is the percentage increase/(decrease) over the prior year of total remuneration (cash plus long service leave accrued plus the calculated value of equity remuneration) of all key management personnel in place for all five years (but excluding Non-executive Directors).

The table above demonstrates the relationship between the performance of the Group and the remuneration of its key management personnel. Cash remuneration has increased marginally and equity-based remuneration has reduced during the last three years when Sonic Healthcare's reported performance has been significantly impacted by foreign currency headwind, with the strengthening AUD reducing the translated earnings of the Group's offshore operations.

Remuneration Report (continued)

(c) Remuneration of key management personnel

Details of the nature and amount of each element of the remuneration of the key management personnel of the Group are set out below in the tables (for cash remuneration) and text (non-cash remuneration):

12 months to 30 June 2012

	Short-term employee benefits			Post-employment benefits	
Name	**Salary & fees** $	**Other benefits**[1] $	**Cash bonus** $	**Superannuation** $	**Total cash remuneration**[2] $
Dr C.S. Goldschmidt *Managing Director*	1,781,887	-	1,265,000	18,113	3,065,000
C.D. Wilks *Finance Director*	764,225	-	600,000	35,775	1,400,000
Dr P.J. Dubois *Director*	494,902	7,186	110,000	50,000	662,088
C.J. Jackson *Director*	347,207	-	-	22,793	370,000
R.P. Campbell *Chairman and Non-executive Director*	128,440	-	-	11,560	140,000
L.J. Panaccio *Non-executive Director*	128,440	-	-	11,560	140,000
Dr E.J. Wilson *Non-executive Director*	128,440	-	-	11,560	140,000
K.D. Spargo *Non-executive Director*	124,617	-	-	11,215	135,832

12 months to 30 June 2011

Dr C.S. Goldschmidt[3] *Managing Director*	1,508,319	-	1,283,500	46,430	2,838,249
C.D. Wilks[3] *Finance Director*	663,857	-	641,750	36,865	1,342,472
Dr P.J. Dubois *Director*	492,587	9,336	135,000	50,000	686,923
C.J. Jackson *Director*	358,159	-	-	22,801	380,960
B.S. Patterson *Chairman and Non-executive Director* (to 27 October 2010)	47,017	-	-	4,650	51,667
R.P. Campbell *Chairman and Non-executive Director*	133,028	-	-	11,972	145,000
L.J. Panaccio *Non-executive Director*	128,440	-	-	11,560	140,000
Dr E.J. Wilson *Non-executive Director*	125,383	-	-	11,285	136,668
K.D. Spargo *Non-executive Director*	121,560	-	-	10,940	132,500

1 Other benefits include fringe benefits tax.
2 Excludes long service leave accruals and equity-based remuneration.
3 Due to the timing of the fortnightly payroll cycle, an extra payment occurred in the 2011 year.

Remuneration Report (continued)

(c) Remuneration of key management personnel (continued)

In addition to the cash remuneration disclosed above, the value of long service leave accrued for each relevant executive for the 12 months to 30 June 2012 was: Dr C.S. Goldschmidt $151,814 (2011: $25,331), C.D. Wilks $31,206 (2011: $11,293), and C.J. Jackson $4,318 (2011: $4,467).

(i) Equity-based remuneration

The calculated remuneration value of options and performance rights for Dr C.S. Goldschmidt for the 12 month period to 30 June 2012 was $1,316,989 (2011: $1,709,787), and for C.D. Wilks it was $664,475 (2011: $901,216).

The equity-based remuneration amounts disclosed relate to shares, options and performance rights issued under the Sonic Healthcare Limited Employee Option Plan, Executive Incentive Plan and the Performance Rights Plan, and represent the assessed fair values at the date they were granted, allocated equally over the service periods up to the vesting dates. Fair values for these shares, options and performance rights have been determined using a pricing model consistent with the Black Scholes methodology that takes into account the exercise price, the term of the option, the impact of dilution, the non-tradeable nature of the option, the current price and expected price volatility of the underlying share, the expected dividend yield, and risk-free interest rate for the term of the option. The fair value of the shares, options and performance rights granted is adjusted to reflect market vesting conditions (using a Monte Carlo simulation) but excludes the impact of non-market vesting conditions.

No options or performance rights are issuable in future years to Dr C.S. Goldschmidt and C.D. Wilks under the Employee Option Plan, Executive Incentive Plan or the Performance Rights Plan relating to remuneration arrangements for the periods to 30 June 2012.

During the financial year Dr C.S. Goldschmidt exercised 1,000,000 (2011: nil) Executive Incentive Plan options over ordinary shares in the Company issued as remuneration with an exercise price of $7.50. The total intrinsic value of the options at the date of exercise was $4,020,000 (2011: $nil). C.D. Wilks exercised 540,000 (2011: 340,000) Executive Incentive Plan options over ordinary shares in the Company issued as remuneration with an exercise price of $7.50. The total intrinsic value of the options at the date of exercise was $2,170,800 (2011: $936,000).

(ii) Performance related components of remuneration

Cash bonuses, options and performance rights over unissued ordinary shares of Sonic Healthcare Limited are performance related components of Dr C.S. Goldschmidt’s and C.D. Wilks’ remuneration. In aggregate, these components made up 57% of Dr C.S. Goldschmidt’s remuneration for the 12 months to 30 June 2012 (2011: 65%), and 60% of C.D. Wilks’ remuneration for the 12 months to 30 June 2012 (2011: 68%). Within these components, the calculated value of options and performance rights over unissued ordinary shares in Sonic Healthcare Limited accounted for 29% of Dr C.S. Goldschmidt’s remuneration for the 12 months to 30 June 2012 (2011: 37%) and 32% of C.D. Wilks’ remuneration for the 12 months to 30 June 2012 (2011: 40%). Dr P.J. Dubois’ remuneration includes cash bonuses as performance related components. These components made up 17% of Dr P.J. Dubois’ remuneration for the 12 months to 30 June 2012 (2011: 20%).

(d) Service agreements

None of the key management personnel of Sonic Healthcare Limited has a service contract. Rather the terms and entitlements of employment are governed by applicable employment laws.

Dr P.J. Dubois has a cash bonus arrangement in place which is based on the satisfaction of performance conditions relating to the earnings of Queensland X-Ray, where he performs the role of CEO.

Remuneration for Dr C.S. Goldschmidt and C.D. Wilks prior to 1 July 2011

The remuneration arrangements for Dr C.S. Goldschmidt and C.D. Wilks for the five financial years to 30 June 2008 included an Executive Incentive Plan from which ordinary shares and options over unissued ordinary shares were issuable upon the achievement of certain performance conditions. Of the total options issued under the Executive Incentive Plan, 100% had vested at 30 June 2012 and none were forfeited.

Remuneration arrangements for Dr C.S. Goldschmidt and C.D. Wilks were revised with effect from 1 July 2008 for the three years to 30 June 2011. The long term incentive component of the revised remuneration arrangements for the 2009, 2010 and 2011 financial years was approved by shareholders at the 2008 AGM. 1,750,000 options were issued to Dr C.S. Goldschmidt and 875,000 were issued to C.D. Wilks under the Employee Option Plan in November 2008. The options have an exercise price of $12.98 (Sonic’s five day VWAP at the time of the 2008 AGM) and vesting was subject to the fulfilment of two separate performance conditions with a 50% weighting for each (that is, 50% of the options were subject to the first performance condition and the other 50% were subject to the second performance condition).

Remuneration Report (continued)

(d) Service agreements (continued)

Remuneration for Dr C.S. Goldschmidt and C.D. Wilks prior to 1 July 2011 (continued)
Performance condition one required a compound annual growth rate of EPS for the three years ending 30 June 2011 of 10%. This performance condition was not met and the relevant 50% of the total number of options were forfeited during the 2012 financial year.

Under performance condition two, Sonic's performance was ranked by percentile according to its Total Shareholder Return (TSR) against the TSRs of the companies forming the S&P ASX 100 Accumulation Index, excluding Banks and Resource companies, over the performance period from 1 July 2008 to 30 June 2011. A TSR below the 50th percentile would result in nil options vesting, a TSR of the 50th percentile would result in 50% of options vesting, with a progressive scale of an additional 2% for each percentile increase to the 75th percentile. A TSR of the 75th percentile and above would result in 100% of the relevant options vesting. Sonic achieved a percentile rank of 65.7% and therefore 81.4% of the relevant options (1,068,375 options) achieved the performance condition. The other 244,125 options were forfeited during the 2012 financial year. The vested options expire on 22 November 2013, 60 months from the date of issue.

Of the total options issued in November 2008 under the Employee Option Plan 40.7% had vested at 30 June 2012, with 59.3% forfeited as performance conditions were not met. The value of the options forfeited, calculated at the time of forfeit and assuming the vesting conditions were met, was $nil for both Dr C.S. Goldschmidt and C.D. Wilks.

Remuneration for Dr C.S. Goldschmidt and C.D. Wilks for the five years from 1 July 2011
Remuneration arrangements for Dr C.S. Goldschmidt and C.D. Wilks were revised with effect from 1 July 2011 following a comprehensive review by the Remuneration and Nomination Committee. As part of the review, the Remuneration and Nomination Committee directly engaged Aon Hewitt as independent remuneration consultants to provide market benchmarking analysis and to advise on possible remuneration arrangements. As part of their advice Aon Hewitt considered the level of total and individual components of remuneration and made detailed comparisons by percentile band to a core comparator group of 22 ASX listed companies of comparable size and complexity to Sonic, including significant offshore operations. These comparisons showed that Dr C.S. Goldschmidt's total remuneration for 2011 was well below the median whilst C.D. Wilks' was around the 75th percentile. A cross check was then made to a March 2011 PricewaterhouseCooper's publication referencing CEO and CFO remuneration for all companies in the ASX 100. The remuneration levels and split between components for the executives described below reflect the Aon Hewitt advice and took Dr C.S. Goldschmidt's maximum potential remuneration to the median level of historical actual remuneration of the comparator group and C.D. Wilks' into the upper quartile. The Board believes this is appropriate for C.D. Wilks as the role he performs within Sonic is broader than the usual Chief Financial Officer role.

(i) Fixed remuneration
The fixed remuneration component, being $1,800,000 per annum for Dr C.S. Goldschmidt and $800,000 per annum for C.D. Wilks for 2012, comprises base salary and employer superannuation contributions, but excludes long service leave accruals. The executives may take part of their base salary as other benefits, such as motor vehicles, including any associated fringe benefits tax.

Fixed remuneration is reviewed annually, taking into account the executives' performance, Company performance and comparative market data.

Remuneration Report (continued)

(d) Service agreements (continued)

(ii) Short Term Incentives ("STI")
The executives are eligible for an annual cash bonus of up to $1,265,000 for Dr C.S. Goldschmidt and $600,000 for C.D. Wilks (the "maximum STI") based on achievement of pre-determined goals.

Up to 70% of the maximum STI is based on the Company achieving year on year growth (using Constant Currency exchange rates to translate offshore earnings) in Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA") as follows:

Annual EBITDA Growth	**% of 70% of STI payable**	**Amount Payable**	
		Dr C.S. Goldschmidt	**C.D. Wilks**
Less than 6.0%	0%	-	-
6.0%	40%	$354,200	$168,000
Greater than 6.0% and less than 12.0%	pro rata	pro rata	pro rata
12.0% or greater	100%	$885,500	$420,000

EBITDA growth (using Constant Currency exchange rates) was chosen as a performance criteria as it is consistent with the way Sonic gave market guidance for the 2012 and 2013 financial years and is likely to give future guidance, and it is a clearer measure of operational performance than net profit or earnings per share as it is not distorted by changes in income tax, interest rates, or exchange rates.

The Board ensures the growth calculation is performed on a consistent basis (for example, by removing the impact of a change of accounting standards).

Up to 30% ($379,500 for Dr C.S. Goldschmidt and $180,000 for C.D. Wilks) of the maximum STI is awarded after an assessment of performance based on qualitative factors including:

- Promotion of and adherence to Sonic's Core Values and Foundation Principles.
- Medical leadership.
- Federation model.
- Risk management.
- External standing and reputation (including stakeholder management, brand and quality).
- Financial leadership and innovation (for C.D. Wilks).

The annual assessment is made by the Remuneration and Nomination Committee and a recommendation made to the Board for final determination.

The Board has determined to award cash bonuses under the STI for the 2012 financial year of $1,265,000 for Dr C.S. Goldschmidt and $600,000 for C.D. Wilks. The bonuses have been calculated on 12.1% Constant Currency EBITDA growth in 2012, and the maximum payable under the qualitative factors, as the Board is satisfied that the executives have excelled in the areas of assessment during 2012, and no issues have arisen during the year that would suggest anything to the contrary. The 2012 cash bonuses awarded represent 100% of the maximum STI with 0% forfeited.

Remuneration Report (continued)

(d) Service agreements (continued)

(iii) Long Term Incentives ("LTI")
After approval by shareholders at the 2011 AGM, the executives were issued the following LTI effective for the five years from 1 July 2011:

	Dr C.S. Goldschmidt	C.D. Wilks
Maximum annual value of LTI	$1,800,000	$900,000
Consisting of the issue in November 2011 of:		
Options over shares in Sonic Healthcare Limited (60% of value)	2,899,048	1,449,523
Performance rights over shares in Sonic Healthcare Limited (40% of value)	314,960	157,480

The LTI options and performance rights will vest (subject to performance conditions) and expire as follows:

% of total	Earliest Vesting Date*	Performance conditions measurement period	Expiry date
Up to 30%	18 November 2014	3 years to 30 June 2014	18 November 2016
Up to 30%	18 November 2015	4 years to 30 June 2015	18 November 2017
Up to 40%	18 November 2016	5 years to 30 June 2016	18 November 2018

* Options can only vest when the market price of Sonic shares is higher than the exercise price.

The number of options issued were determined based on a Black Scholes methodology valuation at the time of grant and the exercise price of the options was determined using the Volume Weighted five day Average market Price ("5 day VWAP") for Sonic shares preceding the date of grant. The valuation did not allow for any discount relating to performance conditions.

The number of performance rights issued was determined by dividing 40% of the maximum annual value of LTI by the 5 day VWAP for Sonic shares preceding the date of grant and multiplying by 5 years.

The options and performance rights are subject to challenging performance conditions designed to align the interests of the executives with those of shareholders. There are two separate performance conditions to be applied with a 50% weighting for each (that is, 50% of the options and 50% of the performance rights are subject to the first performance condition, and the other 50% of each are subject to the second performance condition). The performance conditions are as follows:

Performance Condition 1 ("PC1") – 50% weighting – Compound Average Growth Rate ("CAGR") in Return on Invested Capital ("ROIC")

CAGR ROIC	Percentage of Options and Rights that vest
Less than 3.0% p.a.	Nil options and rights to which PC1 applies
3.0% p.a.	30% of options and rights to which PC1 applies
Greater than 3.0% and less than 9.0% p.a.	Pro rata between 30% and 100% of options and rights to which PC1 applies
9.0% p.a. or greater	100% of options and rights to which PC1 applies

ROIC is calculated as Earnings before Interest and Tax ("EBIT") less related tax and minority interests divided by capital employed. Additional details regarding the calculation of ROIC are disclosed in the 2011 AGM section on Sonic's website. It is expressed as a percentage and the hurdle growth rates are growth in this percentage.

Growth in ROIC was chosen as a performance hurdle following the input of several of the Company's larger shareholders and potential shareholders who, along with the Board, believe that the Company's primary focus in coming years should be improvement in the return from the substantial investments the Company has made in its offshore markets. In 2012 the Company's ROIC grew to 9.8% (from 8.9%), a 10.1% improvement.

Remuneration Report (continued)

(d) Service agreements (continued)

(iii) Long Term Incentives ("LTI") (continued)

Performance Condition 2 ("PC2") – 50% weighting – Sonic's Total Shareholder Return ("TSR") against the S&P ASX 100 Accumulation Index, excluding Banks and Resource companies

TSR Target	Percentage of Options and Rights that vest
Below the 50th percentile	Nil options and rights to which PC2 applies
50th percentile	50% of options and rights to which PC2 applies
Greater than 50th and less than 75th percentile	Progressive scale of an additional 2% for each percentile increase
75th percentile and above	100% of options and rights to which PC2 applies

Under PC2, Sonic's performance is ranked by percentile according to its TSR against the TSRs of the component companies of the reference group (being the S&P ASX 100 Accumulation Index, excluding Bank and Resource companies) over the relevant performance periods (see above).

Relative TSR has been chosen as a performance hurdle as it provides a direct link between executive remuneration and shareholder return relative to the Company's peers. A relative measure is important, as it removes from the assessment broad market share price movements which are out of the control of the executives. The executives will not derive any value from the relevant portion of the LTI unless the Company's performance is at least at the median of the benchmark group.

Options and performance rights for which the performance conditions are not satisfied will be forfeited immediately after the performance measurement is finalised. There will be no retesting.

Should one of the executives cease employment with the Group prior to vesting of some or all of their LTI, the Board will have discretion based on whether the executive is judged to be a "good leaver" to enable the executive to retain the portion of the LTI which vests (subject to the performance conditions) within two years of cessation of employment. To be judged a "good leaver" the executive would need to provide sufficient notice, assist with succession planning and transition and make themselves reasonably available to assist/answer queries of their replacement for a period post employment. The Board views this arrangement to be in the best interests of the Company and its shareholders, as the executives will be incentivised to minimise disruption/loss of value associated with their departure. Cessation of employment in all other circumstances will trigger forfeiture of all unvested entitlements.

If a takeover bid or other public proposal is made for voting shares in the Company which the Board reasonably believes is likely to lead to a change of control:

- Within three years from grant – only options and rights with an earliest vesting date 3 years from grant would vest.
- Within the fourth year from grant – only options and rights with an earliest vesting date within 4 years from grant not previously forfeited would vest.
- Within the fifth year of grant – all options and rights not previously forfeited would vest.

Sonic Healthcare ordinary shares to be awarded on exercise/conversion of the options and performance rights may be satisfied by the issue of new shares or the purchase of shares on-market. Options and performance rights are not eligible for dividends.

None of the options or performance rights issued in November 2011 under the Employee Option Plan or Performance Rights Plan had vested or been forfeited at 30 June 2012.

Remuneration Report (continued)

(e) Securities trading policy
Under the Sonic Securities Trading Policy, all Sonic Healthcare employees are prohibited from buying or selling Sonic Healthcare securities (including shares, options, debt securities) at any time they are aware of any material price sensitive information that has not been made public, and are reminded of the laws against "insider trading".

Certain "Designated Officers", including all Directors and senior executives (and specified related parties), are also prohibited from trading in periods other than in 8 week windows following the release of half year and full year results, and 2 week periods following Sonic Healthcare's provision to the market at any time of definitive guidance regarding the next annual result to be released. Exceptions to this prohibition can be approved by the Chairman (for other Directors) or the Managing Director (for all other employees) in circumstances of severe financial hardship (as defined in the Policy). All trading by Designated Officers must be notified to the Company Secretary. Prohibitions also apply to trading in financial instruments related to Sonic Healthcare shares and to trading in the shares of other entities using information obtained through employment with Sonic. In addition the Managing Director and Finance Director are required to obtain approval from the Chair of the Sonic Board of Directors before selling any shares.

Designated Officers are prohibited from entering into transactions in products which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes. Designated Officers are required to commit to this by signing the Securities Trading Policy and will forfeit their equity reward should they be found to be in breach.

All Sonic Healthcare securities dealings by Directors are promptly notified to the Australian Securities Exchange (ASX) in accordance with Sonic's Continuous Disclosure obligations.

(f) Use of remuneration consultant
In June 2011, Sonic Healthcare Limited's Remuneration and Nomination Committee employed the services of Aon Hewitt to review its existing remuneration policies and to provide recommendations in respect of both short-term and long-term incentive plan design. Under the terms of the engagement, Aon Hewitt provided remuneration recommendations as defined in section 9B of the *Corporations Act 2001* and was paid $29,256 for these services.

Aon Hewitt has confirmed that the above recommendations have been made free from undue influence by members of the Group's key management personnel.

The following arrangements were made to ensure the remuneration recommendations were free from undue influence:

- Aon Hewitt was engaged by, and reported directly, to the Chair of the Remuneration and Nomination Committee. The agreement for the provision of remuneration consulting services was executed by the Chair of the Remuneration and Nomination Committee under delegated authority on behalf of the Board.
- The report containing the remuneration recommendations was provided by Aon Hewitt directly to the Chair of the Remuneration and Nomination Committee; and
- Aon Hewitt was permitted to speak to management throughout the engagement to understand Company processes, practices and other business issues and obtain management perspectives. However, Aon Hewitt was not permitted to provide any member of management with a copy of their draft or final report that contained the remuneration recommendations.

As a consequence, the Board is satisfied that the recommendations were made free from undue influence from any members of the key management personnel.

(g) Voting at the Company's 2011 Annual General Meeting
Over 90% of votes received on Sonic Healthcare Limited's Remuneration Report for the 2011 financial year were in favour.

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

Dr C.S. Goldschmidt
Director

C.D. Wilks
Director

Sydney
26 September 2012

Auditor's Independence Declaration

As lead auditor for the audit of Sonic Healthcare Limited for the year ended 30 June 2012, I declare that to the best of my knowledge and belief, there have been:

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

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

This declaration is in respect of Sonic Healthcare Limited and the entities it controlled during the period.

Matthew Lunn
Partner
PricewaterhouseCoopers

Sydney
26 September 2012

Corporate Governance Statement

The Board of Sonic Healthcare continues to place great importance on the governance of the Company, which it believes is vital to its well-being and success. There are two elements to the governance of companies: performance and conformance. Both are important, but it is critical that focus on conformance does not detract from the principal function of a business, which is to undertake prudent activities to:

- generate rewards for shareholders who invest their capital,
- provide services of value to customers, and
- provide meaningful employment for employees,

and to do so in a way that contributes positively to the community.

In this framework, it is crucial that shareholders have clear visibility of the actions of the Group and that they can rely on reported financial information. The Sonic Board has committed itself to provide relevant, accurate information to shareholders on a timely basis and has adopted policies and procedures designed to ensure that the Group's financial reports are true and fair, meet high standards of disclosure integrity and provide all material information necessary to understand the Group's financial performance.

Sonic's Board and management are committed to governance which recognises that all aspects of the Group's operations are conducted ethically, responsibly and with the highest standards of integrity. The Board has adopted practices and policies designed to achieve these aims. In June 2010, the ASX Corporate Governance Council published its Corporate Governance Principles and Recommendations with 2010 Amendments to apply to financial years commencing on or after 1 January 2011. Sonic supports the Recommendations in advancing good corporate governance and has applied them during the year. Sonic's Board continues to review and improve Sonic's compliance with the Recommendations, implementing change in a prudent manner. Sonic's website (www.sonichealthcare.com) includes a Corporate Governance section which sets out the information required by the Recommendations plus other relevant information, including copies of all Policies, Charters and Codes referred to herein.

Sonic's Code of Ethics and Core Values (listed below) set out the fundamental principles that govern the way that all Sonic people conduct themselves. Sonic's Core Values apply equally to every employee of Sonic and were formulated with significant input from Sonic's staff. They have been embraced throughout the Group. Sonic's Core Values are:

- Commit to Service Excellence
  To willingly serve all those with whom we deal with unsurpassed excellence.

- Treat each other with Respect & Honesty
  To grow a workplace where trust, team spirit and equity are an integral part of everything we do.

- Demonstrate Responsibility & Accountability
  To set an example, to take ownership of each situation to the best of our ability and to seek help when needed.

- Be Enthusiastic about Continuous Improvement
  To never be complacent, to recognise limitations and opportunities for ourselves and processes and to learn through these.

- Maintain Confidentiality
  With regard to patient records and all information pertaining to patients as well as other professional and commercial issues.

A description of the Company's main corporate governance practices is set out below. All these practices, unless otherwise stated, were in place throughout the year. Any issues of current non-compliance with the Recommendations are specifically noted and explained.

1. Board of Directors

(a) Role of the Board

The Board of Directors is accountable to shareholders for the performance of the Company and the Group and is responsible for the corporate governance practices of the Group. The Board's principal objective is to increase shareholder value while ensuring that the Group's overall activities are properly managed.

Sonic's corporate governance practices provide the structure which enables the Board's principal objective to be achieved, whilst ensuring that the business and affairs of the Group are conducted ethically and in accordance with law.

The Board's overall responsibilities include:

- providing strategic direction and approving corporate strategies,
- monitoring management and financial performance and reporting,
- monitoring and ensuring the maintenance of adequate risk management identification, control and reporting mechanisms, and
- ensuring the business is conducted ethically and transparently.

The Board delegates authority for operational management of the business to the Managing Director and senior executives. The Managing Director also oversees the implementation of strategies approved by the Board. The Board uses a number of Committees to support it in matters that require more intensive review and involvement. Details of the Board Committees are provided below.

As part of its commitment to good corporate governance, the Board regularly reviews the practices and standards governing the Board's composition, independence and effectiveness, the accountability and compensation of Directors (and senior executives) and the Board's responsibility for the stewardship of the Group.

The role and responsibilities of the Board, the functions reserved for the Board and those delegated to management have been formalised in the Sonic Board Charter.

(b) Composition of the Board

The Directors of the Company in office at the date of this statement are:

Name	*Age*	*Term of office (Years)*	*Position*	*Expertise*	*Committees*
Mr Peter Campbell	67	19	Chairman, Non-executive, independent Director	Finance and accounting, information technology and company management	Member of Remuneration and Nomination Committee and Audit Committee
Dr Colin Goldschmidt	58	19	Managing Director	Healthcare industry and company management	Member of Risk Management Committee
Mr Chris Wilks	54	22	Finance Director	Finance, accounting, banking, secretarial and company management	Member of Risk Management Committee
Dr Philip Dubois	66	11	Executive Director	Radiology industry and company management	Member of Risk Management Committee
Mr Colin Jackson	64	12	Executive Director	Finance, pathology industry and company management	
Mr Lou Panaccio	55	7	Non-executive, independent Director	Finance, pathology industry and company management	Chair of Audit Committee and member of Remuneration and Nomination Committee
Ms Kate Spargo	60	2	Non-executive, independent Director	Law, governance and company oversight	Chair of Remuneration and Nomination Committee and member of Audit Committee
Dr Jane Wilson	54	2	Non-executive, independent Director	Medicine, finance, governance and company oversight	Chair of Risk Management Committee and member of Remuneration and Nomination Committee

1. Board of Directors (continued)

(b) Composition of the Board (continued)

The composition of Sonic's Board is consistent with the principle of medical management and leadership, which has been a core strategy of Sonic since 1992. Sonic's Managing Director is a qualified pathologist, and the Board also includes a radiologist and a general practitioner, ensuring that it has the capacity to understand complex medical issues and be in close touch with the medical marketplace. The presence of medical practitioners on Sonic's Board also gives comfort both to referring doctors (Sonic's customers) and to owners of diagnostic practices which Sonic seeks to acquire. This strategy has resulted in a Board which has a relatively high proportion of Executive Directors.

Dr Dubois and Mr Jackson were appointed to the Board following acquisitions of practices in which they held leadership positions. Their presence on the Board has played an important role in consolidating several of the larger independent practices acquired by Sonic into a cohesive group.

In addition, the Sonic Board comprises members with a diverse mix of business skills, including industry specific management skills and experience, and broader management experience, finance and legal skills and expertise in corporate governance.

Sonic's Non-executive Directors, including the Chairman, are considered independent and perform major roles in the Board Committees.

For the reasons described above Sonic does not comply with ASX Corporate Governance Council Recommendation 2.1: "A majority of the board should be independent Directors". The Board currently comprises four independent and four Executive Directors.

The Board has resolved that the position of Chairman of the Board be held by an independent Director, and the position of Chairman and Managing Director will be held by different persons. The Board has also resolved that, in its view, the mere fact that a Director has been in office for a period greater than 10 years does not change that Director's status as an independent. The Board has specifically considered the position of Mr Peter Campbell and is of the view that he is independent.

The size and composition of the Board is determined by the full Board acting on recommendations of the Remuneration and Nomination Committee. Sonic's constitution requires that the Board comprise no more than 12 and no fewer than 3 Directors at any time. Sonic's constitution also requires all Directors, other than the Managing Director, to offer themselves for re-election at an AGM, such that they do not hold office without re-election for longer than three years.

(c) Board meetings

The Board meets formally at least 10 times a year to consider a broad range of matters, including strategy, financial performance reviews, capital management and acquisitions. Details of meetings (both full Board and Committees) and attendances are set out in the Directors' Report.

(d) Independent professional advice and access to information

Each Director has the right to seek independent professional advice at the Company's expense. However, prior approval of the Chairman is required, which is not unreasonably withheld.

All Directors have unrestricted access to Company records and information and receive detailed financial and operational reports from senior management during the year to enable them to carry out their duties. Directors also liaise with senior management as required and may consult with other employees and seek additional information on request.

(e) Conflicts of interest of Directors

The Board has guidelines dealing with disclosure of interests by Directors and participation and voting at Board meetings where any such interests are discussed. In accordance with the *Corporations Act*, any Director with a material personal interest in a matter being considered by the Board does not receive the relevant Board papers, must not be present when the matter is being considered, and may not vote on the matter.

1. Board of Directors (continued)

(f) Securities trading

Under Sonic's Securities Trading Policy, all Sonic employees are prohibited from buying or selling or otherwise trading Sonic Healthcare securities (including shares, options, debt securities) at any time they are aware of any material price sensitive information that has not been made public, and are reminded of the laws against "insider trading". Certain "Designated Officers", including all Directors and senior executives (and specified related parties), are also prohibited from trading in periods other than in 8 week windows following the release of half year and full year results, and 2 week periods following the provision to the market at any time by Sonic of definitive guidance regarding the next annual result to be released. Exceptions to this prohibition can be approved by the Chairman (for other Directors) or the Managing Director (for all other employees) in circumstances of severe financial hardship (as defined in the Policy). All trading by Designated Officers must be notified to the Company Secretary. Prohibitions also apply to trading in financial instruments related to Sonic's securities, including products which limit the economic risk of option or share holdings in Sonic, and to trading in the securities of other entities using information obtained through employment with Sonic. In addition, the Managing Director and Finance Director are required to obtain approval from the Chair of the Sonic Board before selling any shares. All Sonic securities dealings by Directors are promptly notified to the Australian Securities Exchange (ASX).

(g) Remuneration of Non-executive Directors

The current remuneration for Non-executive Directors is $125,000 per annum plus $10,000 per annum for each Board Committee upon which they serve ($5,000 for the Remuneration and Nomination Committee). The maximum total remuneration per annum for Non-executive Directors of $1,000,000 was approved by shareholders in November 2010. Options are not issued and bonuses are not payable to Non-executive Directors. No retirement benefit schemes (other than statutory superannuation) apply to Non-executive Directors. Further details of Sonic's remuneration policies for Executive Directors and senior executives of the Company, and the relationship between such policy and the Company's performance are provided in the Directors' Report.

2. Board Committees

To assist the Board in fulfilling its duties, there are currently three Board Committees whose terms of reference and powers are determined by the Board. Details of Committee meetings and attendances are set out in the Directors' Report.

(a) Audit Committee

Members of the Audit Committee are:

Mr L.J. Panaccio (Chair)
Mr R.P. Campbell
Ms K.D. Spargo

The Charter requires that the Audit Committee comprises between three and six members, all of whom must be independent Directors, and that the Chair of the Committee is not to be the Chair of the Sonic Board.

The principal role of the Audit Committee is to provide the Board, investors, owners and stakeholders with confidence that the financial reports for the Company represent a true and fair view of the Company's financial condition and operational results in all material respects, and are in accordance with relevant accounting standards.

The responsibilities of the Audit Committee are set out in its Charter and include:

- assisting the Board in its oversight responsibilities by monitoring and advising on:
    - the integrity of the financial statements of the Company,
    - the Company's accounting policies and practices in accordance with current and emerging accounting standards,
    - the external auditors' independence and performance,
    - compliance with legal and regulatory requirements and related policies,
    - compliance with the policy framework in place from time to time, and
    - internal controls, and the overall efficiency and effectiveness of financial operations.
- providing a forum for communication between the Board, executive management and external auditors.
- providing a conduit to the Board for external advice on audit and internal controls.

The external auditors, the Managing Director and the Finance Director are invited to Audit Committee meetings at the discretion of the Committee.

2. Board Committees (continued)

(a) Audit Committee (continued)

In fulfilling its responsibilities, the Audit Committee receives regular reports from management and the external auditors. It also meets with the external auditors at least twice a year, and more frequently if necessary, and reviews any significant disagreements between the auditors and management, irrespective of whether they have been resolved. The external auditors have a clear line of direct communication at any time to either the Chair of the Audit Committee or the Chair of the Board.

The Audit Committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.

(b) Risk Management Committee

Members of the Risk Management Committee are:

Dr E.J. Wilson (Chair)
Dr C.S. Goldschmidt
Dr P.J. Dubois
Mr C.D. Wilks

The Risk Management Committee's responsibilities are set out in its Charter and include:

- assisting the Board in its oversight responsibilities by monitoring and advising on:
  - the identification and management of risks, including but not limited to:
    - business risks, including financial and strategic risks,
    - operational risks, including business continuity and practice management risks,
    - insurable risks including legal liability claims and property losses,
    - hazard risks including environmental and OH&S risks.
  - internal controls and treatments for identified risks including the Company's insurance program.
  - the Company's overall risk management program.
- providing a forum for communication between the Board, management and external risk management advisors.
- providing a conduit to the Board for external advice on risk management.

The Committee meets at least twice per year.

(c) Remuneration and Nomination Committee

Members of the Remuneration and Nomination Committee are:

Ms K.D. Spargo (Chair and member from 1 May 2012)
Mr R.P. Campbell (Chair until 1 May 2012)
Mr L.J. Panaccio
Dr E.J. Wilson

The Charter requires that the Remuneration and Nomination Committee comprises at least three members, all of whom are to be independent Directors.

The Remuneration and Nomination Committee operates under a formal Charter and meets on an as required basis. The Remuneration and Nomination Committee's role, as set out in its Charter, is to:

- review and make recommendations to the Board on remuneration packages and policies applicable to the Managing Director, Finance Director and Non-executive Directors,
- advise the Board in relation to equity-based incentive schemes for other employees,
- ensure appropriate disclosure is provided to shareholders in relation to remuneration policies and that equity-based remuneration is within plans approved by shareholders,
- review the Board and Board Committee structures,
- advise the Board on the recruitment, appointment and removal of Directors,
- assess and promote the enhancement of competencies of Directors,
- review Board succession plans,
- make recommendations to the Board in relation to workforce and Board diversity and measurable objectives in relation to gender diversity, and monitor progress toward achievement of those objectives.

2. Board Committees (continued)

(c) Remuneration and Nomination Committee (continued)

When reviewing Board succession plans or as part of identifying the need for an additional Director, the Committee reviews the skills matrix of the Board to determine any gaps in the skills, experience and expertise of the existing Directors. In addition, the level of diversity of the Board is also assessed. The Committee and Board are of the view that the current skills matrix and level of diversity are appropriate and will seek to maintain at least these levels.

When seeking to recruit a Director, the Committee, on behalf of the Board, conducts a search for potential candidates using professional networks and referrals and, if considered necessary, professional recruitment agencies. Candidates are subject to a number of interviews, resumes and references are checked, and skillsets are examined versus the perceived need. Medical qualifications, industry experience and enhancement of Board diversity are important criteria. Potential existing or foreseeable future conflicts of interest are also considered.

The Remuneration and Nomination Committee, when deemed necessary, directly obtains independent advice on the appropriateness of remuneration.

3. Approach to diversity

As a medical diagnostic company, Sonic Healthcare's business relies on the services provided to referrers and patients by thousands of Sonic staff every day. In addition, in seeking to continually improve Sonic's services and financial performance, the Company relies on the input and expertise of its many managers, pathologists, radiologists, other medical practitioners and staff. It is therefore critical that Sonic's workforce brings a broad range of experiences, talents and viewpoints to the business. Diversity is valued as it assists the Company to meet its objectives, and ensures that Sonic's people reflect our customers and the communities we serve.

Sonic Healthcare strives to maintain a healthy, safe and productive environment which is free from discrimination and harassment based on race, colour, religion, gender, sexual orientation, age, national origin or disability. In addition, the Company is committed to the continued development and implementation of initiatives to remove barriers that disadvantage any person or group such that everyone is able to compete on equal terms. Within Sonic, recruitment, development, promotion and remuneration are based on merit. These principles are an integral part of Sonic's corporate culture, and are encapsulated in the Sonic Core Values and the Company's Diversity Policy.

The Remuneration and Nomination Committee of the Sonic Board recommends annually measurable objectives for promoting and maintaining gender diversity and measures and reports on progress towards achievement of those objectives. The CEO has discretion with regard to the specific initiatives to be implemented by management to achieve the objectives.

The proportion of female employees to male employees within the Group at 30 June 2012 was 77% (2011: 77%) female and 23% (2011: 23%) male. 46% (2011: 44%) of senior leadership positions are held by females, and 25% (2011: 25%) of Sonic's Directors are female (50% (2011: 50%) of Non-executive Directors).

The Company's current objective in relation to gender diversity is to monitor and maintain the percentage of females in senior leadership positions at a level of at least 40%. This objective was achieved in 2012.

4. Identifying and managing business risks

Sonic recognises that risk management is an integral part of good management and corporate governance practice and is fundamental to driving shareholder value across the business.

Sonic views the management of risk as a core managerial capability. Risk management is strongly promoted internally and forms part of the performance evaluation of key executives.

(a) Responsibilities

The Board determines the overall risk profile of the business and is responsible for monitoring and ensuring the maintenance of adequate risk management policies, controls and reporting mechanisms.

To assist the Board in fulfilling its duties, it is aided by the Audit Committee and the Risk Management Committee. The Board has delegated to these Committees responsibility for ensuring:

- the Company’s material business risks, including strategic, financial, operational and compliance risks, are identified,
- systems are in place to assess, manage, monitor and report on those risks, and that those systems are operating effectively,
- management compliance with Board approved policies,
- internal controls are operating effectively across the business, and
- all Group companies are in compliance with laws and regulations relating to their activities.

The Audit Committee and Risk Management Committee update the Board on all relevant matters.

Management is responsible for the identification, assessment and management of business risks. During the year, management reported on these matters, including the effectiveness of the management of Sonic’s material business risks, to the Audit Committee and Risk Management Committee, who then reported these matters to the Board.

(b) Risk management policies, systems and processes

Sonic’s activities across all of its operating entities are subject to regular review and continuous oversight by executive management and the Board Committees. The Chief Executive Officers of the individual operating companies are responsible for the identification and management of risk within their business. To assist in this, executive management has developed an effective control environment to help manage the significant risks to its operations, both locally and overseas. This environment includes the following components:

- clearly defined management responsibilities, management accountabilities and organisational structures,
- established policies and procedures that are widely disseminated to, and understood by, employees,
- regular internal review of policy compliance and the effectiveness of systems and controls, in particular, through Sonic’s Business Assurance Program, an internal audit function,
- comprehensive training programs for staff in relation to operational practices and compliance requirements,
- strong management reporting framework for both financial and operational information,
- creation of an open culture to share risk management information and to continuously improve the effectiveness of Sonic’s risk management approach,
- benchmarking across operations to share best practice and further reduce the operational risk profile,
- Sonic Core Values, a uniting code of conduct embraced by Sonic employees,
- centrally administered Group insurance program ensuring a consistent and adequate approach across all operating areas, and
- the ongoing engagement of a professional Risk Manager to co-ordinate the Company’s approach to material business risk management.

(c) Regulatory compliance

Sonic’s pathology, radiology and medical centre activities are subject to Commonwealth and State law in Australia, and similar regulatory control in offshore locations. These laws cover such areas as laboratory and collection centre operations, workplace health and safety, radiation safety, privacy of information and waste management.

Sonic’s network of pathology laboratories, collection centres and radiology centres are required to meet and remain compliant with set performance criteria determined by government and industry bodies.

To support this, Sonic’s operating policies and procedures are overseen by internal quality assurance and workplace health and safety managers who review operational compliance.

4. Identifying and managing business risks (continued)

(c) Regulatory compliance (continued)

In addition, practising pathologists and radiologists are required to be registered and licensed in accordance with Medical Board and Government regulations. The accreditation and licensing of locations, equipment and personnel is subject to regular, random audits by Government experts and medical peer groups. Sonic also undertakes internal reviews to ensure continued best practice and compliance.

Sonic's established procedures, focus on best practice, medical leadership model, structured staff training and the external review activities serve to mitigate operational risk and support regulatory compliance.

(d) Managing Director and Finance Director certification

Sonic has adopted a policy requiring the Managing Director and the Finance Director to provide the Board with written certification in relation to its financial reporting processes. For the 2012 financial year, the Managing Director and Finance Director made the following certifications:

- that the financial records of the Company have been properly maintained,
- that the financial statements and notes comply in all material respects with the accounting standards,
- that the financial statements and notes give a true and fair view, in all material respects, of the Company's financial condition and operational results, and
- that the statements above are founded on a sound system of risk management and internal control which operates effectively in all material respects in relation to financial reporting risks.

5. Ethical standards

The Company has a Code of Ethics policy that outlines the standards required so that the Directors and management conduct themselves with the highest ethical standards. All employees of the Company and its controlled entities are informed of the Code. The Directors regularly review this code to ensure it reflects best practice in corporate governance. The Code is further supported by the Sonic Core Values.

6. Continuous disclosure

The Company Secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX listing rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

Sonic has formalised its policies and procedures on information disclosure in a Policy on Continuous Disclosure. The Policy focuses on continuous disclosure of any information concerning the Company and its controlled entities that a reasonable person would expect to have a material effect on the price of the Company's securities, and sets out management's responsibilities and reporting procedures in this regard.

All information disclosed to the ASX is then immediately posted on the Company's website. Presentations to analysts on aspects of the Company's operations are released to the ASX and posted on the Company's website.

7. The role of shareholders

The Board of Directors aims to ensure that the shareholders are informed of all major developments affecting the Group's state of affairs. Information is communicated to shareholders as follows:

- the Annual Report is available to all shareholders on the Company's website and is distributed to those shareholders who elect to receive it. The Board ensures that the Annual Report includes relevant information about the operations of the Group during the year, changes in the state of affairs of the Group and details of likely future developments, in addition to the other disclosures required by law; and
- proposed major changes in the Group which may impact on share ownership rights are submitted to a vote of shareholders.

To further facilitate communication with shareholders, the Company has established electronic shareholder communication processes via its Share Registry. Shareholders are able to access online Annual Reports, notices of meetings, proxy forms and voting, and receive electronic statements (e.g. holding statements) by email. The Company has an arrangement with eTree by which it donates $1 to Landcare Australia for each new shareholder email address recorded.

7. The role of shareholders (continued)

Where possible the Company provides advance notice of significant group briefings, including for the half and full year results announcements, by publishing details on the Company website and extending open invitations. Telephone dial-in details are generally made available. Records are kept of group and on-on-one briefings with investors and analysts.

The Board encourages full participation of shareholders at the AGM to ensure a high level of accountability and identification with the Group's strategy and goals. Important issues are presented to the shareholders as single resolutions.

The shareholders are responsible for voting on the appointment of Directors.

8. External auditors

The Company's policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually. Sonic requires its external auditor to attend the AGM and be available to answer shareholder questions about the conduct of the audit and the auditor's report. It is the policy of the external auditors to provide an annual declaration of their independence to the Audit Committee.

9. Performance evaluation of the Board, its Committees and Directors, and key executive officers

(a) The Board and its Committees

The Board carries out an annual evaluation of its own performance in meeting its key responsibilities in accordance with the Board Charter, by undertaking the following activities:

- the Chairman discusses with each Director their individual performance and ideas for improvement based on surveys completed by each Director assessing their own and each other Directors' performance, and
- the Board as a whole discusses and analyses its own performance, including suggestions for change or improvement and assessment of the extent to which the Board has discharged its responsibilities as set out in the Board Charter.

The performance review covers matters such as contribution to strategy development, interaction with management, operation and conduct of meetings, and specific performance objectives for the year ahead.

The Board also obtains feedback on its performance and operations from key people such as the external auditors.

Each Committee of the Board is required to undertake an annual performance evaluation and report the results of this review to the Board.

Performance evaluation results are discussed by the Board, and initiatives are undertaken, where appropriate, to strengthen the effectiveness of the Board's operation and that of its Committees. The Board periodically reviews the skills, experience and expertise of its Directors and its practices and procedures for both the present and future needs of the Company.

(b) The Managing Director and Finance Director

The performances of the Managing Director and Finance Director are formally reviewed by the Board. The performance criteria include:

- economic results of the Group,
- fulfilment of objectives and duties,
- personnel and resource management,
- promotion of and adherence to Sonic Core Values, Foundation Principles, Federation model and the concept of medical leadership,
- corporate governance and compliance,
- risk management, and
- external standing and reputation (including stakeholder management, brand and quality), and
- additionally for the Finance Director, financial leadership and innovation.

Performance evaluation results are considered by the Remuneration and Nomination Committee in determining the level and structure of remuneration for the Managing Director and Finance Director.

(c) Key executives

The Managing Director evaluates key executives at least annually with qualitative and quantitative measures against agreed business and personal objectives. These business and personal objectives are consistent with those used in the performance reviews for the Managing Director and Finance Director.

Sonic Healthcare Limited
ABN **24 004 196 909**
Financial Report - 30 June 2012

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Income Statement

For the year ended 30 June 2012

	Notes	Consolidated Group 2012 $'000	2011 $'000
Revenue from operations	3	**3,322,532**	3,082,883
Other income	4	**23,084**	13,496
Total revenue		**3,345,616**	3,096,379
Labour and related costs		**(1,522,717)**	(1,389,869)
Consumables used		**(524,710)**	(512,518)
Operating lease rental expense	5	**(175,341)**	(155,716)
Depreciation and amortisation of physical assets	5	**(110,497)**	(97,227)
Transportation		**(89,900)**	(87,560)
Utilities		**(79,707)**	(73,990)
Borrowing costs expense	5	**(76,964)**	(71,074)
Repairs and maintenance		**(74,010)**	(68,365)
Amortisation of intangibles	5	**(21,557)**	(17,691)
Other expenses from ordinary activities		**(252,285)**	(231,966)
Profit from ordinary activities before income tax expense		**417,928**	390,403
Income tax expense	7	**(100,243)**	(95,914)
Profit from ordinary activities after income tax expense		**317,685**	294,489
Net (profit)/loss attributable to minority interests		**(1,689)**	46
Profit attributable to members of Sonic Healthcare Limited	30(b)	**315,996**	294,535
		Cents	Cents
Basic earnings per share	40	**81.1**	75.8
Diluted earnings per share	40	**80.7**	75.5

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

Statement of Comprehensive Income

For the year ended 30 June 2012

	Notes	Consolidated Group 2012 $'000	2011 $'000
Profit from ordinary activities after income tax expense		**317,685**	294,489
Other comprehensive income			
Exchange differences on translation of foreign operations	30(a)	**(18,342)**	(121,688)
Cash flow hedges	30(a)	**2,172**	10,924
Actuarial (losses)/gains on retirement benefit obligations	27(e)	**(2,620)**	1,319
Other comprehensive income for the period, net of tax		**(18,790)**	(109,445)
Total comprehensive income for the period		**298,895**	185,044
Total comprehensive income attributable to:			
Members of Sonic Healthcare Limited		**297,227**	185,216
Minority interests		**1,668**	(172)
		298,895	185,044

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Balance Sheet

As at 30 June 2012

	Notes	Consolidated Group 2012 $'000	2011 $'000
Current assets			
Cash and cash equivalents	41(a)	**168,594**	174,687
Receivables	8	**447,775**	402,876
Inventories	9	**55,701**	53,357
Assets classified as held for sale	10	**9,336**	9,189
Other	11	**33,350**	27,806
Total current assets		**714,756**	667,915
Non-current assets			
Receivables	12	**2,712**	2,734
Other financial assets	13	**50,028**	46,396
Property, plant and equipment	14	**561,371**	531,529
Investment properties	15	**20,847**	20,517
Intangible assets	16	**3,549,247**	3,408,001
Deferred tax assets	17	**29,787**	35,357
Other	18	**57**	448
Total non-current assets		**4,214,049**	4,044,982
Total assets		**4,928,805**	4,712,897
Current liabilities			
Payables	19	**277,268**	233,675
Interest bearing liabilities	20	**516,388**	3,864
Current tax liabilities	21	**44,877**	27,941
Provisions	22	**131,478**	117,742
Other financial liabilities	23	**8,737**	14,359
Other	24	**2,687**	3,637
Total current liabilities		**981,435**	401,218
Non-current liabilities			
Interest bearing liabilities	25	**1,223,287**	1,706,449
Deferred tax liabilities	26	**56,445**	45,230
Provisions	27	**37,526**	37,664
Other	28	**19,913**	5,901
Total non-current liabilities		**1,337,171**	1,795,244
Total liabilities		**2,318,606**	2,196,462
Net assets		**2,610,199**	2,516,435
Equity			
Parent Company interest			
Contributed equity	29	**2,379,525**	2,345,584
Reserves	30(a)	**(229,478)**	(187,356)
Retained earnings	30(b)	**439,454**	356,160
Total Parent Company interest		**2,589,501**	2,514,388
Minority interests		**20,698**	2,047
Total equity		**2,610,199**	2,516,435

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

Statement of Changes in Equity

For the year ended 30 June 2012

	Share capital $'000	Reserves $'000	Retained earnings $'000	Total $'000	Minority interests $'000	Total $'000
Balance at 1 July 2010	2,345,145	(78,357)	289,480	2,556,268	2,473	2,558,741
Profit for period	-	-	294,535	294,535	(46)	294,489
Other comprehensive income for the period	-	(110,638)	1,319	(109,319)	(126)	(109,445)
Total comprehensive income for the period	-	(110,638)	295,854	185,216	(172)	185,044
Transactions with owners in their capacity as owners:						
Dividends paid	-	-	(229,174)	(229,174)	-	(229,174)
On market purchase to satisfy exercise of options	-	(948)	-	(948)	-	(948)
Adjustment to tax benefits associated with past share issues	(901)	-	-	(901)	-	(901)
Transfers to share capital	1,340	(1,340)	-	-	-	-
Share based payments	-	3,927	-	3,927	-	3,927
Dividends paid to minority interests	-	-	-	-	(254)	(254)
Balance at 30 June 2011	2,345,584	(187,356)	356,160	2,514,388	2,047	2,516,435
Balance at 1 July 2011	2,345,584	(187,356)	356,160	2,514,388	2,047	**2,516,435**
Profit for period	-	-	315,996	315,996	1,689	**317,685**
Other comprehensive income for the period	-	(16,149)	(2,620)	(18,769)	(21)	**(18,790)**
Total comprehensive income for the period	-	(16,149)	313,376	297,227	1,668	**298,895**
Transactions with owners in their capacity as owners:						
Dividends paid	-	-	(230,082)	(230,082)	-	**(230,082)**
Shares issued	27,942	(6,222)	-	21,720	-	**21,720**
Transfers to share capital	5,999	(5,999)	-	-	-	**-**
Share based payments	-	3,699	-	3,699	-	**3,699**
Minority interests on acquisition of subsidiary	-	(17,451)	-	(17,451)	17,912	**461**
Dividends paid to minority interests	-	-	-	-	(929)	**(929)**
Balance at 30 June 2012	**2,379,525**	**(229,478)**	**439,454**	**2,589,501**	**20,698**	**2,610,199**

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Cash Flow Statement

For the year ended 30 June 2012

	Notes	Consolidated Group 2012 $'000	2011 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		**3,371,854**	3,156,904
Payments to suppliers and employees (inclusive of goods and services tax)		**(2,750,813)**	(2,606,117)
		621,041	550,787
Interest received		**2,817**	6,300
Borrowing costs		**(72,512)**	(72,130)
Income taxes paid		**(64,588)**	(75,938)
Net cash inflow from operating activities	41(b)	**486,758**	409,019
Cash flows from investing activities			
Payment for purchase of controlled entities, net of cash acquired	32(b)	**(152,450)**	(279,979)
Payments for property, plant and equipment		**(137,154)**	(135,767)
Proceeds from sale of non-current assets		**7,950**	2,810
Payments for investments		**(15,714)**	(22,847)
Payments for intangibles		**(40,863)**	(34,981)
Repayment of loans by other entities		**3,947**	4,769
Loans to other entities		**(1,452)**	(2,908)
Net cash (outflow) from investing activities		**(335,736)**	(468,903)
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities (net of transaction costs and related taxes)		**21,720**	1,649
Payments for shares acquired by the Sonic Healthcare Employee Share Trust		**-**	(3,498)
Proceeds from borrowings		**393,369**	568,401
Repayment of borrowings		**(338,193)**	(401,779)
Dividends paid to Company's shareholders		**(230,082)**	(229,174)
Dividends paid to minority interests in subsidiaries		**(926)**	(249)
Net cash (outflow) from financing activities		**(154,112)**	(64,650)
Net (decrease) in cash and cash equivalents		**(3,090)**	(124,534)
Cash and cash equivalents at the beginning of the financial year		**174,687**	300,354
Effects of exchange rate changes on cash and cash equivalents		**(3,003)**	(1,133)
Cash and cash equivalents at the end of the financial year	41(a)	**168,594**	174,687
Financing arrangements	20,25		
Non-cash financing and investing activities	41(c)		

The above Cash Flow Statement should be read in conjunction with the accompanying notes.

Notes to the Financial Statements
30 June 2012

Contents

Note 1 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of the Financial Report are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

The Financial Report includes financial statements for the Consolidated Group ("the Group") consisting of Sonic Healthcare Limited ("Parent Company" or "Company") and its subsidiaries. The financial statements were authorised for issue by the Directors on 26 September 2012.

(a) Basis of preparation

This general purpose Financial Report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*. The Company is a for-profit entity for the purpose of preparing the financial statements.

Compliance with IFRS
The consolidated financial statements of the Group also comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The Parent Company financial information included in Note 43 also complies with IFRS.

Historical cost convention
These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities (including derivative instruments) at fair value through profit or loss and by investment properties which are held at fair value.

Working capital deficiency
Sonic is required to disclose A$511M of debt drawn under bank debt facilities which expire in late October 2012 as a current liability as at 30 June 2012. As a result the Balance Sheet shows a deficiency of working capital of A$267M. Sonic currently has sufficient headroom in cash and undrawn facilities to repay debt drawn under the October 2012 maturing facilities. The Financial Report has therefore been presented on a "going concern" basis.

(b) Principles of consolidation

The Consolidated Group financial statements incorporate the assets and liabilities of all subsidiaries controlled by Sonic Healthcare Limited as at 30 June 2012 and the results of all subsidiaries for the year then ended. Sonic Healthcare Limited and its controlled entities together are referred to in this Financial Report as the Group or the Consolidated Group.

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Minority interests in the results and equity of controlled entities are shown separately in the consolidated Income Statement, Statement of Comprehensive Income, Statement of Changes in Equity and Balance Sheet respectively.

Where control of an entity is obtained during a reporting period, its results are included in the consolidated Income Statement from the date on which control commences. Where control of an entity ceases during a reporting period its results are included for that part of the period during which control existed.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group (refer to Note 1(e)).

Sonic Healthcare Limited Employee Share Trust ("SHEST")
The Group has formed a trust to obtain and hold shares for the purpose of providing shares under selected Group equity plans. This trust is consolidated, as the substance of the relationship is that the trust is controlled by the Group. Shares held by SHEST are disclosed as treasury shares and deducted from contributed equity.

Note 1 Summary of significant accounting policies (continued)

(b) Principles of consolidation (continued)

Changes in ownership interests
The Group treats transactions with minority interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and minority interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to minority interests and any consideration paid or received is recognised in a separate reserve within equity.

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, jointly controlled entity or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a jointly-controlled entity or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(c) Income tax

The income tax expense or benefit for the period is the tax payable or receivable on the current period's taxable income based on the income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Group 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Sonic Healthcare Limited and its wholly-owned Australian controlled entities have implemented the Australian tax consolidation legislation. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are offset in the consolidated financial statements.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Note 1 Summary of significant accounting policies (continued)

(c) Income tax (continued)

Investment allowances
Companies within the Group may be entitled to claim special tax deductions for investments in qualifying assets (investment allowances). The Group accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense.

(d) Foreign currency translation

(i) Functional and presentation currency
Items included in the financial statements of each entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group's financial statements are presented in Australian dollars, which is Sonic Healthcare Limited's functional and presentation currency.

(ii) Transactions
Foreign currency transactions are initially translated into the functional currency using the rates of exchange prevailing at the date of the transaction. At the balance sheet date amounts payable and receivable in foreign currencies are translated to Australian currency at rates of exchange current at that date. Resulting foreign exchange differences are recognised in the Income Statement except where they are deferred in equity as cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

(iii) Foreign controlled entities
The assets and liabilities of foreign controlled entities are translated into Australian currency at rates of exchange current at the balance sheet date, while their income and expenses are translated at the average of rates prevailing during the year. Exchange differences arising on translation are taken to the foreign currency translation reserve.

Differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, a proportionate share of such exchange difference is reclassified to the Income Statement, as part of the gain or loss on sale where applicable.

(e) Business combinations
The acquisition method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. On an acquisition-by-acquisition basis, the Group recognises any minority interest in the acquiree either at fair value or at the minority interest's proportionate share of the acquiree's net identifiable assets.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of the acquisition. The discount rate used is the incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

Identifiable assets acquired and liabilities and contingent liabilities assumed in an acquisition are measured initially at their fair values at the acquisition dates, irrespective of the extent of any minority interest. Goodwill is brought to account on the basis described in Note 1(m)(i).

The excess of the consideration transferred, the amount of any minority interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Note 1 Summary of significant accounting policies (continued)

(f) Revenue recognition

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, duties and taxes paid. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. Revenue is recognised for the major business activities as follows:

(i) Medical services
Medical services revenue is recognised on a completed test or service basis.

(ii) Other services
Revenue from other services is recognised when the service has been provided.

(iii) Rental income
Rental income is recognised on a straight-line basis over the term of the lease.

(iv) Government grants
Government grants are recognised at their fair value where there is reasonable assurance that these grants will be received and the Group has complied with all attached conditions. At the time of income recognition, there are no unfulfilled conditions or other contingencies attached to these grants. Government grants related to income are presented as a credit in the Income Statement and are recognised as income on a systematic and rational basis over the periods necessary to match them with the related costs.

(v) Interest income
Interest income is recognised on a time proportion basis using the effective interest method.

(vi) Dividends
Dividends are recognised as revenue when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits. However, the investment may need to be tested for impairment as a consequence.

(g) Receivables

All trade debtors are initially recognised at their fair value being the amounts receivable and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade debtors are generally required to be settled within 30 days.

Collectability of trade debtors is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off in the period in which they are identified. A provision for impairment of receivables is raised during the year where there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables and adjusted following a review of all outstanding amounts at the balance sheet date.

(h) Inventories

Inventories, comprising consumable stores stock, are valued at the lower of cost and net realisable value. Costs are assigned to individual items of inventory on the first in, first out (FIFO) basis.

(i) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Note 1 Summary of significant accounting policies (continued)

(j) Investments and other financial assets

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables, held to maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at each reporting date.

With the exception of loans and receivables and held-to-maturity investments which are measured at amortised cost (refer below), fair value is the measurement basis. Changes in fair value are either taken to the Income Statement or an equity reserve depending upon the classification of the investment.

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

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. The assets in this category are classified as current assets if they are expected to be settled within 12 months.

(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. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables are included in receivables in the Balance Sheet.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and re-classified as available-for-sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the reporting date, which are classified as current assets.

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Financial assets are designated as available-for-sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium or long term.

(v) Recognition and derecognition

Purchases and sales of financial assets are recognised on trade-date – the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. Financial assets are initially recognised at fair value plus transaction costs associated with the investment for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the Income Statement.

(vi) Subsequent measurement

Loans and receivables and held-to-maturity investments are subsequently carried at amortised cost using the effective interest method. Available-for-sale financial assets and financial assets at fair value through profit and loss are subsequently carried at fair value. Realised and unrealised gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the Income Statement in the period in which they arise.

The fair values of any quoted investments accounted at 'fair value through profit and loss' are based on current market prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include reference to the fair values of recent arm's length transactions, involving the same instruments or other instruments that are substantially the same, discounted cash flow analysis, and appropriate pricing models.

Note 1 Summary of significant accounting policies (continued)

(j) Investments and other financial assets (continued)

(vii) Impairment

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. If there is evidence of impairment for any of the Group's financial assets carried at amortised cost, the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred. The cash flows are discounted at the financial asset's original effective interest rate. The loss is recognised in the Income Statement.

(k) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any impairment in value.

Depreciation is calculated using the straight-line method to allocate the net cost of each item of property, plant and equipment (excluding land), net of their residual values over their estimated useful lives to the Group. Land is not depreciated. Estimates of remaining useful lives and residual values are made on a regular basis for all assets, with annual reassessments for major items. The estimated useful lives are as follows:

Buildings and improvements	40 years
Plant and equipment	3 - 15 years

The cost of improvements to or on leasehold properties is amortised over the unexpired period of the lease or the estimated useful life of the improvement to the Group, whichever is the shorter (generally 3 - 40 years).

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value of the asset is greater than its estimated recoverable amount (Note 1(i)). An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the Income Statement in the period the item is derecognised.

(l) Leases

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance costs are charged to the Income Statement.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases in which substantially all the risks and rewards of ownership of the asset are not transferred to the Group as lessee are classified as operating leases. Operating lease payments are recognised as an expense in the Income Statement on a straight-line basis over the lease term.

Note 1 Summary of significant accounting policies (continued)

(m) Intangible assets

(i) Goodwill

Goodwill represents the excess of the cost of the business combination over the acquirer's interest in the net fair value of identifiable assets and liabilities acquired at the date of acquisition. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill acquired in business combinations is not amortised. Instead, goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Any goodwill acquired is allocated to each of the cash-generating units ("CGUs") expected to benefit from the combination's synergies. The goodwill allocated to the CGUs for the purpose of assessing impairment is identified according to business segment (pathology and radiology) and country of operation (Australia, New Zealand, UK, USA, Germany, Switzerland, Belgium and Ireland). Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised.

Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to that entity.

(ii) Intangible assets acquired from a business combination

Intangible assets acquired from a business combination are capitalised at fair value as at the date of acquisition. Following initial recognition, the cost model is applied to the class of intangible assets.

The useful lives of these intangible assets are assessed to be either finite or indefinite.

Where amortisation is charged on assets with finite lives, this expense is taken to the Income Statement.

Intangible assets (other than software development costs) created within the business are not capitalised and expenditure is charged against profits in the period in which the expenditure is incurred.

Intangible assets are tested for impairment where an indicator of impairment exists, and in the case of indefinite life intangibles annually, either individually or at the cash generating unit level. Useful lives are also examined on an annual basis and adjustments, where applicable, are made on a prospective basis.

Included in intangibles is the value of certain brand names acquired as part of the purchase of certain pathology businesses and controlled entities. No deferred tax liabilities relating to these brand names have been recognised.

The Group's brand names have been assessed as having an indefinite useful life after consideration of the following factors:

- the length of time during which the brand name has been in use,
- the stability of the healthcare industry,
- the market perception and recognition of the brands which have consistently facilitated the retention and growth of revenue in both the local and national market places,
- active promotion of the brands in the marketplace,
- brand names are a registered legal trademark of the business. The registration of brands is renewable at minimal cost and minimal difficulty.

(iii) Software development

Expenditure on software development is capitalised when it is probable that the project will, after considering its commercial and technical feasibility, be completed and generate future economic benefits and the costs can be measured reliably. The expenditure capitalised comprises all directly attributable costs. Capitalised software development costs are recorded as finite life intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over its estimated useful life of 10 years. Capitalised development expenditure is stated at cost less accumulated amortisation. The carrying value is reviewed for impairment annually, or more frequently, if an indicator of impairment arises.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Income Statement when the asset is derecognised.

Note 1 Summary of significant accounting policies (continued)

(n) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(o) Interest bearing liabilities

All loans and borrowings are initially recognised at fair value plus transaction costs, except where they are subsequently measured at fair value, in which case transaction costs are expensed as incurred. Thereafter interest bearing loans and borrowings are measured at amortised cost using the effective interest method except for liabilities at fair value which are held at fair value through profit or loss. Interest is accrued over the period it becomes due and is recorded as part of other creditors. Fees paid on the establishment of loan facilities measured at amortised cost are capitalised and amortised on a straight-line basis over the term of the facility.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in other income or other expenses.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(p) Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. Changes in fair value are either taken to the Income Statement or an equity reserve (refer below). The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges);
- hedges of the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges), or;
- hedges of a net investment in a foreign operation (net investment hedges).

The Group documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, 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.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in Note 42. Movements in the hedging reserve in shareholders' equity are shown in Note 30.

(i) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Income Statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss relating to the effective portion of interest rate swaps hedging fixed rate borrowings is recognised in the Income Statement within borrowing costs expense, together with changes in the fair value of the hedged fixed rate borrowings attributable to interest rate risk. The gain or loss relating to the ineffective portion is recognised in the Income Statement within other income or other expenses.

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to profit or loss over the period to maturity using a recalculated effective interest rate.

Note 1 Summary of significant accounting policies (continued)

(p) Derivative financial instruments (continued)

(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 recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in the Income Statement within other income or other expenses.

Amounts accumulated in equity are recycled in the Income Statement in the periods when the hedged item will affect profit or loss. The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the Income Statement within borrowing costs expense.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Income Statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the Income Statement.

The fair value of the Group's cash flow hedges are determined by external advisors using the present value of estimated future cash flows.

(iii) *Net investment hedges*

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges.

Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in equity. The gain or loss relating to the ineffective portion of the hedge is recognised immediately in the Income Statement within other income or other expenses.

Gains and losses accumulated in equity are included in the Income Statement when the foreign operation is partially disposed of or sold.

(iv) *Derivatives that do not qualify for hedge accounting*

For derivatives that do not qualify for hedge accounting, any gains or losses arising from changes in fair value are taken directly to the Income Statement and are included in other income or other expenses.

(q) Employee benefits

(i) *Wages and salaries, annual leave*

Liabilities for wages and salaries and annual leave are recognised, and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) *Long service leave*

The liability for long service leave expected to be settled within 12 months of the reporting date is recognised in the current provision for employee benefits and is measured in accordance with (i) above. The liability for long service leave expected to be settled more than 12 months from the reporting date is recognised in the non-current 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 reporting date. 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 reporting date on national government bonds with terms to maturity that match, as closely as possible, the estimated future cash outflows.

(iii) *Retirement benefit obligations*

Certain employees of the Group are entitled to benefits from defined contribution superannuation plans on retirement, disability or death. The defined contribution plans receive fixed contributions from Group companies and the Group's legal or constructive obligation is limited to these contributions.

Contributions to the defined contribution plans are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Note 1 Summary of significant accounting policies (continued)

(q) Employee benefits (continued)

(iii) Retirement benefit obligations (continued)

The Group also has defined benefit plans in relation to certain non-Australian employees, which provide defined lump sum benefits based on years of service and final average salary.

A liability or asset in respect of defined benefit superannuation plans is recognised in the Balance Sheet, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the superannuation fund's assets at that date and any unrecognised past service cost. The present value of the defined benefit obligation is based on expected future payments which arise from membership of the fund to the reporting date, calculated annually by independent actuaries using the projected unit credit method. Consideration is given to expected future wages and salary levels, experience of employee departures and periods of service.

Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, outside profit or loss, directly in the Statement of Comprehensive Income.

Past service costs are recognised immediately in income, unless the changes to the superannuation fund are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past service costs are amortised on a straight-line basis over the vesting period.

(iv) Profit sharing and bonus plans

A liability for employee benefits in the form of profit sharing and bonus plans is recognised in other creditors when there is no realistic alternative but to settle the liability and at least one of the following conditions is met:

- there are formal terms in the plan for determining the amount of the benefit, or
- the amounts to be paid are determined before the time of completion of the Financial Report, or
- past practice gives clear evidence of the amount of the obligation.

Liabilities for profit sharing and bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

(v) Employee benefit on-costs

Employee benefit on-costs, including payroll tax, are recognised and included in employee benefit liabilities and costs when the employee benefits to which they relate are recognised as liabilities.

(vi) Equity-based compensation benefits

Equity-based compensation benefits are provided to employees under various plans. Information relating to these plans is set out in Note 38.

The fair value of equity remuneration granted under the various employee plans is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the shares and options ("the vesting period"). The fair value at grant date is determined using a pricing model consistent with the Black Scholes methodology that takes into account the exercise price, the term of the option, the impact of dilution, the non-tradeable nature of the option, 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 arrangement.

The fair value of the options and shares granted is adjusted to reflect market vesting conditions (using a Monte Carlo simulation) but excludes the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of shares and options that are expected to vest. At each balance sheet date, the entity revises its estimate of the number of shares and options that are expected to vest. The employee benefit expense recognised each period takes into account the most recent estimate.

Note 1 Summary of significant accounting policies (continued)

(q) Employee benefits (continued)

(vi) Equity-based compensation benefits (continued)

No expense is recognised for shares and options that do not ultimately vest due to a failure to meet a non-market vesting condition.

Upon the exercise of options, the balance of the share based payments reserve relating to those options is transferred to share capital.

The dilutive effect, if any, of outstanding shares and options is reflected as additional share dilution in the calculation of diluted earnings per share.

The Parent Company issues options to employees of subsidiary companies as part of the Group's remuneration strategy. When options are exercised, the subsidiary company reimburses the Parent Company for the excess of the market price at the time of exercise over the exercise price. These amounts are credited to contributed equity in the Parent Company's accounts, and eliminated on consolidation.

(vii) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

(r) Borrowing costs

Borrowing costs include:

- interest on bank overdrafts, short term and long term borrowings, including amounts paid or received on interest rate swaps,
- amortisation of discounts or premiums relating to borrowings,
- amortisation of ancillary costs incurred in connection with the arrangement of borrowings, and
- finance lease charges.

Borrowing costs are expensed as incurred unless they relate to qualifying assets. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. In these circumstances, borrowing costs are capitalised to the cost of the assets using the weighted average interest rate applicable to the entity's outstanding borrowings during the year.

(s) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(t) Cash and cash equivalents

Cash and cash equivalents includes cash at bank and in hand, and deposits at call with financial institutions which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(u) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing net profit after income tax attributable to members of the Parent Company by the weighted average number of ordinary shares on issue during the financial year excluding treasury shares.

Note 1 Summary of significant accounting policies (continued)

(u) Earnings per share (continued)

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share by taking into account the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(v) Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the Chief Executive Officer and the Board of Directors.

Segment revenues, expenses and results include transfers between segments. Such transfers are priced on an "arms-length" basis and are eliminated on consolidation.

(w) Dividends

Provision is made for the amount of any dividend declared, determined or publicly recommended by the Directors on or before the end of a financial year but not distributed at balance date.

(x) Repairs and maintenance

Plant and equipment and premises occupied require repairs and maintenance from time to time in the course of operations. The costs associated with repairs and maintenance are charged as expenses as incurred, except where they relate to an improvement in the useful life of an asset, in which case the costs are capitalised and depreciated in accordance with Note 1(k).

(y) Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale and stated at the lower of their carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

An impairment loss is recognised for any initial or subsequent write down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group) but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale.

(z) Investment property

Investment property for the Consolidated Group, principally comprising freehold office buildings, is held for long term rental yields and is not occupied by the Group. Investment property for the Parent Company comprises freehold office/laboratory buildings held for long term rental, mainly to certain subsidiaries. Investment property is carried at fair value, which is based on Directors' valuations using active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices in less active markets or discounted cash flow projections. Changes in fair values are recorded in the Income Statement as part of other income.

(aa) Provisions

Provisions are recognised when the Group has a present legal, equitable or constructive obligation as a result of past transactions or other past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

When there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Note 1 Summary of significant accounting policies (continued)

(aa) Provisions (continued)

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. Any increase in the provision due to the passage of time is recognised as borrowing costs expense.

Surplus leased space provisions are recognised where the Group has identified surplus lease space for premises under non-cancellable operating leases. Surplus leased space provisions are based on rental lease commitments and expected sublease income over the term of the lease and are amortised to the profit and loss on a straight line basis over the term of the lease.

Restructuring provisions are recognised where the Group has completed a business combination where there is a detailed formal plan for the restructure, and a present obligation immediately prior to the business combination and its execution was not conditional upon it being acquired by the Group.

(ab) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the Balance Sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow.

(ac) Rounding of amounts

The Company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities & Investments Commission, relating to the "rounding off" of amounts in the Financial Report. Amounts in the Financial Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

(ad) Significant accounting estimates and assumptions

The preparation of financial statements in conformity with Australian Accounting Standards requires the use of estimates and assumptions of future events to determine the carrying amounts of certain assets and liabilities. Key estimates and assumptions used in the preparation of the Financial Report are:

Impairment of goodwill and intangibles with indefinite useful lives

The Group determines whether goodwill and intangibles with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units to which the goodwill and intangibles with indefinite useful lives are allocated. The assumptions used in this estimation of recoverable amount and the carrying amount of goodwill and intangibles with indefinite useful lives are discussed in Note 16.

Share based payment transactions

The Group measures the cost of equity-settled share based payments at fair value at the grant date using a pricing model consistent with the Black Scholes methodology, taking into account the terms and conditions upon which the instruments were granted, as discussed in Note 38.

Provisional accounting of business combinations

The Group provisionally accounts for certain business combinations where the Group is in the process of ascertaining the fair values of the identifiable assets, liabilities and contingent liabilities acquired. In doing so, the Group has relied on the best estimate of the identifiable assets, liabilities and contingent liabilities as disclosed in Note 32, until the quantification and treatment of items under review is complete.

Pension benefits

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. These assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

Note 1 Summary of significant accounting policies (continued)

(ad) Significant accounting estimates and assumptions (continued)

Pension benefits (continued)
The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability. Market yields on government bonds are used in countries where there is no deep market in corporate bonds.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 27.

(ae) New accounting standards and interpretations
Certain new accounting standards and interpretations have been published that are not applicable for the Group for the financial year ended 30 June 2012. The Group has elected not to early adopt these new standards and interpretations. An assessment of the future impact of the new standards and interpretations is set out below.

(i) AASB 2010-8 Amendments to Australian Accounting Standards – Deferred Tax: Recovery of Underlying Assets (effective from 1 January 2012)
The amendments to AASB 12 requires the measurement of deferred tax assets or liabilities to reflect the tax consequences that would follow from the way management expects to recover or settle the carrying amount of the relevant assets or liabilities, that is through use or sale. The amendment introduces a rebuttable presumption that investment property which is measured at fair value is recovered entirely by sale. The Group will apply the amendment from 1 July 2012 but does not expect any significant impact upon the tax treatment of its investment property.

(ii) AASB 9 Financial Instruments, AASB 2009-11 and AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (effective from 1 January 2013)
AASB 9 *Financial Instruments* addresses the classification and measurement of financial assets and liabilities and is applicable from January 2013 but is available for early adoption. The Group is yet to assess its full impact. However, initial indications are that it would not materially alter the carrying value of the Group's financial assets and liabilities. The Group has not yet decided when to adopt AASB 9. In December 2011 the IASB delayed the application date to 1 January 2015. The AASB is expected to make an equivalent amendment to AASB 9 shortly.

(iii) AASB 10 Consolidated Financial Statements, AASB 11 Joint Arrangements, AASB 12 Disclosure of Interests in Other Entities, revised AASB 127 Separate Financial Statements, AASB 128 Investments in Associates and Joint Ventures and AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards (effective from 1 January 2013)
The AASB has issued a suite of six related standards that together attempt to improve the accounting requirements for consolidated financial statements, joint arrangements and off balance sheet vehicles. AASB 10 *Consolidated Financial Statements* contains a revised definition of control which will require more judgement to determine whether control exists and consequently what is consolidated as part of the Group. AASB 11 *Joint Arrangements* redefines which entities qualify as joint ventures and removes the option to account for joint ventures using proportional consolidation. The Group will apply the new standards from 1 July 2013 but does not expect any changes to the current consolidated entities.

(iv) Revised AASB 119 Employee Benefits (effective from 1 January 2013)
In September 2011 the AASB issued a revised AASB 119 *Employee Benefits*. A key amendment is the requirement that all actuarial gains and losses are recognised immediately in other comprehensive income and hence removes the 'corridor' approach. The Group will not be impacted by this change as all actuarial gains and losses are already recognised immediately in other comprehensive income. Other minor amendments to the standard are not expected to have a material impact on the Group when the standard is applied from 1 July 2013.

(v) AASB 13 Fair Value Measurement (effective from 1 January 2013)
AASB 13 *Fair Value Measurement* replaces guidance in individual standards to provide a single source of fair value measurement principles. It does not introduce new requirements to measure assets or liabilities at fair value. The new standard is not expected to significantly impact the Group's financial assets and liabilities that are currently being measured at fair value when it is applied from 1 July 2013.

Note 1 Summary of significant accounting policies (continued)

(af) Parent Company financial information

The financial information for the Parent Company, Sonic Healthcare Limited, disclosed in Note 43 has been prepared on the same basis as the consolidated financial statements, except as set out below.

(i) Investments in subsidiaries

Investments in subsidiaries are accounted for at cost in the financial statements of Sonic Healthcare Limited.

(ii) Tax consolidation legislation

Sonic Healthcare Limited and its wholly-owned Australian controlled entities implemented the tax consolidation legislation with effect from 30 June 2004, and have notified the Australian Taxation Office of this event. The head entity, Sonic Healthcare Limited, and the controlled entities in the tax consolidated group account for their own deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand alone tax payer in its own right. In addition to its own current and deferred tax amounts Sonic Healthcare Limited, as the head entity in the tax consolidated group, also recognises the current tax liabilities (or assets) assumed from the controlled entities in the tax consolidated group. Under tax sharing and funding agreements amounts receivable or payable between the tax consolidated entities are recognised within current amounts receivable/payable to controlled entities.

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate Sonic Healthcare Limited for any current tax payable assumed and are compensated by Sonic Healthcare Limited for any current tax receivable transferred under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

(iii) Share based payments

The grant by the Parent Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution to that subsidiary undertaking. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

Note 2 Segment information

Business segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Chief Executive Officer and the Board of Directors (the chief operating decision makers) in assessing performance and determining the allocation of resources. The internal reports use a "Constant Currency" basis for reporting revenue and EBITA with foreign currency elements restated using the relevant prior period average exchange rates. The segment revenue and EBITA have therefore been presented using Constant Currency.

The operating segments are identified by management based on the nature of the services provided. Discrete financial information about each of these operating businesses is reported to the Chief Executive Officer and the Board of Directors on at least a monthly basis.

The reportable segments are based on aggregated operating segments determined by the similarity of the services provided, as these are the sources of the Group's major risks and have the most effect on the rates of return. The Group has the following reportable segments.

(i) Pathology

Pathology/clinical laboratory services provided in Australia, New Zealand, the United Kingdom, the United States of America, Germany, Switzerland, Belgium and Ireland.

(ii) Radiology

Radiology and diagnostic imaging services provided in Australia and New Zealand.

(iii) Other

Includes the corporate office function, medical centre operations (IPN) and other minor operations.

Note 2 Segment information (continued)

Business segments (continued)

2012	**Pathology $'000**	**Radiology $'000**	**Other $'000**	**Eliminations $'000**	**Consolidated Group $'000**
Revenue (Constant Currency)					
External sales	2,735,287	383,643	277,373	-	3,396,303
Inter-segment sales	511	178	6,741	(7,430)	-
Other income	1,433	208	21,776	-	23,417
Total segment revenue (Constant Currency)	2,737,231	384,029	305,890	(7,430)	3,419,720
Currency exchange rate movements	(77,250)	329	-	-	(76,921)
Total segment revenue (Statutory)	2,659,981	384,358	305,890	(7,430)	3,342,799
Interest income					2,817
Total revenue					**3,345,616**
Result					
Segment result (Constant Currency)	479,371	44,700	2,427	-	526,498
Currency exchange rate movements	(12,876)	10	-	-	(12,866)
Segment result (Statutory)	466,495	44,710	2,427	-	513,632
Amortisation of intangibles					(21,557)
Unallocated net interest expense					(74,147)
Profit before tax					417,928
Income tax expense					(100,243)
Profit after income tax expense					**317,685**
Depreciation	64,651	31,962	13,884	-	**110,497**
Other non-cash expenses	3,630	1,351	5,700	-	**10,681**

2011	**Pathology $'000**	**Radiology $'000**	**Other $'000**	**Eliminations $'000**	**Consolidated Group $'000**
Revenue					
External sales	2,505,313	362,251	209,019	-	3,076,583
Inter-segment sales	505	181	5,674	(6,360)	-
Other income	996	2	12,498	-	13,496
Total segment revenue	2,506,814	362,434	227,191	(6,360)	3,090,079
Interest income					6,300
Total revenue					3,096,379
Result					
Segment result	436,386	39,406	(2,924)	-	472,868
Amortisation of intangibles					(17,691)
Unallocated net interest expense					(64,774)
Profit before tax					390,403
Income tax expense					(95,914)
Profit after income tax expense					294,489
Depreciation	56,145	29,759	11,323	-	97,227
Other non-cash expenses	(24,947)	642	5,724	-	(18,581)

Note 2 Segment information (continued)

Geographical information

	Revenues from sales to external customers*		Non-current assets**	
	2012	2011	**2012**	2011
	$'000	$'000	**$'000**	$'000
Australia	**1,640,936**	1,470,107	**1,720,129**	1,562,999
United States of America	**765,278**	721,428	**1,167,853**	1,117,048
Germany	**541,733**	541,463	**625,145**	630,265
Other	**371,768**	343,585	**671,135**	699,313
Total	**3,319,715**	3,076,583	**4,184,262**	4,009,625

* Note that changes between years are affected by exchange rate movements and the timing of business acquisitions.
** Note that this includes all non-current assets other than financial instruments and deferred tax assets.

	Consolidated Group	
	2012	2011
	$'000	$'000

Note 3 Revenue

	2012 $'000	2011 $'000
Services revenue		
Medical services revenue	**3,291,345**	3,058,289
Other revenue		
Interest received or due and receivable	**2,817**	6,300
Rental income	**12,983**	12,947
Other revenue	**15,387**	5,347
	31,187	24,594
Revenue from operations	**3,322,532**	3,082,883

Note 4 Other income

	2012 $'000	2011 $'000
Government grants	**22,242**	13,324
Net gain on disposal of non-current assets	**807**	135
Net foreign exchange gains	**35**	37
	23,084	13,496

Note 5 Expenses

	Consolidated Group 2012 $'000	Consolidated Group 2011 $'000
Profit before income tax includes the following specific expenses		
Finance costs		
Finance charges on capitalised leases and hire purchase agreements	**248**	480
Other borrowing costs	**76,716**	70,594
Total borrowing costs	**76,964**	71,074
Bad and doubtful debts		
Trade debtors	**79,044**	71,500
Amortisation of		
Intangibles	**21,557**	17,691
Leased plant and equipment	**2,102**	2,940
Total amortisation	**23,659**	20,631
Depreciation of		
Plant and equipment	**103,631**	90,017
Buildings	**4,764**	4,270
Total depreciation	**108,395**	94,287
Rental expense relating to operating leases		
Minimum lease payments	**175,341**	155,716
Defined contribution superannuation expense	**72,632**	65,638

Note 6 Dividends

	Consolidated Group 2012 $'000	2011 $'000
Total dividends paid on ordinary shares during the year		
Final dividend for the year ended 30 June 2011 of 35 cents (2010: 35 cents) per share paid on 21 September 2011 (2010: 28 September 2010), 28% (2010: 35%) franked	**136,489**	135,950
Interim dividend for the year ended 30 June 2012 of 24 cents (2011: 24 cents) per share paid on 22 March 2012 (2011: 24 March 2011), 35% (2011: 28%) franked	**93,593**	93,224
	230,082	229,174
Dividends not recognised at year end		
In addition to the above dividends, since year end the Directors declared a final dividend of 35 cents (2011: 35 cents) per ordinary share, franked to 45% (2011: 28%) based on tax paid at 30%. The aggregate amount of the final dividend payable on 9 October 2012 out of retained profits at the end of the year, but not recognised as a liability is:	**137,427**	136,489

Franked dividends

The 2012 final dividend declared after the year end will be 45% franked out of existing franking credits and out of franking credits arising from the payment of income tax in the year ending 30 June 2012.

	2012 $'000	2011 $'000
Franking credits available at the year end for subsequent financial years based on a tax rate of 30%	**20,607**	12,245

The consolidated amounts include franking credits that would be available if distributable profits of subsidiaries not part of the Australian tax group were paid as dividends.

Dividend Reinvestment Plan ("DRP")

The Board has determined that the Company's Dividend Reinvestment Plan will operate for the 2012 final dividend. Shares issued under the DRP for the 2012 final dividend will have a subscription price 2.5% below the average of the daily volume weighted average price of Sonic shares sold (excluding certain types of trades) on each of the 10 consecutive trading days from and including 11 September 2012. Shares will be allocated under the DRP on 9 October 2012, and will rank equally with Sonic's existing fully paid ordinary shares.

The DRP was suspended in respect of the interim and final dividends for the year ended 30 June 2011 and the interim dividend for the year ended 30 June 2012.

Note 7 Income tax

(a) Income tax expense

	Consolidated Group 2012 $'000	Consolidated Group 2011 $'000
Current tax	**88,665**	77,354
Deferred tax	**12,327**	17,583
(Over)/under provision in prior years	**(749)**	977
Income tax expense	**100,243**	95,914
Deferred income tax expense included in income tax expense comprises:		
Decrease in deferred tax assets (Note 17)	**5,754**	5,348
Increase in deferred tax liabilities (Note 26)	**6,573**	12,235
	12,327	17,583

(b) Income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:

	2012 $'000	2011 $'000
Profit before income tax expense	**417,928**	390,403
Tax at the Australian tax rate of 30% (2011: 30%)	**125,378**	117,121
Tax effect of amounts which are not deductible/ (taxable) in calculating taxable income:		
Other deductible/non-taxable items (net)	**(25,135)**	(21,207)
Income tax expense	**100,243**	95,914

(c) Amounts recognised directly in equity

	2012 $'000	2011 $'000
Aggregate current and deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly credited/(debited) to equity*	**-**	(901)

* The movement in equity is shown net of tax.

(d) Tax expense/(income) relating to items of other comprehensive income

	2012 $'000	2011 $'000
Cash flow hedges	**3,470**	7,456
Actuarial (losses)/gains on retirement benefit obligations	**(904)**	672
	2,566	8,128

(e) Tax losses

Deferred tax assets of $12,746,000 (2011: $12,491,000) on the Group's Balance Sheet at 30 June 2012 relate to tax losses (Note 17). These tax losses relate to losses incurred in New Zealand arising from the Auckland restructuring in 2009.

	2012 $'000	2011 $'000
The Directors estimate that the potential deferred tax asset at 30 June 2012 in respect of tax losses not brought to account is:	**1,886**	2,525

This benefit of tax losses, the majority of which were acquired in the Omnilabs Pathology acquisition in the 2004 financial year with minor additional other losses occurring in later years, will only be obtained if:

(i) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised, or
(ii) the losses are transferred to an eligible entity in the Group, and
(iii) the Group continues to comply with the conditions for deductibility imposed by tax legislation, and
(iv) no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the losses.

Note 7 Income tax (continued)

(f) Unrecognised temporary differences

	Consolidated Group 2012 $'000	Consolidated Group 2011 $'000
Temporary differences relating to investments in subsidiaries for which deferred tax assets and liabilities have not been recognised:		
Foreign currency translation	**(71,049)**	(65,553)
Undistributed earnings	**6,432**	11,696
	(64,617)	(53,857)

A deferred tax asset has not been recognised in respect of temporary differences arising as a result of the translation of the financial statements of the Group's overseas subsidiaries. The deferred tax asset will only arise in the event of disposal of the subsidiaries, and no such disposals are expected in the foreseeable future.

Certain subsidiaries of Sonic Healthcare Limited have undistributed earnings which, if paid out as dividends, would be unfranked and therefore subject to tax in the hands of the recipient. A taxable temporary difference exists, however no deferred tax liability has been recognised as the Parent Company is able to control the timing of distributions from these subsidiaries and is not expected to distribute these profits in the foreseeable future.

(g) Tax consolidation legislation

Sonic Healthcare Limited and its wholly-owned Australian subsidiaries implemented the Australian tax consolidation legislation at 30 June 2004. The accounting policy in relation to this legislation is set out in Note 1(c).

On adoption of the tax consolidation legislation, the entities in the tax consolidated group entered into a tax sharing agreement. In the opinion of the Directors, the tax sharing agreement is a valid agreement under the tax consolidation legislation and limits the joint and several liability of the wholly-owned entities in the case of a default by Sonic Healthcare Limited.

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate Sonic Healthcare Limited for any current tax payable assumed and are compensated by Sonic Healthcare Limited for any current tax receivable and deferred tax assets related to unused tax losses or unused tax credits that are transferred to Sonic Healthcare Limited under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments. The funding amounts are recognised as current intercompany receivables or payables.

Note 8 Receivables – current

	Consolidated Group 2012 $'000	Consolidated Group 2011 $'000
Trade debtors	**405,020**	379,653
Less: Provision for impairment (a)	**(55,422)**	(60,410)
	349,598	319,243
Accrued revenue	**56,845**	50,962
Tax receivable	**-**	621
Amounts owing from other entities	**3,024**	3,551
Sundry debtors	**38,308**	28,499
	447,775	402,876

Note 8 Receivables – current (continued)

Significant terms and conditions
Trade debtors are generally required to be settled within 30 days.

Sundry debtors generally arise from transactions outside the usual trading activities of the Group. Collateral is not normally obtained.

Transactions outside the usual operating activities of the Group have given rise to amounts owing from other entities. Repayments are specified by agreements.

(a) Impaired trade debtors
A provision for impairment loss is recognised when there is objective evidence that an individual trade receivable is impaired. As at 30 June 2012 current trade debtors of the Group with a nominal value of $55,422,000 (2011: $60,410,000) were impaired.

Movements in the provision for impairment of receivables were as follows:

	Consolidated Group	
	2012	2011
	$'000	$'000
Opening balance at 1 July	**60,410**	67,472
Provision for impairment expensed	**79,044**	71,500
Provisions on acquisition of controlled entities	**-**	4,097
Foreign exchange movements	**3,147**	(16,294)
Receivables written off	**(87,179)**	(66,365)
Closing balance at 30 June	**55,422**	60,410

Amounts charged to the provision account are generally written off when there is no expectation of recovering additional cash in excess of the cost of recovery.

(b) Past due but not impaired
As of 30 June 2012, trade debtors of $143,289,000 (2011: $128,330,000) were past due but not impaired. The characteristics of these debtors support their recoverability. The ageing analysis of these trade debtors is as follows:

	Consolidated Group	
	2012	2011
	$'000	$'000
1-2 months	**54,256**	48,252
2-3 months	**24,745**	24,767
3-4 months	**20,481**	21,784
4 months +	**43,807**	33,527
Closing balance at 30 June	**143,289**	128,330

All other trade debtors and classes within "Receivables – current" do not contain impaired assets and are not past due. Based on the credit history of these receivables, it is expected that these amounts will be received when due. The Group does not hold collateral in relation to these receivables.

(c) Foreign exchange and interest rate risk
Information about the Group's exposure to foreign currency risk and interest rate risk in relation to trade and other receivables is provided in Note 42.

No material carrying amounts of the Group's trade debtors are denominated in a non-functional currency.

(d) Fair value and credit risk
Due to the short term nature of these receivables, the carrying value is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above.

	Consolidated Group	
	2012	2011
	$'000	$'000

Note 9 Inventories – current

Consumable stores at cost	**55,701**	53,357

Note 10 Assets classified as held for sale

Land and building held for sale	**9,336**	9,189

During the 2010 financial year the decision was taken to sell the land and building held in New Zealand with the disposal expected to be completed initially before 30 June 2011 and then before 30 June 2012. However, circumstances beyond the Group's control have delayed the process. The Group remains committed to sell the land and building and expects to complete the disposal before 30 June 2013, having recently executed a conditional agreement for sale.

Note 11 Other – current

Prepayments	**33,350**	27,806

Note 12 Receivables – non-current

Amounts owing from other entities	**2,794**	2,816
Less: Provision for impairment	**(82)**	(82)
	2,712	2,734

Amounts owing from other entities
Transactions outside the usual operating activities of the Group give rise to these amounts receivable. Interest is charged at commercial rates and repayments are specified by agreements.

Fair values
The carrying value of non-current receivables approximates their fair value.

Credit risk exposures
The credit risk on financial assets of the Group which have been recognised on the Balance Sheet, other than investments in shares, is generally the carrying amount, net of any provisions for impairment. Where entities have a right of set-off and intend to settle on a net basis, this set-off has been reflected in the financial statements in accordance with accounting standards.

None of the non-current receivables are past due but not impaired.

Note 13 Other financial assets – non-current

Investments and capitalised costs	**50,073**	46,441
Less: Provision for write down to recoverable amount	**(45)**	(45)
Other financial assets – at recoverable amount	**50,028**	46,396

Other financial assets
Other financial assets have been written down to their assessed recoverable amount.

Non-current assets pledged as security
Refer to Note 35 for information on non-current assets pledged as security by the Group.

Note 14 Property, plant and equipment – non-current

Consolidated Group	Freehold land & buildings $'000	Plant & equipment $'000	Leased plant & equipment $'000	Total $'000
At 1 July 2010				
Cost	131,290	958,510	14,555	1,104,355
Accumulated depreciation	(26,289)	(562,176)	(6,298)	(594,763)
Net book amount	105,001	396,334	8,257	509,592
Year ended 30 June 2011				
Opening net book amount at 1 July 2010	105,001	396,334	8,257	509,592
Additions	32,709	103,054	1,668	137,431
Additions through business combinations	235	10,158	1,367	11,760
Disposals	(767)	(3,130)	(80)	(3,977)
Depreciation/amortisation expense (Note 5)	(4,270)	(90,017)	(2,940)	(97,227)
Transfers from leased plant and equipment to plant and equipment	-	906	(906)	-
Foreign exchange movements	(4,838)	(20,255)	(957)	(26,050)
Closing net book amount	128,070	397,050	6,409	531,529
At 30 June 2011				
Cost	157,324	1,003,118	13,845	1,174,287
Accumulated depreciation	(29,254)	(606,068)	(7,436)	(642,758)
Net book amount	128,070	397,050	6,409	531,529
Year ended 30 June 2012				
Opening net book amount at 1 July 2011	128,070	397,050	6,409	531,529
Additions	1,624	135,200	1,016	137,840
Additions through business combinations (Note 32)	559	10,085	-	10,644
Disposals	(546)	(5,571)	(2,063)	(8,180)
Depreciation/amortisation expense (Note 5)	(4,764)	(103,631)	(2,102)	(110,497)
Transfers from leased plant and equipment to plant and equipment	-	417	(417)	-
Foreign exchange movements	1,039	(1,129)	125	35
Closing net book amount	**125,982**	**432,421**	**2,968**	**561,371**
At 30 June 2012				
Cost	159,389	1,094,067	10,174	1,263,630
Accumulated depreciation	(33,407)	(661,646)	(7,206)	(702,259)
Net book amount	**125,982**	**432,421**	**2,968**	**561,371**

Note 15 Investment properties

	Consolidated Group 2012 $'000	2011 $'000
Land and buildings at fair value	**20,847**	20,517
(a) Reconciliations		
Fair value at the beginning of the year	**20,517**	20,514
Additions	**330**	3
Fair value at the end of the year	**20,847**	20,517
(b) Amounts (charged) through the profit and loss for the investment properties		
Other outgoings	**(304)**	(248)

(c) Fair value

Of the fair value amount for the Group, $20,847,000 (2011: $20,517,000) was determined by Directors' valuations.

At the end of each reporting period, the Directors update their assessment of the fair value of each property, taking into account recent independent valuations and/or using current prices in an active market for similar investment properties.

(d) Leasing arrangement

The investment properties which are leased to subsidiaries of Sonic Healthcare Limited are held under operating leases with rentals payable monthly. These properties are used in the medical diagnostic operations of the Group. One investment property held by the Group is available for operating lease to external parties.

Minimum lease payments receivable on leases of investment properties were $nil (2011: $nil).

(e) Contractual obligations

There are no contractual obligations with respect to the investment properties.

Note 16 Intangible assets – non-current

Consolidated Group	Brand Names $'000	Goodwill $'000	Software* $'000	Other $'000	Total $'000
At 1 July 2010					
Cost	183,765	3,325,261	136,103	18,408	3,663,537
Accumulated amortisation and impairment	(49,815)	(86,459)	(54,456)	(6,350)	(197,080)
Net book amount	133,950	3,238,802	81,647	12,058	3,466,457
Year ended 30 June 2011					
Opening net book amount	133,950	3,238,802	81,647	12,058	3,466,457
Acquisition of businesses	-	256,936	413	613	257,962
Additions	-	-	29,325	4,995	34,320
Disposals	-	-	(43)	(562)	(605)
Foreign exchange movements	-	(329,451)	(2,991)	-	(332,442)
Amortisation charge (Note 5)	-	-	(15,390)	(2,301)	(17,691)
Closing net book amount	133,950	3,166,287	92,961	14,803	3,408,001
At 30 June 2011					
Cost	181,904	3,248,294	157,644	23,400	3,611,242
Accumulated amortisation and impairment	(47,954)	(82,007)	(64,683)	(8,597)	(203,241)
Net book amount	133,950	3,166,287	92,961	14,803	3,408,001
Year ended 30 June 2012					
Opening net book amount	133,950	3,166,287	92,961	14,803	3,408,001
Acquisition of businesses (Note 32)	-	156,548	18	862	157,428
Additions	-	-	33,828	7,035	40,863
Disposals	-	-	(30)	-	(30)
Foreign exchange movements	-	(34,277)	(1,181)	-	(35,458)
Amortisation charge (Note 5)	-	-	(18,283)	(3,274)	(21,557)
Closing net book amount	**133,950**	**3,288,558**	**107,313**	**19,426**	**3,549,247**
At 30 June 2012					
Cost	182,449	3,371,871	188,460	31,295	3,774,075
Accumulated amortisation and impairment	(48,499)	(83,313)	(81,147)	(11,869)	(224,828)
Net book amount	**133,950**	**3,288,558**	**107,313**	**19,426**	**3,549,247**

* Software includes capitalised development costs, being an internally generated intangible asset.

Note 16 Intangible assets – non-current (continued)

(a) Impairment testing of goodwill and intangibles with indefinite useful lives

Goodwill is allocated to the Group's cash-generating units (CGUs) for the purposes of assessing impairment according to business segment and geographic location. A summary of the goodwill allocation is presented below.

2012

Australia Pathology $'000	UK Pathology $'000	USA Pathology $'000	Germany Pathology $'000	Switzerland Pathology $'000	Belgium Pathology $'000	Radiology $'000	Total $'000
754,298	106,085	1,074,519	557,285	94,061	331,807	370,503	**3,288,558**

2011

Australia Pathology $'000	UK Pathology $'000	USA Pathology $'000	Germany Pathology $'000	Switzerland Pathology $'000	Belgium Pathology $'000	Radiology $'000	Total $'000
630,637	103,838	1,021,417	574,583	102,284	362,836	370,692	3,166,287

The carrying value of brand names of $133,950,000 at 30 June 2012 and 2011 relates solely to the Australia Pathology CGU and the recoverable amounts are assessed as part of the recoverable amount of the CGU.

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash projections based on financial budgets approved by management covering a five year period. Cash flows beyond the five year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long term average growth rate for the business in which the CGU operates.

(b) Key assumptions used for value-in-use calculations

The recoverable amount of each cash generating unit is the net present value of the future cash flows of the cash generating unit. Recoverable amounts have been conservatively assessed using:

- 2012/2013 management approved profit and loss and cash flow budgets for each cash generating unit;
- earnings cash flow growth factors consistent with historical growth rates and current performance: Australia Pathology 8.0-9.0% (2011: 7.0-8.0%), UK 9.0-10.0% (2011: 8.0-9.0%), USA 9.0-10.0% (2011: 9.0-10.0%), Germany 10.0-11.0% (2011: 10.0-11.0%), Switzerland 5.0-6.0% (2011: 3.0-4.0%), Belgium 4.0-5.0% (2011: 4.0-5.0%), Radiology 7.0-8.0% (2011: 5.0-6.0%);
- prevailing market based pre-tax discount rates 10.0-11.0% (2011: 10.0-11.0%); and
- terminal growth rates: 3.0-4.0% (2011: 3.0-4.0%).

Management believes that any reasonably possible change in the key assumptions on which recoverable amount has been assessed would not cause the carrying amount to exceed the recoverable amount in any of the cash generating units.

Note 17 Deferred tax assets – non-current

	Consolidated Group 2012 $'000	Consolidated Group 2011 $'000
Deferred tax assets	**29,787**	35,357

	2012 $'000	2011 $'000
The balance comprises temporary differences attributable to:		
Amounts recognised in profit or loss		
Doubtful debts	**12,908**	10,563
Employee benefits	**39,061**	36,935
Sundry accruals	**15,100**	10,782
Surplus leased space	**102**	55
Leased assets	**-**	1,427
Intangibles	**964**	1,755
Tax losses*	**12,746**	12,491
	80,881	74,008
Amounts recognised directly in equity/other comprehensive income		
Share issue costs	**476**	1,108
Cash flow hedges	**3,719**	7,172
Deferred tax assets	**85,076**	82,288
Less: amounts offset against deferred tax liabilities (Note 26)	**(55,289)**	(46,931)
Net deferred tax assets	**29,787**	35,357
Movements:		
Opening balance at 1 July	**35,357**	34,902
(Charged) to the Income Statement (Note 7)	**(5,754)**	(5,348)
Foreign exchange movements	**8**	4,754
Acquisition/disposal of subsidiaries	**176**	1,049
Closing balance at 30 June	**29,787**	35,357
Deferred tax assets to be recovered after more than 12 months	**23,858**	26,405
Deferred tax assets to be recovered within 12 months	**5,929**	8,952
	29,787	35,357

* *The utilisation of the tax losses depends upon future taxable income derivation in addition to taxable income arising from the reversal of existing taxable temporary differences.*

Note 18 Other – non-current

	2012 $'000	2011 $'000
Prepayments	**57**	448

Note 19 Payables – current

	2012 $'000	2011 $'000
Trade creditors	**123,750**	97,311
Sundry creditors and accruals	**153,518**	136,364
	277,268	233,675

Fair value and risk exposure

Due to the short term nature of these payables, the carrying value is assumed to approximate their fair value. Information about the Group's exposure to foreign currency exchange rate risk is provided in Note 42.

Note 20 Interest bearing liabilities – current

	Consolidated Group 2012 $'000	2011 $'000
Secured		
Bank loans (a)	**248**	271
Lease liabilities (Note 33(b))	**1,547**	2,540
Hire purchase liabilities (Note 33(b))	**11**	196
	1,806	3,007
Unsecured		
Bank loans (b)	**511,296**	-
Amounts owing to vendors (c)	**1,026**	857
Other loans (d)	**2,260**	-
	516,388	3,864

(a) Bank loans (secured)
The secured bank loans represent debt of the Bioscientia Healthcare Group. This loan has an interest rate of 2.9% and is repayable in instalments of €100,000 every six months, with the last repayment due on 30 June 2016.

(b) Bank loans (unsecured)
Sonic is required to disclose senior bank debt which expires in October 2012 as a current liability at 30 June 2012. Sonic currently has sufficient available headroom in cash and undrawn facilities to repay this debt.

Details of the security, fair values and interest rate risk exposure relating to each of the secured and unsecured liabilities are set out in Note 35 and Note 42.

(c) Amounts owing to vendors
The amounts owing to vendors comprise deferred consideration for business acquisitions. These amounts are interest-bearing. The carrying value of these amounts approximates their fair value.

(d) Other loans
Other loans represent debt to minority interests in a subsidiary. This loan has an interest rate set as the three month BKBM bid rate plus 400 basis points.

Note 21 Tax liabilities – current

	Consolidated Group 2012 $'000	2011 $'000
Income tax	**44,877**	27,941

Note 22 Provisions - current

	Consolidated Group 2012 $'000	2011 $'000
Employee benefits	**131,138**	117,650
Surplus lease space	**340**	92
	131,478	117,742

The surplus lease space provision represents future payments due for surplus leased premises under non-cancellable operating leases.

Movements in current provisions
Movements in current provisions, other than employee benefits, during the financial year are set out below:

	Consolidated Group $'000
Surplus lease space	
Carrying amount at 1 July 2011	92
Payments applied	(209)
Additional provisions recognised	456
Foreign exchange movements	1
Carrying amount at 30 June 2012	**340**

Note 23 Other financial liabilities - current

	Consolidated Group 2012 $'000	2011 $'000
Current		
Interest rate swaps	**8,737**	14,359

Details of interest rate swaps are outlined in Note 42.

Note 24 Other – current

	Consolidated Group 2012 $'000	2011 $'000
Unsecured		
Amounts owing to vendors	**2,445**	3,385
Other	**242**	252
	2,687	3,637

The amounts owing to vendors comprise deferred consideration for business acquisitions made in the current and prior periods (refer Note 32). Amounts owing to vendors and other loans are non-interest bearing. The carrying value of these amounts approximates their fair value.

Note 25 Interest bearing liabilities – non-current

	Consolidated Group 2012 $'000	2011 $'000
Secured		
Bank loans	**743**	1,083
Lease liabilities (Note 33(b))	**1,815**	4,166
Hire purchase liabilities (Note 33(b))	**62**	1
	2,620	5,250
Unsecured		
Amounts owing to vendors (a)	**1,252**	3,128
Bank loans	**730,943**	1,229,906
USPP notes (b)	**488,472**	465,940
Other loans	**-**	2,225
	1,223,287	1,706,449

(a) Amounts owing to vendors
The amounts owing to vendors comprises deferred consideration for business acquisitions. These amounts are interest-bearing. The carrying value of these amounts approximates their fair value.

(b) USPP notes
Sonic successfully completed its second issue of notes to investors in the United States Private Placement market in January 2011, raising US$250M of long term (10 year) debt.

(c) Financing facilities available
At 30 June 2012, the following financing facilities had been negotiated and were available:

2012	**Total facilities at 30 June 2012 000's**	**Facilities used at 30 June 2012 000's**	**Facilities unused at 30 June 2012 000's**
Bank overdraft	A$1,752	-	A$1,752
Bank loans (secured and unsecured)			
- Syndicated facilities USD limits	US$494,369	US$319,295	A$171,038
- Syndicated facilities Euro limits	€653,200	€568,710	A$104,567
- Syndicated facilities Multi-currency AUD limit	A$359,464	A$73,824	A$285,640
- Bilateral term facilities USD limits	US$48,500	US$48,500	-
- Bilateral term facilities Euro limits	€26,640	€26,640	-
- Bilateral revolving facilities USD limits	US$150,000	US$75,000	A$73,271
USPP notes	US$500,000	US$500,000	-
Leasing and hire purchase facilities	A$12,071	A$3,435	A$8,636

In September 2011, Sonic established a new syndicated bank debt facility with tranche limits of A$150M and US$100M expiring in March 2014, and in June 2012 Sonic successfully refinanced and upsized a US$150M bank debt facility, expiring 50% in June 2016 and 50% in June 2017.

Note 25 Interest bearing liabilities – non-current (continued)

(c) Financing facilities available (continued)

2011	Total facilities at 30 June 2011 000's	Facilities used at 30 June 2011 000's	Facilities unused at 30 June 2011 000's
Bank overdraft	A$1,830	-	A$1,830
Bank loans (secured and unsecured)			
- Syndicated facilities USD limits	US$394,369	US$319,295	A$69,960
- Syndicated facilities Euro limits	€653,200	€558,010	A$128,827
- Syndicated facilities Multi-currency AUD limit	A$209,464	A$27,112	A$182,352
- Bilateral term facilities USD limits	US$48,500	US$48,500	-
- Bilateral term facilities Euro limits	€26,840	€26,840	-
- Bilateral revolving facilities USD limits	US$75,000	US$75,000	-
USPP notes	US$500,000	US$500,000	-
Leasing and hire purchase facilities	A$40,107	A$6,903	A$33,204

(d) Fair values
The carrying amount of borrowings approximates their fair value.

(e) Interest rate risk exposures
Details of the Group's exposure to interest rate changes on borrowings are set out in Note 42.

(f) Security
Details of the security relating to each of the secured liabilities are set out in Note 35.

Note 26 Deferred tax liabilities – non-current

	Consolidated Group 2012 $'000	2011 $'000
Provision for deferred income tax	**56,445**	45,230
The balance comprises temporary differences attributable to:		
Amounts recognised in profit or loss		
Prepayments & sundry debtors	**1,296**	116
Inventories	**8,242**	7,743
Accrued revenue	**6,906**	5,685
Leased assets	**205**	-
Intangibles	**43,074**	30,547
Unrealised foreign exchange movements	**144**	223
Property, plant & equipment	**22,604**	23,432
Capitalised costs	**29,263**	24,415
	111,734	92,161
Less: amounts offset against deferred tax assets (Note 17)	**(55,289)**	(46,931)
Net deferred tax liabilities	**56,445**	45,230
Movements:		
Opening balance at 1 July	**45,230**	23,537
Foreign exchange movements	**2,076**	970
Charged to the Income Statement (Note 7)	**6,573**	12,235
Charged to equity	**-**	360
Charged to other comprehensive income	**2,566**	8,128
Closing balance at 30 June	**56,445**	45,230
Deferred tax liabilities to be settled after more than 12 months	**9,996**	7,608
Deferred tax liabilities to be settled within 12 months	**46,449**	37,622
	56,445	45,230

Note 27 Provisions – non-current

	Consolidated Group 2012 $'000	2011 $'000
Employee benefits	**17,689**	19,932
Retirement benefit obligations	**19,796**	17,619
Surplus lease space	**41**	113
	37,526	37,664

The surplus lease space provision represents future payments due for surplus leased premises under non-cancellable operating leases.

Movements in non-current provisions
Movements in the non-current provisions, other than employee benefits, during the financial year are set out below:

	Consolidated Group $'000
Surplus lease space	
Carrying amount at 1 July 2011	113
Payments applied	(74)
Foreign exchange movements	2
Carrying amount at 30 June 2012	**41**

Retirement benefit obligations
Certain employees of the Group are entitled to benefits from superannuation plans on retirement, disability or death. The Group contributes to defined contribution plans for the majority of employees. The defined contribution plans receive fixed contributions from Group companies and the Group's legal or constructive obligation is limited to these contributions. The Group has two defined benefit plans in relation to certain non-Australian employees. The defined benefit plans provide lump sum benefits based on years of service and final average salary.

The following sets out details in respect of the defined benefit plans only.

(a) Balance Sheet amounts

The amounts recognised in the Balance Sheet are determined as follows:

	Consolidated Group 2012 $'000	2011 $'000
Present value of the defined benefit plan obligations	**44,873**	43,155
Fair value of defined benefit plan assets	**(25,077)**	(25,536)
Net liability in the Balance Sheet	**19,796**	17,619

The Group has no legal obligation to settle this liability with an immediate contribution or additional one off contributions. The Group intends to continue to contribute to the Medica Laboratory defined benefit plans at a percentage of insured salaries (3.5% to 9.0% dependent on the employee's age bracket) in line with the actuary's latest recommendations and Swiss laws. No contributions are required to be made by the Group to the Bioscientia Healthcare defined benefit plan as future benefits are paid directly by Bioscientia and not from a separate plan asset pool.

Note 27 Provisions – non-current (continued)

(b) Categories of plan assets

The major categories of plan assets as a percentage of total plan assets are as follows:

	Consolidated Group	
	2012	2011
	%	%
Cash	**0.9**	1.3
Mortgages	**9.0**	9.0
Real estate	**10.8**	10.3
Bonds	**45.1**	43.9
Equities	**22.7**	22.5
Alternative investments	**11.5**	13.0
	100.0	100.0

(c) Reconciliations

	Consolidated Group	
	2012	2011
	$'000	$'000
Reconciliation of the present value of the defined benefit obligation, which is partly funded		
Balance at the beginning of the year	**43,155**	45,368
Current service cost	**872**	884
Interest cost	**1,543**	1,561
Actuarial losses/(gains)	**4,330**	(2,191)
Benefits paid	**(1,034)**	(1,040)
Member contributions	**(492)**	(544)
Foreign exchange movements	**(3,501)**	(883)
Balance at the end of the year	**44,873**	43,155
Reconciliation of the fair value of plan assets		
Balance at the beginning of the year	**25,536**	24,921
Expected return on plan assets	**498**	483
Actuarial gains/(losses)	**806**	(201)
Contributions by Group companies	**984**	938
Benefits paid	**(407)**	(370)
Member contributions	**(492)**	(544)
Foreign exchange movements	**(1,848)**	309
Balance at the end of the year	**25,077**	25,536

(d) Amounts recognised in Income Statement

Current service cost	**872**	884
Interest cost	**1,543**	1,561
Expected return on plan assets	**(498)**	(483)
Total included in the employee benefit expense	**1,917**	1,962
Actual return on plan assets	**1,304**	282

Note 27 Provisions – non-current (continued)

(e) Amounts recognised in Statement of Comprehensive Income

	Consolidated Group 2012 $'000	2011 $'000
Actuarial (losses)/gains recognised in the year	**(2,620)**	1,319
Cumulative actuarial (losses) recognised in the Statement of Comprehensive Income	**(2,970)**	(350)

(f) Principal actuarial assumptions

The principal actuarial assumptions used (expressed as weighted averages) were as follows:

	Consolidated Group 2012 %	2011 %
Discount rate	**3.71**	4.81
Expected return on plan assets	**1.90**	2.00
Future salary increases	**2.17**	2.22

The expected rate of return on assets has been calculated by the actuary based on historical and future expectations of returns for each of the major categories of asset classes as well as the expected and actual allocation of plan assets to these major categories.

(g) Employer contributions

Medica Laboratory Group defined benefit plan
Employer contributions to the defined benefit plans are based on recommendations by the plans' actuary. Actuarial assessments are made on a yearly basis.

The objective of funding is to ensure that the benefit entitlements of members and other beneficiaries are fully funded by the time they become payable. To achieve this objective, the actuary has adopted a method of funding which seeks to have benefits funded by means of a total contribution which is expected to be a percentage of members' insured salaries over their working lifetimes.

Using the funding method described above and actuarial assumptions, the actuary recommended in the latest actuarial review the payment of employer contributions varying from 3.5% to 9% (2011: 3.5% to 9%) of the insured salaries of employees based on the employee age bracket and in accordance with Swiss laws.

Total employer contributions expected to be paid by Group companies for the year ending 30 June 2013 are based on the 2012 rates and are estimated at $973,000 (2011: $1,004,000).

The economic assumptions used by the actuary to make the funding recommendations were a long term investment earning rate of 1.90% p.a. (2011: 3.00%), a salary increase rate of 1.50% p.a. (2011: 1.50%) and a technical interest rate of 1.90% p.a. (2011: 2.00%).

	Consolidated Group				
	2012 $'000	2011 $'000	2010 $'000	2009 $'000	2008 $'000
Defined benefit plan obligation	**(44,873)**	(43,155)	(45,368)	(41,682)	(35,820)
Plan assets	**25,077**	25,536	24,921	20,509	18,679
(Deficit)	**(19,796)**	(17,619)	(20,447)	(21,173)	(17,141)
Experience adjustments arising on plan liabilities	**(2,262)**	1,119	(258)	590	2,361
Experience adjustments arising on plan assets	**806**	(201)	2,145	(3,257)	(446)

Note 28 Other – non-current

	Consolidated Group 2012 $'000	2011 $'000
Amounts owing to vendors	**1,375**	4,991
Put option relating to minority interest	**17,451**	-
Other	**1,087**	910
	19,913	5,901

The amounts owing to vendors comprises deferred consideration for business acquisitions made in current and prior periods (refer Note 32). These amounts are non-interest bearing. The carrying amount approximates their fair value.

The put option relates to the purchase of the remaining shares in Labor Dr. Steinberg as described in Note 32.

Note 29 Contributed equity

	Notes	Consolidated Group 2012 Shares	2011 Shares
(a) Share capital			
Ordinary shares	(b)	**390,969,875**	388,429,875

		Consolidated Group 2012 $'000	2011 $'000
Ordinary shares	(b)	**2,379,525**	2,345,584

(b) Movements in ordinary share capital

2012

Date	Details	Number of shares	Issue price	Consolidated Group $'000
1/7/11	Opening balance of the Group	388,429,875		2,345,584
Various	Shares issued following exercise of employee options	2,540,000	Various	27,942
Various	Transfers from equity remuneration reserve	-		5,999
30/6/12	Balance of the Group	390,969,875		2,379,525

Note 29 Contributed equity (continued)

(b) Movements in ordinary share capital (continued)

2011

Date	Details	Number of shares	Issue price	Consolidated Group $'000
1/7/10	Opening balance of the Group	388,429,875		2,345,145
Various	Transfers from equity remuneration reserve	-	-	1,340
Various	Adjustment to tax benefits associated with costs of past share issues	-	-	(901)
30/6/11	Balance of the Group	388,429,875		2,345,584

(c) Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(d) Options
Details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the financial year are set out in Note 38.

(e) Dividend reinvestment plan
The DRP is in operation for the 2012 final dividend. The DRP was suspended for the 2012 interim dividend and the 2011 interim and 2011 final dividends.

(f) Treasury shares
Treasury shares are shares in Sonic Healthcare Limited that are held by the Sonic Healthcare Limited Employee Share Trust ("SHEST") for the purpose of providing shares under selected Group equity plans.

Date	Details	Number of shares	Consolidated Group $'000
1/7/10	Opening balance	-	-
17/8/10	On market purchase of Sonic shares by SHEST	340,000	3,498
23/8/10	Transfer of shares to employees to satisfy exercise of options	(340,000)	(3,498)
30/6/11	Balance	-	-
1/7/11	Opening balance	**-**	**-**
22/8/11	Subscription for unissued shares by SHEST	**1,540,000**	**17,772**
23/8/11	Transfer of shares to employees to satisfy exercise of options	**(1,540,000)**	**(17,772)**
30/6/12	Balance	**-**	**-**

Note 30 Reserves and retained earnings

(a) Reserves

		Consolidated Group 2012 $'000	2011 $'000
Equity remuneration reserve	(i)	**10,123**	18,645
Foreign currency translation reserve	(ii)	**(236,831)**	(218,510)
Share option reserve	(iii)	**16,427**	16,427
Hedging reserve	(iv)	**(5,018)**	(7,190)
Revaluation reserve	(v)	**3,272**	3,272
Transactions with minority interests	(vi)	**(17,451)**	-
		(229,478)	(187,356)

Movements

	2012 $'000	2011 $'000
Equity remuneration reserve		
Balance 1 July	**18,645**	17,006
Option expense	**3,699**	3,927
Employee share scheme issue	**(6,222)**	(948)
Transfer to share capital (options exercised)	**(5,999)**	(1,340)
Balance 30 June	**10,123**	18,645
Foreign currency translation reserve		
Balance 1 July	**(218,510)**	(96,948)
Net exchange movement on translation of foreign subsidiaries	**(18,321)**	(121,562)
Balance 30 June	**(236,831)**	(218,510)
Share option reserve		
Balance 1 July	**16,427**	16,427
Movement	**-**	-
Balance 30 June	**16,427**	16,427
Hedging reserve		
Balance 1 July	**(7,190)**	(18,114)
Revaluation (net of deferred tax)	**(1,075)**	899
Transfer to net profit (net of deferred tax)	**3,247**	10,025
Balance 30 June	**(5,018)**	(7,190)
Revaluation reserve		
Balance 1 July	**3,272**	3,272
Movement	**-**	-
Balance 30 June	**3,272**	3,272
Transactions with minority interests		
Balance 1 July	**-**	-
Put option relating to minority interests	**(17,451)**	-
Balance 30 June	**(17,451)**	-

Nature and purpose of reserves

(i) Equity remuneration reserve

The equity remuneration reserve reflects the fair value of equity-settled share based payments. Fair values are determined using a pricing model consistent with the Black Scholes methodology and recognised over the service period up to the vesting date. When shares are issued or options are exercised the associated fair values are transferred to share capital.

Note 30 Reserves and retained earnings (continued)

(a) Reserves (continued)

Nature and purpose of reserves (continued)

(ii) Foreign currency translation reserve
Exchange differences arising on translation of the foreign subsidiaries are taken to the foreign currency translation reserve as described in accounting policy Note 1(d)(iii).

(iii) Share option reserve
The share option reserve reflects the value of options issued as part of consideration for business combinations. The value of the options represents the assessed fair value at the date they were granted and has been determined using a pricing model consistent with the Black Scholes methodology that takes into account the exercise price, the term of the option, the impact of dilution, the non-tradeable nature of the option, the current price and expected volatility of the underlying share, the expected dividend yield, and the risk-free interest rate for the term of the option.

(iv) Hedging reserve
The hedging reserve is used to record changes in the fair value of derivatives that are designated and qualify as cash flow hedges, as described in Note 1(p). Amounts accumulated in equity are recycled in the Income Statement in the periods when the hedged item will affect profit and loss.

(v) Revaluation reserve
The revaluation reserve is used to record increments and decrements on the initial revaluation of non-current assets.

(vi) Transactions with minority interests
This reserve is used to record the differences described in Note 1(b) which may arise as a result of transactions with minority interests that do not result in a loss of control. In 2012 the reserve includes the fair value of a put option granted to the vendor to sell to the Group the remaining shares in Labor Dr. Steinberg that are not already owned by the Group.

	Consolidated Group	
	2012	2011
	$'000	$'000
(b) Retained earnings		
Retained earnings at the beginning of the financial year	**356,160**	289,480
Net profit attributable to members of Sonic Healthcare Limited	**315,996**	294,535
Dividends paid in the year (Note 6)	**(230,082)**	(229,174)
Actuarial (losses)/gains on retirement benefit obligations (Note 27)	**(2,620)**	1,319
Retained earnings at the end of the financial year	**439,454**	356,160

Note 31 Deed of cross guarantee

The “Closed Group” (refer Note 32) are parties to a deed of cross guarantee dated 28 June 2007 under which each company guarantees the debts of the others. By entering into the deed, the wholly-owned entities which are large proprietary companies have been relieved from the requirements of the *Corporations Act 2001* to prepare and lodge a financial report, directors’ report and auditor’s report under Class Order 98/1418 (as amended) issued by the Australian Securities and Investments Commission.

The companies represent a “Closed Group” for the purposes of the Class Order, and as there are no other parties to the Deed of Cross Guarantee that are controlled by Sonic Healthcare Limited, they also represent the “Extended Closed Group”.

(a) Consolidated Income Statement of the Extended Closed Group

	2012 $’000	2011 $’000
Revenue	**1,828,969**	1,560,733
Labour and related costs	**(834,153)**	(747,395)
Consumables used	**(177,011)**	(161,922)
Operating lease rental expense	**(117,669)**	(96,954)
Depreciation and amortisation of physical assets	**(65,352)**	(57,884)
Utilities	**(47,774)**	(41,546)
Repairs and maintenance	**(38,989)**	(36,637)
Borrowing costs expense	**(35,352)**	(29,698)
Transportation	**(14,877)**	(13,793)
Amortisation of intangibles	**(12,412)**	(9,222)
Other expenses from ordinary activities	**(101,936)**	(85,715)
Profit before income tax expense	**383,444**	279,967
Income tax expense	**(53,125)**	(42,348)
Net profit after income tax expense	**330,319**	237,619
Net (profit) attributable to minority interests	**(849)**	-
Net profit attributable to members of the Extended Closed Group	**329,470**	237,619

(b) Consolidated Statement of Comprehensive Income of the Extended Closed Group

Profit from ordinary activities after income tax expense	**330,319**	237,619
Other comprehensive income		
Exchange differences on translation of foreign operations	**2,580**	(7,048)
Cash flow hedges	**487**	6,024
Other comprehensive income for the period, net of tax	**3,067**	(1,024)
Total comprehensive income for the period	**333,386**	236,595

(c) Reconciliation of retained earnings

Retained earnings at the beginning of the financial year	**338,480**	330,035
Profit from ordinary activities after income tax expense	**329,470**	237,619
Retained earnings from new entities joining the deed of cross guarantee	**752**	-
Dividends paid during the year	**(230,082)**	(229,174)
Retained earnings at the end of the financial year	**438,620**	338,480

Note 31 Deed of cross guarantee (continued)

(d) Consolidated Balance Sheet of the Extended Closed Group

	2012 $'000	2011 $'000
Current assets		
Cash and cash equivalents	**42,266**	97,320
Receivables	**234,240**	229,612
Inventories	**23,661**	21,592
Assets classified as held for sale	**9,336**	9,189
Other	**10,038**	9,147
Total current assets	**319,541**	366,860
Non-current assets		
Receivables	**2,739**	1,643
Other financial assets	**2,003,211**	1,922,615
Property, plant and equipment	**373,067**	351,291
Investment properties	**20,847**	20,517
Intangible assets	**1,339,214**	1,194,597
Deferred tax assets	**15,550**	10,331
Other	**56**	271
Total non-current assets	**3,754,684**	3,501,265
Total assets	**4,074,225**	3,868,125
Current liabilities		
Payables	**201,181**	214,664
Interest bearing liabilities	**267,309**	1,227
Current tax liabilities	**26,184**	18,230
Provisions	**102,621**	88,227
Other financial liabilities	**5,289**	5,985
Other	**460**	473
Total current liabilities	**603,044**	328,806
Non-current liabilities		
Interest bearing liabilities	**593,015**	796,664
Provisions	**17,148**	17,825
Deferred tax liabilities	**10,688**	2,765
Other	**700**	1,061
Total non-current liabilities	**621,551**	818,315
Total liabilities	**1,224,595**	1,147,121
Net assets	**2,849,630**	2,721,004
Equity		
Parent Company interest		
Contributed equity	**2,379,525**	2,345,584
Reserves	**31,485**	36,940
Retained earnings	**438,620**	338,480
Total equity	**2,849,630**	2,721,004

Note 32 Investments in subsidiaries

Details of subsidiaries	Country of incorporation	Class of share	Beneficial interest % 2012	Beneficial interest % 2011
Subsidiaries of Sonic Healthcare Limited:				
Clinpath Laboratories Pty Limited (i)	Australia	Ord	**100**	100
Douglass Hanly Moir Pathology Pty Limited (i)	Australia	Ord	**100**	100
Lifescreen Australia Pty Limited (i)	Australia	Ord	**100**	100
Sonic Clinical Institute Pty Limited (iii)	Australia	Ord	**100**	100
Sonic Clinical Trials Pty Limited	Australia	Ord	**100**	100
Sonic Healthcare Services Pty Limited (i)	Australia	Ord	**100**	100
Sonic Imaging Pty Limited (i)	Australia	Ord	**100**	100
Southern Pathology Services Pty Limited (i)	Australia	Ord	**100**	100
Independent Practitioner Network Pty Limited (i)	Australia	Ord	**100**	100
Sonic Healthcare (UK) Pty Limited	Australia	Ord	**100**	100
Sonic Healthcare Asia Limited	Hong Kong	Ord	**100**	100
Sonic Healthcare (Ireland) Limited	Ireland	Ord	**100**	100
Sonic Healthcare Holding Company	United Kingdom	Ord	**100**	100
Sonic Healthcare Europe GmbH	Germany	Ord	**100**	100
Sonic Healthcare Germany GmbH & Co.	Germany		**100**	100
Other subsidiaries in the Group:				
Capital Pathology Pty Limited (i)	Australia	Ord	**100**	100
Capital Pathology Trust (ii)	Australia	Units	**100**	100
Biotech Laboratories Pty Limited	Australia	Ord	**100**	100
Bradley Services Unit Trust (ii)	Australia	Units	**100**	100
BPath Pty Limited	Australia	Ord	**100**	100
Castlereagh Co Pty Limited (i)	Australia	Ord	**100**	100
Castlereagh Services Pty Limited (i)	Australia	Ord	**100**	100
Consultant Pathology Services Pty Limited (i)	Australia	Ord	**100**	100
Diagnostic Pathology Pty Limited	Australia	Ord	**100**	100
Diagnostic Services Pty Limited (i)	Australia	Ord	**100**	100
E.Radiology (Aust) Pty Limited	Australia	Ord	**100**	100
Hanly Moir Pathology Pty Limited (i)	Australia	Ord	**100**	100
Hanly Moir Pathology Trust (ii)	Australia	Units	**100**	100
Hunter Imaging Group Pty Limited (i)	Australia	Ord	**100**	100
Hunter Imaging Services Trust (ii)	Australia	Units	**100**	100
Hunter Valley X-Ray Pty Limited	Australia	Ord	**100**	100
Illawarra X-Ray Pty Limited	Australia	Ord	**100**	100
IPN Practice Management Pty Limited	Australia	Ord	**100**	100
IRG Co Pty Limited (i)	Australia	Ord	**100**	100
L & A Services Pty Limited (i)	Australia	Ord	**100**	100
Maga Pty Limited	Australia	Ord	**100**	100
Melbourne Pathology Pty Limited (i)	Australia	Ord	**100**	100
Melbourne Pathology Service Trust (ii)	Australia	Units	**100**	100
Epworth Pathology	Australia		**50.1**	50.1
Northern Pathology Pty Limited (i)	Australia	Ord	**100**	100
Nuclear Medicine Co Pty Limited	Australia	Ord	**100**	100
Pacific Medical Imaging Pty Limited (i)	Australia	Ord	**100**	100
Paedu Pty Limited (i)	Australia	Ord	**100**	100
Queensland X-Ray Pty Limited (i)	Australia	Ord	**100**	100
Redlands X-Ray Services Pty Limited	Australia	Ord	**100**	100
SKG Radiology Pty Limited (i)	Australia	Ord	**100**	100
Sonic Healthcare International Pty Limited (i)	Australia	Ord	**100**	100
Sonic Healthcare Pathology Pty Limited	Australia	Ord	**100**	100
A.C.N. 094 980 944 Pty Limited (i)	Australia	Ord	**100**	100
Sonic Medlab Holdings Australia Pty Limited (i)	Australia	Ord	**100**	100

Note 32 Investments in subsidiaries (continued)

Details of subsidiaries (continued)	Country of incorporation	Class of share	**Beneficial interest % 2012**	Beneficial interest % 2011
Sonic Pathology (Queensland) Pty Limited (i)	Australia	Ord	**100**	100
Sonic Pathology (Victoria) Pty Limited (i)	Australia	Ord	**100**	100
Sports Imaging Co Pty Limited	Australia	Ord	**100**	100
Sprague Kam Trust (ii)	Australia	Units	**100**	100
A.C.N. 002 889 545 Pty Limited	Australia	Ord	**100**	100
Clinipath Pathology Pty Limited (i)	Australia	Ord	**100**	100
Sullivan Nicolaides Pty Limited (i)	Australia	Ord	**100**	100
Sunton Pty Limited (i)	Australia	Ord	**100**	100
Ultrarad Holdings Pty Limited	Australia	Ord	**100**	100
Ultrarad No 2 Trust (ii)	Australia	Units	**99.9**	99.9
IPN Healthcare Pty Limited (i)	Australia	Ord	**100**	100
Formulab International Limited	Australia	Ord	**100**	100
Edenlea Properties Pty Limited	Australia	Ord	**100**	100
IPN Medical Centres Pty Limited (i)	Australia	Ord	**100**	100
IPN Medical Centres (Qld) Pty Limited (i)	Australia	Ord	**100**	100
Continuous Care Doctor Training Pty Limited	Australia	Ord	**100**	100
Kedron Park 24 Hour Medical Centre Pty Limited	Australia	Ord	**100**	100
Royal Brisbane Place Medical Centre Pty Limited	Australia	Ord	**100**	100
Taringa 24 Hour Medical Centre Pty Limited	Australia	Ord	**100**	100
IPN Medical Centres (NSW) Pty Limited (i)	Australia	Ord	**100**	100
IPN Healthcare (Vic) Pty Limited	Australia	Ord	**100**	100
IPN Medical Centres (Vic) Pty Limited (i)	Australia	Ord	**100**	100
IPN Learning Pty Limited	Australia	Ord	**100**	100
Preston Property Pty Limited	Australia	Ord	**100**	100
United Healthcare Medical Centre Pty Limited	Australia	Ord	**100**	100
LUMC Pty Limited	Australia	Ord	**100**	100
Mark Edelman Pty Limited	Australia	Ord	**100**	100
Auburn Road Family Medical Centre Pty Limited	Australia	Ord	**100**	100
Joodie Holdings No. 2 Pty Limited	Australia	Ord	**100**	100
Todd Silbert Pty Limited	Australia	Ord	**100**	100
Edgecliff Medical Centre No. 2 Pty Limited	Australia	Ord	**100**	100
Marrickville Medical Centre No. 2 Pty Limited	Australia	Ord	**100**	100
Penrith Medical Centre No. 2 Pty Limited	Australia	Ord	**100**	100
Daraban Pty Limited	Australia	Ord	**100**	100
Sunshine Employment Pty Limited	Australia	Ord	**100**	100
Medihelp General Practice Pty Limited	Australia	Ord	**100**	100
Medihelp Services Pty Limited (i)	Australia	Ord	**100**	100
Medihelp BWMG Pty Limited	Australia	Ord	**100**	100
Medihelp (Brackenridge) Pty Limited	Australia	Ord	**100**	100
Medihelp Sunshine Coast Pty Limited	Australia	Ord	**100**	100
Denberry Pty Limited	Australia	Ord	**100**	100
Health Essentials Pty Limited	Australia	Ord	**100**	100
Redwood Park Medical Centre Pty Limited	Australia	Ord	**100**	100
Edanade Nominees Pty Limited	Australia	Ord	**100**	100
Clinmed Pty Limited	Australia	Ord	**100**	100
Margmax Pty Limited	Australia	Ord	**100**	100
IPN Ophthalmology Pty Limited	Australia	Ord	**100**	100
IPN Franchise Developments Pty Limited	Australia	Ord	**100**	100
IPN Services Pty Limited	Australia	Ord	**100**	100
Sports Medicine Centres of Victoria Pty Limited	Australia	Ord	**100**	100
Pilates Edge Pty Limited	Australia	Ord	**100**	100
Physiotherapy International Pty Limited	Australia	Ord	**100**	100

Note 32 Investment in subsidiaries (continued)

Details of subsidiaries (continued)	Country of incorporation	Class of share	**Beneficial interest % 2012**	Beneficial interest % 2011
Southcare Physiotherapy Pty Limited	Australia	Ord	**100**	100
Kinetikos Services Pty Limited	Australia	Ord	**100**	100
Re-Start Services Pty Limited	Australia	Ord	**100**	100
O.B. King & Associates Pty Limited	Australia	Ord	**100**	100
Redcliffe Peninsula Medical Services Pty Limited	Australia	Ord	**100**	100
Kinetic Health Group Pty Limited (i)	Australia	Ord	**100**	100
Gemini Medical Services Pty Limited (i)	Australia	Ord	**100**	100
Silverspoon Holdings Pty Limited	Australia	Ord	**100**	100
Delta Health Pty Limited	Australia	Ord	**100**	100
Gainsby Pty Limited	Australia	Ord	**100**	100
Stratum Medical Services Pty Limited	Australia	Ord	**100**	100
Prime Health Group Pty Limited (i)	Australia	Ord	**100**	100
Advance Physiotherapy Services Limited	Australia	Ord	**100**	100
Evmar Unit Trust (ii)	Australia	Units	**100**	100
OCP (Qld) Pty Limited	Australia	Ord	**100**	100
Allied Medical Group Holdings Pty Limited (iii)	Australia	Ord	**100**	-
Lonnex & Millenium Management Holdings Pty Limited (iii)	Australia	Ord	**100**	-
Matrix Skin Cancer Clinics Pty Limited (iii)	Australia	Ord	**100**	-
Sonic Healthcare Germany Six GmbH	Germany	Ord	**100**	100
Sonic Healthcare Seven GmbH	Germany	Ord	**100**	100
Sonic Healthcare Investments GmbH	Germany	Ord	**100**	100
Sonic Healthcare Germany GmbH	Germany	Ord	**100**	100
Labor Schottdorf Administration GmbH	Germany	Ord	**100**	100
Syscomp Biochemische Dienstleistungen GmbH	Germany	Ord	**100**	100
Bioscientia Healthcare GmbH	Germany	Ord	**100**	100
Bioscientia Institut für medizinische Diagnostik GmbH	Germany	Ord	**100**	100
Bioscientia MVZ Jena GmbH	Germany	Ord	**100**	100
Bioscientia MVZ Saarbrücken GmbH	Germany	Ord	**100**	100
LabConsult GmbH	Germany	Ord	**100**	100
Orthopädietechnik Mayer & Behnsen GmbH	Germany	Ord	**100**	100
Labor Schottdorf MVZ GmbH	Germany	Ord	**100**	100
Labor Mainz MVZ GmbH	Germany	Ord	**100**	100
Labor Hannover MVZ GmbH	Germany	Ord	**100**	100
Labor 28 Management GmbH	Germany	Ord	**100**	100
Labor 28 AG	Germany	Ord	**100**	100
GLP Medical GmbH	Germany	Ord	**100**	100
GLP Networks GmbH	Germany	Ord	**100**	100
Dr. Von Froreich - Bioscientia GmbH	Germany	Ord	**100**	100
GLP Laboratories GmbH	Germany	Ord	**100**	100
Labor Lademannbogen MVZ GmbH	Germany	Ord	**100**	100
ALH Laborbetriebsgesellschaft mbH	Germany	Ord	**100**	100
MVZ Labor Bochum MLB GmbH	Germany	Ord	**100**	100
Labor an der Salzbruecke MVZ GmbH	Germany	Ord	**100**	100
Labor Hamburg – Luebeck MVZ Gmbh	Germany	Ord	**100**	100
Bioscientia Real Estate GmbH & Co.	Germany		**100**	100
MVZ Labor für Cytopathologie Dr. Steinberg GmbH	Germany	Ord	**51**	-
Sonic Healthcare (New Zealand) Limited (i)	New Zealand	Ord	**100**	100
Diagnostic Medlab Limited	New Zealand	Ord	**100**	100
Medlab Central Limited	New Zealand	Ord	**100**	100
Valley Diagnostic Laboratories Limited	New Zealand	Ord	**100**	100
Medlab South Limited	New Zealand	Ord	**-**	100
New Zealand Radiology Group Limited	New Zealand	Ord	**70**	70

Note 32 Investment in subsidiaries (continued)

Details of subsidiaries (continued)	Country of incorporation	Class of share	Beneficial interest % 2012	Beneficial interest % 2011
Canterbury Medical Imaging Limited	New Zealand	Ord	**100**	100
Palmerston North X-Ray	New Zealand		**80**	80
Laboratory Data Systems Limited	New Zealand	Ord	**100**	100
Diagnostic Medlab Services Limited	New Zealand	Ord	**100**	100
Castlereagh Radiology (NZ) Limited	New Zealand	Ord	**100**	100
Mercy PET-CT Auckland Limited	New Zealand	Ord	**51**	51
Medica Ärztebedarf AG	Switzerland	Ord	**100**	100
Medica Medizinische Laboratorien Dr F Käppeli AG	Switzerland	Ord	**100**	100
Medizinisches Institut R. Rondez AG	Switzerland	Ord	**100**	100
Labormediz Laboratorien GmbH	Switzerland	Ord	**100**	100
Virion Labordiagnostik GmbH	Switzerland	Ord	**100**	100
Ärztelabor Dr. Kurt Furrer GmbH	Switzerland	Ord	**100**	100
LB Medizinisches Labor Solothurn GmbH	Switzerland	Ord	**100**	100
Institut Virion AG	Switzerland	Ord	**100**	100
Labor Prof. Krech und Partner AG	Switzerland	Ord	**100**	100
Selftesting.ch AG	Switzerland	Ord	**100**	100
Serolife GmbH	Switzerland	Ord	**100**	100
Mikrogen AG	Switzerland	Ord	**100**	100
The Doctors Laboratory Limited	United Kingdom	Ord	**100**	100
TDL Analytical Limited	United Kingdom	Ord	**100**	100
TDL Facilities Limited	United Kingdom	Ord	**100**	100
Cytogenetic DNA Services Limited	United Kingdom	Ord	**100**	100
Roadhaven Limited	United Kingdom	Ord	**100**	100
Omnilabs Limited	United Kingdom	Ord	**100**	100
Omnilabs (UK) Limited	United Kingdom	Ord	**100**	100
The Doctors Laboratory (Manchester) Limited	United Kingdom	Ord	**100**	100
NWLHT Analytical LLP	United Kingdom		**100**	-
NWLHT Facilities LLP	United Kingdom		**100**	-
Omnilabs Ireland Limited	Ireland	Ord	**100**	100
Medlab Pathology Limited	Ireland	Ord	**100**	100
Sonic Healthcare Investments	United States		**100**	100
Clinical Pathology Laboratories, Inc.	United States	Ord	**100**	100
Fairfax Medical Laboratories, Inc.	United States	Ord	**100**	100
Pathology Laboratories, Inc.	United States	Ord	**100**	100
American Esoteric Laboratories, Inc.	United States	Ord	**100**	100
AEL of Memphis, LLC	United States	Ord	**100**	100
MPL Holdings, Inc.	United States	Ord	**100**	100
Clinical Pathology Laboratory Southeast, Inc.	United States	Ord	**100**	100
Memphis Pathology Laboratory	United States		**100**	100
Sonic Healthcare USA, Inc.	United States	Ord	**100**	100
Sunrise Medical Laboratories	United States	Ord	**100**	100
Sonic Hawaii Holdings, Inc.	United States	Ord	**100**	100
Sonic USA Holdings, Inc.	United States	Ord	**100**	100
Clinical Laboratories of Hawaii, LLP	United States		**100**	100
Pan Pacific Pathologists, LLC	United States	Ord	**100**	100
Piedmont Joint Venture Laboratory, Inc	United States	Ord	**100**	100
East Side Clinical Laboratory, Inc.	United States	Ord	**100**	100
CBLPath Holdings Corporation	United States	Ord	**100**	100
CBLPath, Inc.	United States	Ord	**100**	100
CBLPath Transport, Inc.	United States	Ord	**100**	100
Physicians' Automated Laboratory, Inc.	United States	Ord	**100**	100

Note 32 Investment in subsidiaries (continued)

Details of subsidiaries (continued)	Country of incorporation	Class of share	Beneficial interest % 2012	Beneficial interest % 2011
Sonic Healthcare Benelux NV	Belgium	Ord	**100**	100
Medhold NV	Belgium	Ord	**100**	100
Labo-Lokeren BV BVBA	Belgium	Ord	**100**	100
Versal NV	Belgium	Ord	**100**	100
Medvet BV BVBA	Belgium	Ord	**100**	100
A.M.L. BV BVBA	Belgium	Ord	**100**	100
Clinilabo BV BVBA	Belgium	Ord	**100**	100
Medisch labo Van Waes D. BV CVBA	Belgium	Ord	**100**	100
Klinisch Labo Rigo BV BVBA	Belgium	Ord	**100**	100
ALTEHA ESV	Belgium	Ord	**100**	100
KBL-BML CVBA	Belgium	Ord	**-**	100
Laboratoires J. Woestyn	Belgium	Ord	**100**	100

(i) These subsidiaries comprise the "Closed Group" under the deed of cross guarantee. By entering into the deed wholly-owned entities which are large proprietary companies have been granted relief from the necessity to prepare a financial report, directors' report and auditor's report in accordance with Class Order 98/1418 (as amended) issued by the Australian Securities and Investment Commission. For further information see Note 31.

(ii) Trust deeds do not require preparation of audited financial statements.

(iii) These subsidiaries were added by assumption deed as parties to the deed of cross guarantee on 31 May 2012.

Business combinations

(a) Acquisition of subsidiaries/business assets

Acquisitions in the period included:

- IPN, a member of the Group, acquired a number of medical centre and skin cancer clinic businesses during the period.
- A small synergistic laboratory acquisition in Germany

The contribution these acquisitions made to the Group's profit during the period was immaterial individually and in total. It is impracticable to determine the contribution these immaterial acquisitions made to the net profit of the Group during the period, and what they are likely to contribute on an annualised basis, as the majority of the acquisitions were integrated with other entities in the Group. The accounting for these business combinations has been finalised at the date of this report.

Note 32 Investments in subsidiaries (continued)

Business combinations (continued)

(a) Acquisition of subsidiaries/business assets (continued)

The aggregate cost of the acquisitions, the values of the identifiable assets and liabilities, and the goodwill arising on acquisition are detailed below.

	Total $'000
Consideration - cash paid	**142,471**
Less: Cash of entities acquired	**(240)**
	142,231
Deferred consideration	**1,899**
Total consideration	**144,130**
Fair value of identifiable net assets of subsidiaries/businesses acquired:	
Debtors & other receivables	**901**
Prepayments	**92**
Inventory	**297**
Deferred tax assets	**556**
Property, plant & equipment	**10,644**
Identifiable intangibles	**880**
Trade payables	**(2,714)**
Sundry creditors and accruals	**(1,979)**
Current tax liabilities	**(253)**
Provisions	**(2,103)**
	6,321
Minority interests	**18,739**
Goodwill	**156,548**

The goodwill arising from the business combinations is attributable to their reputation in the local market, the benefit of marginal profit and synergies expected to be achieved from integrating the business with existing operations, expected revenue growth, future market development, the assembled workforce and knowledge of local markets. These benefits are not able to be individually identified or recognised separately from goodwill. $2,870,000 of the purchased goodwill recognised is expected to be deductible for income tax purposes, over a fifteen year period.

Acquisition-related costs of $3,527,000 are included in other expenses in the Income Statement. The fair value of acquired debtors and other receivables is $901,000. The gross contractual amount due is $901,000, of which $nil is expected to be uncollectable.

In accordance with the accounting policy set out in Note 1(e) the Group elected to recognise minority interests in Labor Dr. Steinberg of $18,739,000 at fair value. The fair value has been calculated by reference to current prices in an active market for similar assets. The Group has entered into an option agreement to purchase the remaining shares at any time prior to 31 December 2014 otherwise the minority interests can exercise a put option to sell their shares between 1 January 2015 and 31 March 2015. The consideration payable will be based on a multiple of EBITDA at the date of exercise. A financial liability has been recognised for the option and is included in Note 28.

There were no subsequent changes to the accounting for the business combinations in the 2011 financial year from those included in the 2011 financial statements.

Note 32 Investments in subsidiaries (continued)

Business combinations (continued)

	Consolidated Group 2012 $'000	2011 $'000
(b) Reconciliation of cash paid to Cash Flow Statement		
Consideration – cash paid for acquisitions in the financial year	**145,997**	278,954
Consideration – cash paid to vendors for acquisitions in previous financial years	**6,693**	11,697
Less: Cash of entities acquired	**(240)**	(10,672)
Payment for purchase of controlled entities, net of cash acquired	**152,450**	279,979

Note 33 Commitments for expenditure

	2012 $'000	2011 $'000
(a) Capital commitments		
Commitments for the acquisition of property, plant and equipment contracted for at the reporting date but not recognised as liabilities, payable:		
Within one year	**6,444**	7,980
(b) Lease commitments		
Commitments in relation to leases contracted for at the reporting date but not recognised as liabilities, payable:		
Within one year	**155,717**	139,564
Later than one year but not later than 5 years	**307,408**	271,785
Later than 5 years	**82,610**	65,242
	545,735	476,591
Representing:		
Cancellable operating leases	**1,725**	1,848
Non-cancellable operating leases	**543,716**	473,999
Future finance charges on finance leases	**294**	744
	545,735	476,591

(i) Operating leases

The Group leases various premises under non-cancellable operating leases expiring within one month to sixteen years. The leases have varying terms and renewal rights. On renewal, the terms of the leases are renegotiated.

	2012 $'000	2011 $'000
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Within one year	**155,252**	138,697
Later than one year but not later than 5 years	**306,396**	270,283
Later than 5 years	**82,449**	65,224
Less: Amount provided for surplus lease space under non-cancellable operating leases	**(381)**	(205)
Commitments not recognised in the financial statements	**543,716**	473,999
Future minimum lease payments expected to be received in relation to non-cancellable sub-leases of operating leases not recognised in the financial statements	**35,953**	28,764

Note 33 Commitments for expenditure (continued)

(b) Lease commitments (continued)

(i) Operating leases (continued)
The Group also leases various plant and machinery under cancellable operating leases. The Group is generally required to give six months notice for termination of these leases.

	Consolidated Group	
	2012	2011
	$'000	$'000
Commitments for minimum lease payments in relation to cancellable operating leases are payable as follows:		
Within one year	**683**	703
Later than one year but not later than 5 years	**887**	1,145
Later than 5 years	**155**	-
Commitments not recognised in the financial statements	**1,725**	1,848

(ii) Finance leases
The Group finance leases and hire purchases various plant and equipment with a carrying amount of $2,968,000 (2011: $6,409,000) under contracts expiring within one month to seven years.

Within one year	**1,699**	2,993
Later than one year but not later than 5 years	**1,999**	4,528
Later than 5 years	**31**	126
Minimum lease payments	**3,729**	7,647
Less: Future finance charges	**(294)**	(744)
Total lease and hire purchase liabilities	**3,435**	6,903
Representing lease and hire purchase liabilities:		
Current (Note 20)	**1,558**	2,736
Non-current (Note 25)	**1,877**	4,167
	3,435	6,903
The present value of finance lease and hire purchase liabilities is as follows:		
Within one year	**1,558**	2,736
Later than one year but not later than 5 years	**1,852**	4,058
Later than 5 years	**25**	109
Minimum lease payments	**3,435**	6,903

The weighted average interest rate implicit in the contracts is 5.57% (2011: 5.90%).

Note 34 Contingent liabilities

Sonic Healthcare Limited and certain subsidiaries, as disclosed in Note 32, are parties to a deed of cross guarantee under which each company guarantees the debts of the others.

The Group has provided guarantees in respect of workers compensation insurance of $6,082,000 and for the performance of certain contracts by subsidiary entities. It is not expected that these payments will eventuate.

The Group has entered into an agreement to acquire land and buildings in Western Australia for $17,800,000 conditional upon development approval being granted by local council. If the development approval is unsuccessful the commitment under the sale contract lapses with no financial penalty to the Group.

Note 35 Secured borrowings

	Consolidated Group	
	2012	2011
	$'000	$'000
The total secured liabilities (current and non-current) are as follows:		
Bank loans	**991**	1,354
Lease liabilities	**3,362**	6,706
Hire purchase liabilities	**73**	197
	4,426	8,257

Assets pledged as security
The bank loan of the Bioscientia Healthcare Group of $991,000 (2011: $1,354,000) is secured by the equipment acquired with the loan proceeds. This secured loan was in existence at the time Sonic acquired the group and the security will remain until the loan is repaid. Refer Note 20(a).

Lease and hire purchase liabilities are effectively secured as the rights to the relevant assets revert to the lessor/lender in the event of default.

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Non-current		
Finance lease & hire purchase agreements		
Property, plant and equipment	**3,134**	6,782
Fixed and floating charge		
Property, plant and equipment	**503**	972
Total assets pledged as security	**3,637**	7,754

Note 36 Key management personnel

Refer to the Remuneration Report within the Directors' Report for details of Sonic's key management personnel.

(a) Key management personnel compensation

The aggregate remuneration of the key management personnel is shown below:

	Consolidated Group 2012 $	2011 $
Short term employee benefits	**5,880,344**	5,647,936
Long term employee benefits	**187,338**	41,091
Post employment benefits	**172,576**	206,503
Share based payments	**1,981,464**	2,611,003
	8,221,722	8,506,533

(b) Equity disclosures relating to key management personnel

(i) Option holdings

The number of options over ordinary shares held beneficially or personally during the current and prior financial year by the key management personnel of the Group in relation to remuneration arrangements are set out below.

2012 Name	**Balance at 1 July 2011**	**Issued during the 2012 year as remuneration**	**Exercised during the 2012 year**	**Other changes during the 2012 year**	**Balance at 30 June 2012**	**Vested and exercisable at the end of the 2012 year**
Dr C.S. Goldschmidt	4,750,000	2,899,048	(1,000,000)	(1,037,750)	5,611,298	2,712,250
C.D. Wilks	2,495,000	1,449,523	(540,000)	(518,875)	2,885,648	1,436,125

2011 Name	**Balance at 1 July 2010**	**Issued during the 2011 year as remuneration**	**Exercised during the 2011 year**	**Other changes during the 2011 year**	**Balance at 30 June 2011**	**Vested and exercisable at the end of the 2011 year**
Dr C.S. Goldschmidt	4,750,000	-	-	-	4,750,000	2,500,000
C.D. Wilks	2,835,000	-	(340,000)	-	2,495,000	1,350,000

(ii) Performance rights

The number of performance rights held personally or beneficially during the current financial year by the key management personnel of the Group in relation to remuneration arrangements are set out below.

2012 Name	**Balance at 1 July 2011**	**Issued during the 2012 year as remuneration**	**Exercised during the 2012 year**	**Other changes during the 2012 year**	**Balance at 30 June 2012**	**Vested and exercisable at the end of the 2012 year**
Dr C.S. Goldschmidt	-	314,960	-	-	314,960	-
C.D. Wilks	-	157,480	-	-	157,480	-

Note 36 Key management personnel (continued)

(b) Equity disclosures relating to key management personnel (continued)

(iii) Share holdings

2012 Name	Balance at 1 July 2011	Issued during the 2012 year on the exercise of options	Shares provided as remuneration during the 2012 year	Other changes during the 2012 year	Balance at 30 June 2012
Dr C.S. Goldschmidt	730,243	1,000,000	-	(1,000,000)	730,243
C.D. Wilks	868,122	540,000	-	(600,000)	808,122
R.P. Campbell	10,000	-	-	-	10,000
C.J. Jackson	491,371	-	-	-	491,371
K.D. Spargo	5,000	-	-	-	5,000
Dr E.J. Wilson	2,000	-	-	-	2,000

2011 Name	Balance at 1 July 2010	Issued during the 2011 year on the exercise of options	Shares provided as remuneration during the 2011 year	Other changes during the 2011 year	Balance at 30 June 2011
B.S. Patterson	3,816,646	-	-	-	3,816,646
Dr C.S. Goldschmidt	730,243	-	-	-	730,243
C.D. Wilks	528,122	340,000	-	-	868,122
R.P. Campbell	10,000	-	-	-	10,000
C.J. Jackson	491,371	-	-	-	491,371
K.D. Spargo	-	-	-	5,000	5,000
Dr E.J. Wilson	-	-	-	2,000	2,000

(c) Other transactions with key management personnel

Other transactions with key management personnel are disclosed in Note 39.

Note 37 Remuneration of auditors

	Consolidated Group 2012 $	Consolidated Group 2011 $
During the year the auditors of the Group and their related practices earned the following remuneration:		
PricewaterhouseCoopers – Australian firm		
Audit and review of financial reports of Group entities	**522,100**	554,700
Taxation, accounting and advisory services	**-**	16,350
Total audit and taxation/accounting/advisory services	**522,100**	571,050
Related practices of PricewaterhouseCoopers Australian firm (including overseas PricewaterhouseCoopers firms)		
Audit and review of the financial reports of Group entities	**917,300**	1,013,150
Taxation and accounting services	**33,250**	64,650
Total audit, taxation and accounting services	**950,550**	1,077,800

The non-audit services provided are not considered to be of a nature which could give rise to a conflict of interest or loss of independence for the external auditors.

Note 38 Share based payments

(a) Share based payments relating to remuneration

The Group has several equity-settled share based compensation plans for executives and employees. The fair value of equity remuneration granted under the various plans is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to shares and options ("the vesting period"). Details of the pricing model and the measurement inputs utilised to determine the fair value of shares and options granted are disclosed in Note 1(q) to the financial statements.

(i) Sonic Healthcare Limited Employee Option Plan

Options are granted under the Sonic Healthcare Limited Employee Option Plan for no consideration. Options granted are able to be exercised subject to the following vesting periods unless otherwise specified:

- Up to 50% may be exercised after 30 months from the date of grant
- Up to 75% may be exercised after 42 months from the date of grant
- Up to 100% may be exercised after 54 months from the date of grant

Options granted under the plan expire after 58 months and carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share. No option holder has any right under the options to participate in any other share issue of the Company or of any other entity.

The grants of options on 7 March 2012 and 2 July 2012 are subject to different vesting and expiry periods. For the options granted on 7 March 2012 up to 500,000 options are exercisable from 7 March 2015 until expiry on 7 March 2017. Up to a further 1,000,000 options are exercisable from 7 March 2017 until expiry on 7 March 2019. Options granted on 2 July 2012 which satisfy the vesting conditions will be exercisable from 2 July 2017 until expiry on 2 July 2019.

Executive Long Term Incentive arrangements from 1 July 2011

Revised remuneration arrangements for Dr C.S. Goldschmidt and C.D. Wilks were approved at the 2011 AGM for the five year period commencing from 1 July 2011. These arrangements included the grant of 4,348,571 options and 472,440 performance rights on 18 November 2011 which related to the Long Term Incentive ('LTI') component of their remuneration.

The LTI options and performance rights will vest and expire as follows (subject to performance conditions):

% of total	Earliest Vesting Date*	Performance conditions measurement period	Expiry date
Up to 30%	18 November 2014	3 years to 30 June 2014	18 November 2016
Up to 30%	18 November 2015	4 years to 30 June 2015	18 November 2017
Up to 40%	18 November 2016	5 years to 30 June 2016	18 November 2018

* Options can only vest when the market price of Sonic shares is higher than the exercise price.

There are two separate performance conditions to be applied with a 50% weighting for each (that is, 50% of the options and 50% of the performance rights are subject to the first performance condition, and the other 50% of each are subject to the second performance condition).

Performance Condition 1 ("PC1") – 50% weighting – Compound Average Growth Rate ("CAGR") in Return on Invested Capital ("ROIC")

CAGR ROIC	Percentage of Options and Rights that vest
Less than 3.0% p.a.	Nil options and rights to which PC1 applies
3.0% p.a.	30% of options and rights to which PC1 applies
Greater than 3.0% and less than 9.0% p.a.	Pro rata between 30% and 100% of options and rights to which PC1 applies
9.0% p.a. or greater	100% of options and rights to which PC1 applies

ROIC is calculated as Earnings before Interest and Tax ("EBIT") less related tax and minority interests divided by capital employed. It is expressed as a percentage and the hurdle growth rates are growth in this percentage.

Note 38 Share based payments (continued)

(a) Share based payments relating to remuneration (continued)

(i) Sonic Healthcare Limited Employee Option Plan (continued)

Performance Condition 2 ("PC2") – 50% weighting – Sonic's Total Shareholder Return ("TSR") against the S&P ASX 100 Accumulation Index, excluding Banks and Resource companies

TSR Target	Percentage of Options and Rights that vest
Below the 50th percentile	Nil options and rights to which PC2 applies
50th percentile	50% of options and rights to which PC2 applies
Greater than 50th and less than 75th percentile	Progressive scale of an additional 2% for each percentile increase
75th percentile and above	100% of options and rights to which PC2 applies

Under PC2, Sonic's performance is ranked by percentile according to its TSR against the TSRs of the component companies of the reference group (being the S&P ASX 100 Accumulation Index, excluding Bank and Resource companies) over the relevant performance periods (see above).

Options and performance rights for which the performance conditions are not satisfied will be forfeited immediately after the performance measurement is finalised. There will be no retesting.

Should one of the executives cease employment with the Group prior to vesting of some or all of their LTI, the Board will have discretion based on whether the executive is judged to be a "good leaver" to enable the executive to retain the portion of the LTI which vests (subject to the performance conditions) within two years of cessation of employment. To be judged a "good leaver" the executive would need to provide sufficient notice, assist with succession planning and transition and make themselves reasonably available to assist/answer queries of their replacement for a period post employment. Cessation of employment in all other circumstances will trigger forfeiture of all unvested entitlements.

If a takeover bid or other public proposal is made for voting shares in the Company which the Board reasonably believes is likely to lead to a change of control:

- Within three years from grant – only options and rights with an earliest vesting date 3 years from grant would vest.
- Within the fourth year from grant – only options and rights with an earliest vesting date within 4 years from grant not previously forfeited would vest.
- Within the fifth year of grant – all options and rights not previously forfeited would vest.

Sonic Healthcare ordinary shares to be awarded on exercise/conversion of the options and performance rights may be satisfied by the issue of new shares or the purchase of shares on-market.

Executive Long Term Incentive arrangements for the three years ended 30 June 2011
The grant of options on 21 November 2008 related to the long term incentive components for the remuneration of Dr C.S. Goldschmidt and C.D. Wilks for the three years ended on 30 June 2011, and had different vesting conditions. The options vested on 22 November 2011 subject to the fulfilment of two separate performance conditions with a 50% weighting for each (that is, 50% of the options were subject to the first performance condition and the other 50% were subject to the second performance condition). Performance condition one required a compound average growth rate of EPS for the three years ending 30 June 2011 of 10%. This performance condition was not met and the relevant 50% of the total number of options were forfeited during the 2012 financial year. Under performance condition two, Sonic's performance was ranked by percentile according to its Total Shareholder Return (TSR) against the TSRs of the companies forming the S&P ASX 100 Accumulation Index, excluding Banks and Resource companies, over the performance period from 1 July 2008 to 30 June 2011. A TSR below the 50^{th} percentile would result in nil options vesting, a TSR of the 50^{th} percentile would result in 50% of options vesting with a progressive scale of an additional 2% for each percentile increase up to the 75^{th} percentile. A TSR of the 75^{th} percentile and above would result in 100% of the options vesting. Sonic achieved a percentile rank of 65.7% and therefore 81.4% of the relevant options (1,068,375 options) achieved the performance condition. The other 244,125 options were forfeited during the 2012 financial year. The remaining options expire on 22 November 2013, 60 months from the date of issue.

Note 38 Share based payments (continued)

(a) Share based payments relating to remuneration (continued)

(i) Sonic Healthcare Limited Employee Option Plan (continued)

Set out below are summaries of options granted under the plan.

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercis-able at end of the year	Balance at date of this report
			Number	Number	Number	Number	Number	Number	Number	Number
Consolidated Group - 2012										
15/11/06	15/09/11	$13.10	1,025,000	-	-	-	(1,025,000)	-	-	-
13/08/07	13/06/12	$13.00	200,000	-	-	-	(200,000)	-	-	-
31/07/08	31/05/13	$13.65	110,000	-	(50,000)	-	-	60,000	45,000	60,000
21/11/08	22/11/13	$12.98	2,625,000	-	(1,556,625)	-	-	1,068,375	1,068,375	1,068,375
27/03/09	27/01/14	$11.10	1,500,000	-	(220,000)	-	-	1,280,000	640,000	1,140,000
10/06/10	10/04/15	$10.57	1,000,000	-	-	-	-	1,000,000	-	1,000,000
03/03/11	03/01/16	$11.13	700,000	-	(260,000)	-	-	440,000	-	440,000
18/11/11	18/11/16	$11.43	-	1,341,058	-	-	-	1,341,058	-	1,341,058
18/11/11	18/11/17	$11.43	-	1,302,250	-	-	-	1,302,250	-	1,302,250
18/11/11	18/11/18	$11.43	-	1,705,263	-	-	-	1,705,263	-	1,705,263
20/02/12	20/12/16	$11.14	-	600,000	-	-	-	600,000	-	600,000
07/03/12	07/03/17	$11.14	-	500,000	-	-	-	500,000	-	500,000
07/03/12	07/03/19	$11.14	-	1,000,000	-	-	-	1,000,000	-	1,000,000
02/07/12	02/07/19	$12.57	-	-	-	-	-	-	-	300,000
Total			7,160,000	6,448,571	(2,086,625)	-	(1,225,000)	10,296,946	1,753,375	10,456,946
Weighted average exercise price			$12.10	$11.34	$12.57	-	$13.08	$11.41	$12.31	

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercis-able at end of the year
			Number	Number	Number	Number	Number	Number	Number
Consolidated Group - 2011									
15/11/06	15/09/11	$13.10	1,025,000	-	-	-	-	1,025,000	1,025,000
13/08/07	13/06/12	$13.00	200,000	-	-	-	-	200,000	150,000
31/07/08	31/05/13	$13.65	110,000	-	-	-	-	110,000	55,000
21/11/08	22/11/13	$12.98	2,625,000	-	-	-	-	2,625,000	-
27/03/09	27/01/14	$11.10	1,500,000	-	-	-	-	1,500,000	-
10/06/10	10/04/15	$10.57	1,000,000	-	-	-	-	1,000,000	-
03/03/11	03/01/16	$11.13	-	700,000	-	-	-	700,000	-
Total			6,460,000	700,000	-	-	-	7,160,000	1,230,000
Weighted average exercise price			$12.20	$11.13	-	-	-	$12.10	$13.11

The weighted average remaining contractual life of share options on issue at the end of the year was 4.2 years (2011: 2.5 years).

Fair value of options granted

The average assessed fair value of options granted during the year ended 30 June 2012 was $1.31 per option (2011: $2.02).

Note 38 Share based payments (continued)

(a) Share based payments relating to remuneration (continued)

(i) Sonic Healthcare Limited Employee Option Plan (continued)
The valuation model inputs for options granted during the years ending 30 June 2012 and 30 June 2011 include:

Grant date	Expiry date	Exercise price	Share price at time of grant	Expected life (years from date of issue)	Share price volatility (based on 3 year historic prices)	Risk free rate	Dividend yield
18/11/11	18/11/16	$11.43	$11.47	5.0	23.3%	3.5%	5.9%
18/11/11	18/11/17	$11.43	$11.47	6.0	23.3%	3.6%	5.9%
18/11/11	18/11/18	$11.43	$11.47	7.0	23.3%	3.8%	5.9%
20/02/12	20/12/16	$11.14	$11.15	4.2	22.0%	3.8%	5.7%
07/03/12	07/03/17	$11.14	$11.20	4.0	21.6%	3.6%	5.7%
07/03/12	07/03/19	$11.14	$11.20	6.0	21.6%	3.8%	5.7%
03/03/11	03/01/16	$11.13	$11.60	4.2	25.8%	5.3%	5.5%

A Monte Carlo simulation was applied to fair value the TSR element of the options granted on 18 November 2011 (performance condition two). The model simulated Sonic's TSR and compared it against the peer group over the vesting periods.

(ii) Queensland X-Ray (QXR) options
Pursuant to Sonic's agreement with the vendors of QXR, Sonic is to issue a total of 1,000,000 options to staff of QXR. The vesting and other conditions for these options are the same as those for the Sonic Healthcare Limited Employee Option Plan. To date 825,000 options have been issued.

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercisable at end of the year	Balance at date of this report
			Number	Number	Number	Number	Number	Number	Number	Number
Consolidated Group – 2012			-	-	-	-	-	-	-	-
Consolidated Group – 2011										
24/07/06	24/05/11	$12.69	20,000	-	-	-	(20,000)	-	-	
Weighted average exercise price			$12.69	-	-	-	$12.69	-	-	

(iii) Executive Incentive Plan
Executive Incentive Plan options expire 60 months after issue and are able to be exercised subject to the following vesting periods:

- Up to 50% may be exercised after 24 months from the date of issue
- Up to 100% may be exercised after 36 months from the date of issue

Note 38 Share based payments (continued)

(a) Share based payments relating to remuneration (continued)

(iii) Executive Incentive Plan (continued)
A summary of options granted under this plan is set out below:

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercis-able at end of the year	Balance at date of this report
			Number	Number	Number	Number	Number	Number	Number	Number
Consolidated Group - 2012										
22/08/06	22/08/11	$7.50	1,540,000	-	-	(1,540,000)	-	-	-	-
24/08/07	24/08/12	$7.50	1,540,000	-	-	-	-	1,540,000	1,540,000	-
22/08/08	22/08/13	$7.50	1,540,000	-	-	-	-	1,540,000	1,540,000	1,540,000
Total			4,620,000	-	-	(1,540,000)	-	3,080,000	3,080,000	1,540,000
Consolidated Group - 2011										
22/08/05	22/08/10	$7.50	340,000	-	-	(340,000)	-	-	-	
22/08/06	22/08/11	$7.50	1,540,000	-	-	-	-	1,540,000	1,540,000	
24/08/07	24/08/12	$7.50	1,540,000	-	-	-	-	1,540,000	1,540,000	
22/08/08	22/08/13	$7.50	1,540,000	-	-	-	-	1,540,000	770,000	
Total			4,960,000	-	-	(340,000)	-	4,620,000	3,850,000	

The weighted average share price at the date of exercise for options exercised in the 12 months to 30 June 2012 was $11.52 (2011: $10.18).

The weighted average remaining contractual life of options on issue at the end of the year was 0.6 years (2011: 1.1 years).

(iv) Sonic Healthcare Limited Performance Rights Plan
Performance rights are granted under the Sonic Healthcare Limited Performance Rights Plan for no consideration and carry no dividend or voting rights. When exercisable, each performance right is convertible into one ordinary share. No rights holder has any right to participate in any other share issue of the Company or of any other entity.

The performance rights granted on 18 November 2011 relate to the Long Term Incentive component of the revised remuneration arrangements for Dr C.S. Goldschmidt and C.D. Wilks for the five year period commencing from 1 July 2011. The vesting conditions attached to the performance rights are as detailed in Note 38(a)(i).

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercis-able at end of the year	Balance at date of this report
Consolidated Group - 2012										
18/11/11	18/11/16	Nil	-	141,732	-	-	-	141,732	-	141,732
18/11/11	18/11/17	Nil	-	141,732	-	-	-	141,732	-	141,732
18/11/11	18/11/18	Nil	-	188,976	-	-	-	188,976	-	188,976
Total			-	472,440	-	-	-	472,440	-	472,440
Consolidated Group – 2011			-	-	-	-	-	-	-	

Fair value of performance rights granted
The average assessed fair value of performance rights granted during the year ended 30 June 2012 was $7.19 per performance right.

Note 38 Share based payments (continued)

(a) Share based payments relating to remuneration (continued)

(iv) Sonic Healthcare Limited Performance Rights Plan (continued)
The valuation model inputs for performance rights granted on 18 November 2011 include:

Grant date	Expiry date	Exercise price	Share price at time of grant	Expected life (years from date of issue)	Share price volatility (based on 3 year historic prices)	Risk free rate	Dividend yield
18/11/11	18/11/16	Nil	$11.47	3	23.3%	3.3%	5.9%
18/11/11	18/11/17	Nil	$11.47	4	23.3%	3.4%	5.9%
18/11/11	18/11/18	Nil	$11.47	5	23.3%	3.5%	5.9%

A Monte Carlo simulation was applied to fair value the TSR element of the performance rights granted (performance condition two). The model simulated Sonic's TSR and compared it against the peer group over the vesting periods.

(v) Expenses arising from share based payment transactions
Total expenses arising from equity-settled share based payment transactions recognised during the period as part of employee benefit expense were as follows:

	Consolidated Group	
	2012	2011
	$'000	$'000
Equity remuneration	**3,699**	3,927

(vi) Shares issued on the exercise of options up to the date of this report

(a) Sonic Healthcare Limited Employee Option Plan options
A total of nil ordinary shares of Sonic were issued during the year ended 30 June 2012 under the Sonic Healthcare Limited Employee Option Plan. 140,000 options have been exercised since that date, but prior to the date of this report, resulting in the issue of 140,000 ordinary shares. The amount paid by the option holders per share was $11.10.

(b) Executive Incentive Plan options
A total of 1,540,000 ordinary shares were issued during the year ended 30 June 2012 on the exercise of Executive Incentive Plan options. A further 1,540,000 options were exercised since that date, but prior to the date of this report, resulting in the issue of 1,540,000 ordinary shares. The amount paid by the option holders per share was $7.50.

No amounts are unpaid on any of these shares.

(vii) Options granted to officers
During the year nil options were issued to the five highest remunerated officers of the Company and the Group who are not already disclosed as key management personnel.

(b) Options issued other than in relation to remuneration

(i) Clinical Pathology Laboratories, Inc. (CPL)
2,000,000 options over unissued ordinary Sonic shares were granted on 15 November 2006. Each option is convertible into one ordinary share as set out below at an exercise price of $13.10:

- 1,400,000 could be exercised after 1 October 2010, expiring 30 September 2011
- 300,000 could be exercised after 1 October 2011, expiring 30 September 2012
- 300,000 could be exercised after 1 October 2012, expiring 30 September 2013

Options granted carry no dividend or voting rights. No option holder has any right under the option to participate in any other issue of the Company or of any other entity. 1,400,000 options expired (unexercised) on 30 September 2011 while 600,000 options remain unexercised as at the date of this report. The weighted average remaining contractual life of options outstanding at the end of the year was 0.8 years (2011: 0.7 years).

Note 38 Share based payments (continued)

(b) Options issued other than in relation to remuneration (continued)

(ii) Medica Laboratory Group
1,000,000 options over unissued ordinary Sonic shares were granted on 13 August 2007 as part of the Medica acquisition consideration. Each option was convertible into one ordinary share as set out below on or before 30 September 2012 at an exercise price of $13.00 or, where the closing market share price for Sonic's shares on 30 May 2012 was less than $15.00, $2.00 less than the closing price on that day.

- Up to 20% could be exercised after 30 May 2008
- Up to 40% could be exercised after 30 May 2009
- Up to 60% could be exercised after 30 May 2010
- Up to 80% could be exercised after 30 May 2011
- Up to 100% could be exercised after 30 May 2012

Options granted carried no dividend or voting rights. No option holder had any right under the option to participate in any other issue of the Company or of any other entity. All of the 1,000,000 options were exercised on 31 May 2012 at an exercise price of $10.17. The weighted average remaining contractual life of options outstanding at the end of the year was nil years (2011: 1.3 years). The weighted average share price at the date of exercise of the options was $12.17.

(iii) Bioscientia Healthcare Group
1,000,000 options over unissued ordinary Sonic shares were granted on 3 October 2007 as part of the Bioscientia acquisition consideration. Each option was convertible into one ordinary share as set out below on or before 3 August 2012 at an exercise price of $14.16:

- Up to 50% could be exercised after 3 April 2010
- Up to 75% could be exercised after 3 April 2011
- Up to 100% could be exercised after 3 April 2012

Options granted carried no dividend or voting rights. No option holder had any right under the option to participate in any other issue of the Company or of any other entity. All of the 1,000,000 options expired (unexercised) on 3 August 2012. The weighted average remaining contractual life of options outstanding at the end of the year was 0.1 years (2011: 1.1 years).

(iv) Labor 28 Group
500,000 options over unissued ordinary Sonic shares were granted on 25 July 2008 as part of the Labor 28 acquisition consideration. Each option is convertible into one ordinary share as set out below on or before 25 May 2013 at an exercise price of $13.30:

- Up to 50% may be exercised after 25 January 2011
- Up to 75% may be exercised after 25 January 2012
- Up to 100% may be exercised after 25 January 2013

Options granted carry no dividend or voting rights. No option holder has any right under the option to participate in any other issue of the Company or of any other entity. All of the 500,000 options remain unexercised as at the date of this report. The weighted average remaining contractual life of options outstanding at the end of the year was 0.9 years (2011: 1.9 years).

Note 39 Related parties

(a) Parent entities and subsidiaries
Sonic Healthcare Limited is the ultimate Parent Company in the Group comprising the Company and its subsidiaries as detailed in Note 32.

(i) Transactions with Directors of Sonic Healthcare Limited and key management personnel
During the financial year rental expense payments totalling $559,467 (2011: $516,101) have been made by the Group to Director related entities, including unit trusts, private companies and spouses. The rental transactions were based on normal terms and conditions and at market rates. No balance was outstanding at the end of the current or preceding year. The Director who had an interest in the rental transactions in the current and preceding financial year was C.J. Jackson.

(ii) Transactions with directors of subsidiaries of the Group
During the financial year rental expense payments totalling $555,043 (2011: $511,441) have been made by the Group to subsidiary director related entities, including unit trusts, private companies and spouses. The rental transactions were based on commercial terms and conditions and at market rates. No balance was outstanding at the end of the current or preceding year. The directors of subsidiaries who had an interest in the rental transactions in the current or preceding financial year were M. Prentice and J. Roberts.

During the financial year rental expense payments totalling $435,796 (2011: $429,174) have been made by the Group to a subsidiary director related entity, SRD Immobilien AG. The rental transactions were based on commercial terms and conditions and at market rates. No balance was outstanding at the end of the current or preceding year. The director of the subsidiary who had an interest in the rental transaction was Dr F. Käppeli.

During the financial year rental expense payments of $306,874 (2011: $176,202) have been made by the Group to a subsidiary director related entity, The Ascot Hospital and Clinics Limited. The rental transactions were based on commercial terms and conditions and at market rates. No balance was outstanding at the end of the current or previous year. The director of the subsidiary who had an interest in the transaction was Dr A. Wong.

During the financial year the Group paid information technology service fees of $6,484,881 (2011: $5,504,516) to eHealth Networks Pty Limited, a company in which a subsidiary director Dr M.W. Parmenter is a Director but has no economic interest. The balance outstanding at 30 June 2012 was $144,104 (2011: $81,443). These transactions were made on normal commercial terms and conditions and at market rates.

During the financial year radiology service fees of $332,385 (2011: $237,830) have been received by the Group from a subsidiary director related entity, Breast Care Limited. The service fees were based on commercial terms and conditions and at market rates. A current receivable balance of $30,387 existed at 30 June 2012 (2011: $24,443). The director of the subsidiary who had an interest in the transaction was Dr D. Benson-Cooper.

(iii) Remuneration of Directors and key management personnel
Details of remuneration of Directors and key management personnel have been disclosed in the Remuneration Report within the Directors' Report.

(b) Amounts receivable from/payable to other key management personnel
There were no amounts receivable from/payable to other key management personnel at 30 June 2012 (2011: $nil).

(c) Doubtful debts
No provision for doubtful debts has been raised in relation to any receivable or loan balance with related parties, nor has any expense been recognised.

Note 40 Earnings per share

	Consolidated Group 2012 Cents	2011 Cents
Basic earnings per share	**81.1**	75.8
Diluted earnings per share	**80.7**	75.5

Weighted average number of ordinary shares used as the denominator

	2012 Shares	2011 Shares
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**389,835,777**	388,429,875
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	**391,769,391**	390,196,374

Options over ordinary shares are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share.

Details of the options exercised and issued in the period between the reporting date and the date of this report are detailed in Note 38.

Reconciliations of earnings used in calculating earnings per share

	Consolidated Group 2012 $'000	2011 $'000
Net profit	**317,685**	294,489
Net (profit)/loss attributable to minority interests	**(1,689)**	46
Earnings used in calculating basic and diluted earnings per share	**315,996**	294,535

Note 41 Statement of cash flows

	Consolidated Group 2012 $'000	Consolidated Group 2011 $'000
(a) Cash at bank and on hand	**168,594**	174,687

Cash balances bear floating interest rates of between 0.01% - 3.53% (2011: 0.01% - 5.75%)

(b) Reconciliation of net cash inflow from operating activities to operating profit after income tax

	2012 $'000	2011 $'000
Operating profit after income tax	**317,685**	294,489
Add/(less) non-cash items:		
Depreciation and amortisation	**132,054**	114,918
Share based payments	**3,699**	3,927
Other non-cash items	**2,765**	(4,533)
Add/(less) changes in assets and liabilities during the financial year:		
(Increase)/decrease in sundry debtors and prepayments	**(15,217)**	(4,179)
(Increase)/decrease in trade debtors and accrued revenue	**(31,699)**	(33,417)
(Increase)/decrease in inventories	**(3,004)**	(1,557)
(Increase)/decrease in deferred tax assets	**2,424**	(9,431)
Increase/(decrease) in trade creditors and accrued expenses	**38,256**	14,720
Increase/(decrease) in deferred tax liabilities	**10,013**	25,123
Increase/(decrease) in current tax liabilities	**18,821**	7,863
Increase/(decrease) in other provisions	**(257)**	(646)
Increase/(decrease) in other liabilities	**156**	(908)
Increase/(decrease) in provision for employee entitlements	**11,062**	2,650
Net cash inflow from operating activities	**486,758**	409,019

(c) Non-cash financing and investing activities

The following non-cash financing and investing activities occurred during the year and are not reflected in the Cash Flow Statement:

- Plant and equipment with an aggregate fair value of $1,016,000 (2011: $1,668,000) was acquired by means of finance leases and hire purchase agreements.

Note 42 Financial risk management

The Group is exposed to the following categories of financial risks as part of its overall capital structure; market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's risk management program addresses the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Group has adopted the following philosophies towards financial risk management:

- to take a proactive approach in identifying and managing material treasury risks;
- not to take speculative derivative positions;
- to structure hedging to reflect underlying business objectives;
- to reduce volatility and provide more certainty of earnings.

Financial risk management is carried out by a central treasury department (Group Treasury) which identifies, evaluates and hedges financial risks to support the Group's strategic and operational objectives. Group Treasury operates within the parameters of a Board approved Treasury Policy. The Treasury Policy provides written principles for overall financial risk management as well as policies covering specific areas, such as liquidity, funding and interest rate risk, foreign exchange risk, credit risk, and operational treasury risk. One of the key responsibilities of Group Treasury is the management of the Group's debt facilities.

(a) Capital risk management

The Group's objectives when managing capital are to safeguard the consolidated entity's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group is proactively managed by issuing new shares by way of institutional placements, shareholder purchase plans, rights issues, as part consideration for acquisitions, or activation from time to time of the Company's Dividend Reinvestment Plan; by utilising the SHEST to buy Sonic's shares on market; or by varying the amount of dividends paid to shareholders.

The capital structure of the Group is mainly monitored on the basis of the Net Debt to Earnings Before Interest, Tax, Depreciation and Amortisation ("EBITDA") Ratio, which is also a covenant under Sonic's debt facilities (with a maximum permitted level of 3.5 times). Other ratios considered are the Gearing Ratio and Interest Cover Ratio, which are also covenants under the debt facilities. Future compliance with these debt covenants is modelled by reference to a rolling 5 year financial forecast model.

During 2012 and 2011 the Group maintained a Net Debt to EBITDA ratio of between 2.5 to 2.8 times, however short term spikes above these levels are considered to accommodate significant business acquisitions. The Company's history demonstrates Net Debt to EBITDA being conservatively and consistently managed towards the middle of a 2 to 3 times range.

The Net Debt to EBITDA ratio is calculated as Net (of cash) Interest Bearing Debt divided by EBITDA. EBITDA is normalised for acquisitions made during a period, equity remuneration expense (a non-cash item) and for acquisition-related costs which are expensed under AASB 3 *Business Combinations*. Net Interest Bearing Debt is adjusted for currency rate fluctuations.

The Gearing Ratio is calculated as Net Interest Bearing Debt divided by Net Interest Bearing Debt plus Equity (per the Balance Sheet), and must be maintained below 55% under the debt facilities.

The Group is required to maintain an Interest Cover Ratio greater than 3.25 under the debt facilities, calculated as EBITA divided by Net Interest Expense. EBITA is normalised for equity remuneration expense and acquisition-related costs.

These three ratios are the only financial undertakings under Sonic's debt facilities.

The ratios calculated using the facility definitions at 30 June 2012 and 30 June 2011 were as follows:

	2012	2011
Net Debt to EBITDA (times)	**2.51**	2.76
Gearing	**37.6%**	37.9%
Interest Cover (times)	**7.01**	7.41

Note 42 Financial risk management (continued)

(b) Market risk

(i) Foreign currency risk
Foreign currency risk refers to the risk that the value of a financial commitment, recognised asset or liability will fluctuate due to changes in foreign currency rates.

Foreign currency risk arising on the translation of the net assets of the Group's foreign controlled entities, which have a different functional currency, is managed at the Group level. The Group manages this foreign exchange translation risk by "natural" balance sheet hedges, i.e. having borrowings denominated in the same functional currencies of the foreign controlled entities. The foreign currency gains or losses arising from this risk are recorded through the foreign currency translation reserve. As Sonic's foreign currency earnings grow and debt is repaid, the natural hedge becomes less effective, so AUD reported earnings do fluctuate. The underlying earnings in foreign currency however are not affected. Capital hedging is not undertaken given the cash flow implications of ongoing hedging and the long term nature of investments.

The Group is not significantly exposed to transactional foreign currency risk associated with receipts and payments that are required to be settled in foreign currencies. These transactions are limited in number; therefore the exposure is typically identified and managed on a case by case basis, usually by the spot or forward purchase of foreign currencies.

The carrying amount of the Group's bank loans and USPP notes are denominated in the following currencies:

	Consolidated Group	
	2012	2011
	$'000	$'000
AUD	**49,000**	-
NZD	**-**	5,403
USD	**921,059**	878,572
EURO	**736,819**	791,515
GBP	**24,824**	21,710
	1,731,702	1,697,200

Hedge of net investments in foreign operations
Of the total bank loans and USPP notes of $1,731,702,000 (2011: $1,697,200,000), $735,828,000 (2011: $790,161,000) are denominated in EURO and qualify as a hedge, as per accounting standards, of the Group's net investment in operations in Germany and Belgium. In addition $73,270,000 (2011: $nil) are denominated in USD and qualify as a hedge of the Group's net investment in operations in the United States. Gains or losses on retranslation of these borrowings are transferred to equity to offset any gains or losses on translation of the net investment in these operations. The ineffectiveness recognised in the Income Statement from net investment hedges was $nil (2011: $nil).

The remaining bank loans and USPP notes of $873,604,000 (2011: $907,039,000) denominated in USD, EURO and GBP are in the same functional currencies as Sonic's operations in the United States, Germany and the United Kingdom and act as a "natural" balance sheet hedge against foreign currency earnings fluctuations.

Sensitivity analysis
Based on the financial instruments held at 30 June 2012, had the Australian dollar weakened/strengthened by 10% (2011: 10%) against all relevant currencies, the Group's post-tax profit would have been $nil higher/$nil lower (2011: $nil higher/$nil lower), as a result of having minimal exposure to foreign currency denominated financial instruments. Other components of equity would have been $nil lower/higher (2011: $nil lower/higher).

(ii) Interest rate risk
Sonic Healthcare Limited and certain subsidiaries are parties to derivative financial instruments such as interest rate swaps in the normal course of business in order to hedge exposure to fluctuations in interest rates. Derivatives are exclusively used for hedging purposes i.e. not as trading or speculative instruments. The Group's non-hedged fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in AASB 7.

Note 42 Financial risk management (continued)

(b) Market risk (continued)

(ii) Interest rate risk (continued)

Interest rate swap contracts – cash flow hedge
The Group's main interest rate risk arises from bank loans that are subject to variable interest rates. It is the Group's policy to protect part of the variable interest rate loans drawn under its debt facilities (relevant loans totalling 2012: $1,242,239,000; 2011: $1,229,906,000) from exposure to increasing interest rates.

The Group's policy is to ensure exposure to increases in floating interest rates does not impact annual net profit after tax over a 3 year period by more than a specified percentage as defined within the hedging parameters of the Group's Treasury Policy, and will not result in a breach of the Interest Cover Ratio covenant under the Group's debt facilities. Hedging is undertaken as and when required to ensure exposure to interest rate risk is managed within these parameters. Accordingly, the Group has entered into fixed rate debt (USPP notes), as well as interest rate swap contracts under which it is obliged to receive interest at variable rates and to pay interest at fixed rates. The contracts are settled on a net basis. Swap contracts are entered into in the currencies of the underlying debt which are USD, EURO and GBP. The contracts require settlement of net interest receivable or payable on a quarterly or half yearly basis depending on the funding period of the underlying debt. All interest rate swap contracts have settlement dates which coincide with the dates on which interest is payable on the underlying debt.

Swaps in place at balance sheet date cover approximately 25% (2011: 34%) of the Sonic senior variable rate bank debt outstanding. The fixed interest rates range between 1.47% and 5.23% (2011: 2.57% and 8.05%). The variable interest rates range between 1.09% and 5.15% (2011: 1.04% and 4.27%).

There was no ineffective portion of the swaps during either the current or previous financial year.

Interest rate swap contracts – fair value hedge
The Group's strategy is to minimise interest expense and ensure exposure to movements in market interest rates are managed in line with the Treasury Policy. The Group has entered into interest rate swap contracts under which it is obliged to receive interest at fixed rates and to pay interest at variable rates. The contracts are settled on a net basis. Swap contracts have been entered into in the currency of the underlying debt of USD. The contracts require settlement of net interest receivable or payable on a half yearly basis. All interest rate swap contracts have settlement dates which coincide with the dates on which interest is payable on the underlying debt. Swaps in place at the balance sheet date cover approximately 40% (2011: 39%) of the fixed rate debt outstanding.

The interest rate swaps are designated as a fair value hedge of fixed rate USD debt. The nature of the hedged risk is the change in the fair value of the fixed rate USD debt attributable to movements in the USD LIBOR based market swap rate away from the market swap rate at inception on the first 5 years of interest payments.

The swap contracts (hedging instrument) and the underlying fixed rate USD debt (hedged item) have both been measured at fair value. The fair value hedge is considered highly effective with minor fair value gains/losses recorded in the Income Statement on the hedging instrument and hedged item during the current and previous year. The fair value of the hedging instruments at 30 June 2012 was $7,899,000 (2011: $843,000).

At 30 June, the notional principal amounts and periods of expiry of all interest rate swap contracts for the Group were as follows:

	Consolidated Group	
	2012	2011
	$'000	$'000
Less than 1 year	**131,641**	142,541
1 – 2 years	**140,431**	129,239
2 – 3 years	**37,129**	146,743
3 – 4 years	**195,389**	-
Over 4 years	**-**	186,376
	504,590	604,899

Note 42 Financial risk management (continued)

(b) Market risk (continued)

(ii) Interest rate risk (continued)

Interest rate risk exposures

The Group's exposure to interest rate risk and the effective weighted average interest rate by maturity periods is set out in the following tables.

Consolidated Group — Fixed interest rate maturities

	Notes	1 year or less $'000	Over 1 and less than 2 years $'000	Over 2 and less than 3 years $'000	Over 3 and less than 4 years $'000	Over 4 and less than 5 years $'000	Over 5 years $'000	Non-interest bearing $'000	Total $'000
30 June 2012									
Assets									
Cash and deposits	41(a)	16,093	-	-	-	-	-	4,082	20,175
Trade debtors	8	-	-	-	-	-	-	405,020	405,020
Accrued revenue	8	-	-	-	-	-	-	56,845	56,845
Sundry debtors	8	158	-	-	-	-	-	38,150	38,308
Amounts owing from other entities	8,12	1,670	4	1	-	-	-	2,195	3,870
Other financial assets	13	-	-	-	-	-	-	50,073	50,073
Interest rate swap receive fixed		-	-	-	195,389	-	-	-	195,389
Total assets		17,921	4	1	195,389	-	-	556,365	769,680
Liabilities									
Trade and other creditors	19	-	-	-	-	-	-	277,268	277,268
Amounts owing to vendors	20,24,25,28	54	-	-	-	-	-	21,271	21,325
Other	24,28	-	-	-	-	-	-	1,329	1,329
Lease and hire purchase liabilities	20,25	1,558	1,255	426	142	29	25	-	3,435
USPP notes	25	-	-	-	-	92,810	395,662	-	488,472
Bank loans	20,25	248	248	248	247	-	-	-	991
Interest rate swaps pay fixed		131,641	140,431	37,129	-	-	-	-	309,201
Total liabilities		133,501	141,934	37,803	389	92,839	395,687	299,868	1,102,021

Consolidated Group — Fixed interest rate maturities

	Notes	1 year or less $'000	Over 1 and less than 2 years $'000	Over 2 and less than 3 years $'000	Over 3 and less than 4 years $'000	Over 4 and less than 5 years $'000	Over 5 years $'000	Non-interest bearing $'000	Total $'000
30 June 2011									
Assets									
Cash and deposits	41(a)	8,725	-	-	-	-	-	25,853	34,578
Trade debtors	8	-	-	-	-	-	-	379,653	379,653
Accrued revenue	8	-	-	-	-	-	-	50,962	50,962
Sundry debtors	8	155	-	-	-	-	-	28,344	28,499
Amounts owing from other entities	8,12	1,618	202	135	-	-	30	2,648	4,633
Other financial assets	13	-	-	-	-	-	-	46,441	46,441
Interest rate swap receive fixed		-	-	-	-	186,376	-	-	186,376
Total assets		10,498	202	135	-	186,376	30	533,901	731,142
Liabilities									
Trade and other creditors	19	-	-	-	-	-	-	233,675	233,675
Amounts owing to vendors	20,24,25,28	97	-	-	2,029	-	-	8,376	10,502
Other	24,28	-	-	-	-	-	-	1,162	1,162
Lease and hire purchase liabilities	20,25	2,736	1,769	1,256	697	336	109	-	6,903
USPP notes	25	-	-	-	-	-	465,940	-	465,940
Bank loans	20,25	271	271	271	271	270	-	-	1,354
Interest rate swaps pay fixed		142,541	129,239	146,743	-	-	-	-	418,523
Total liabilities		145,645	131,279	148,270	2,997	606	466,049	243,213	1,138,059

Note 42 Financial risk management (continued)

(b) Market risk (continued)

(ii) Interest rate risk (continued)

Consolidated Group — **Floating interest rate maturities**

30 June 2012	Notes	1 year or less $'000	Over 1 and less than 2 years $'000	Over 2 and less than 3 years $'000	Over 3 and less than 4 years $'000	Over 4 and less than 5 years $'000	Over 5 years $'000	Total $'000	Weighted average interest rate %
Assets									
Cash and deposits	41(a)	148,419	-	-	-	-	-	148,419	1.15
Amounts owing from other entities	8,12	643	314	243	-	748	-	1,948	3.69
Interest rate swaps receive floating		131,641	140,431	37,129	-	-	-	309,201	0.58
		280,703	140,745	37,372	-	748	-	459,568	
Liabilities									
Bank loans	20,25	511,296	206,486	451,186	73,271	-	-	1,242,239	1.98
Other loans	20	2,260	-	-	-	-	-	2,260	6.81
Amounts owing to vendors	20,25	972	756	496	-	-	-	2,224	3.59
Interest rate swaps pay floating		-	-	-	195,389	-	-	195,389	3.86
		514,528	207,242	451,682	268,660	-	-	1,442,112	

Consolidated Group — **Floating interest rate maturities**

30 June 2011	Notes	1 year or less $'000	Over 1 and less than 2 years $'000	Over 2 and less than 3 years $'000	Over 3 and less than 4 years $'000	Over 4 and less than 5 years $'000	Over 5 years $'000	Total $'000	Weighted average interest rate %
Assets									
Cash and deposits	41(a)	140,109	-	-	-	-	-	140,109	3.70
Amounts owing from other entities	8,12	719	665	350	-	-	-	1,734	5.00
Interest rate swaps receive floating		142,541	129,239	146,743	-	-	-	418,523	0.89
		283,369	129,904	147,093	-	-	-	560,366	
Liabilities									
Bank loans	20,25	-	595,306	237,110	147,375	250,115	-	1,229,906	2.58
Other loans	25	-	2,225	-	-	-	-	2,225	6.72
Amounts owing to vendors	20,25	760	707	392	-	-	-	1,859	5.00
Interest rate swaps pay floating		-	-	-	-	186,376	-	186,376	3.51
		760	598,238	237,502	147,375	436,491	-	1,420,366	

Sensitivity analysis

If interest rates in all relevant currencies applied to financial instruments held at 30 June 2012 had changed by -10/+100 basis points (2011: -10/+100 basis points) for the financial year with all other variables held constant, the Group's post-tax profit for the year would have been $721,000/$7,211,000 higher/lower (2011: $602,000/$6,020,000 higher/lower) mainly as a result of lower/higher interest expense from bank loans. Other components of equity would have been $369,000/$7,652,000 higher/lower (2011: $1,020,000/$1,367,000 lower/higher) as a result of an increase/decrease in the fair value of the cash flow hedges relative to the decrease/increase in borrowings. The movements in profit and equity in 2012 are more sensitive than in 2011 due to the higher unhedged net debt position at 30 June 2012.

(iii) Other price risk

The Group does not have significant exposure to fluctuations in the fair values or future cash flows of financial instruments associated with changes in market prices.

Note 42 Financial risk management (continued)

(c) Credit risk

The credit risk on financial assets of the Group which have been recognised on the Balance Sheet, other than investment in shares, is generally the carrying amount, net of any provisions for impairment. Where entities have a right of set-off and intend to settle on a net basis, this set-off has been reflected in the financial statements in accordance with accounting standards.

The Group does not have any material exposure to any individual customer or counterparty other than certain government or statutory funded bodies in the countries in which the Group operates. As at 30 June 2012 Sonic is carrying ~€13M (2011: ~€3M) in debtors relating to short payments of quarterly billing by certain regional funding bodies (“KVs”) in Germany (including estimates of short payments for the June quarter). Sonic is pursuing recovery of these debtors and legal advice supports full recoverability as the short payments are considered illegal, and this view is supported by a number of the other regional KVs. The regional short payments will cease with the September 2012 quarter, after which the statutory insurance payment system moves to a national funding structure.

There are no other significant concentrations of credit risk within the Group.

Receivable balances and ageing analysis are monitored on an ongoing basis. In order to minimise the Group’s exposure to bad debts, rigorously enforced processes are in place to send reminder notices, demands for repayments and ultimately to refer to debt collection agencies. Credit limits are imposed and monitored for commercial customers.

The Group has not renegotiated any material collection/repayment terms of any financial assets in the current or previous financial year.

Credit risk in the treasury context is defined as the risk of sustaining a loss as a result of a counterparty that has accepted a deposit from the Group and/or entered into a financial transaction with the Group related to the management of treasury related risks. Group Treasury seeks to only enter into transactions with counterparties who are senior lenders to the Group.

(d) Liquidity risk

The Group is exposed to funding and liquidity risks including the risk that in refinancing its debt, the Group may be exposed to an increased credit spread (the credit spread is the margin that must be paid over the equivalent government or risk free rate or swap rate) and the risk of not being able to refinance debt obligations or meet other cash outflow obligations at a reasonable cost when required.

The Group’s strong cash flows and Balance Sheet are a major mitigator of this type of risk, along with the dynamics of the medical diagnostic services market. The Group seeks to further mitigate these risks by structuring its debt with a spread of maturities, maintaining excellent relationships with a number of Australian and international banks, diversifying funding sources by accessing the private placement bond market in the USA, and keeping sufficient committed credit lines available for short to medium term needs (balanced against the cost of maintaining such lines).

The tables below analyse the Group’s financial liabilities and net-settled derivative financial instruments into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows including interest (other than in the “carrying value” column). The table ignores the maturities of undrawn credit lines. For interest rate swaps the cash flows have been estimated using forward interest rates applicable at the reporting date.

Note 42 Financial risk management (continued)

(d) Liquidity risk (continued)

Consolidated Group

30 June 2012	Notes	1 year or less $'000	Over 1 and less than 2 years $'000	Over 2 and less than 5 years $'000	Over 5 years $'000	Total $'000	Carrying Value $'000
Liabilities							
Trade and other creditors	19	277,268	-	-	-	277,268	277,268
Amounts owing to vendors	20,24,25,28	3,534	1,514	18,425	184	23,657	23,549
Bank loans	20,25	536,717	225,403	537,854	-	1,299,974	1,243,230
USPP notes	25	25,987	25,987	170,770	471,517	694,261	488,472
Other loans	25	2,412	-	-	-	2,412	2,260
Other	24,28	242	367	652	68	1,329	1,329
Lease and hire purchase liabilities	20,25	1,699	1,354	645	31	3,729	3,435
Net-settled interest rate swaps	23	6,956	2,049	124	-	9,129	8,737
Financial guarantee contracts		6,082	-	-	-	6,082	-
Total liabilities		860,897	256,674	728,470	471,800	2,317,841	2,048,280

Consolidated Group

30 June 2011	Notes	1 year or less $'000	Over 1 and less than 2 years $'000	Over 2 and less than 5 years $'000	Over 5 years $'000	Total $'000	Carrying Value $'000
Liabilities							
Trade and other creditors	19	233,675	-	-	-	233,675	233,675
Amounts owing to vendors	20,24,25,28	4,461	5,219	3,033	210	12,923	12,361
Bank loans	20,25	46,044	626,341	675,604	-	1,347,989	1,231,260
USPP notes	25	24,788	24,788	74,364	563,083	687,023	465,940
Other loans	25	149	2,374	-	-	2,523	2,225
Other	24,28	252	175	700	35	1,162	1,162
Lease and hire purchase liabilities	20,25	2,993	1,964	2,564	126	7,647	6,903
Net-settled interest rate swaps	23	9,934	4,503	618	-	15,055	14,359
Financial guarantee contracts		15,224	-	-	-	15,224	-
Total liabilities		337,520	665,364	756,883	563,454	2,323,221	1,967,885

The financial guarantee contracts relate to guarantees given by the Group in respect of workers compensation insurance. The guarantees are the maximum amounts allocated to the earliest period in which the guarantees could be called. The Group does not expect these payments to eventuate.

The expiry dates for the Group's main debt facilities at 30 June 2012 are as follows (figures are facility limit amounts, not drawings):

	AUD $'000	USD $'000	EURO €'000
October 2012	15,464	235,369	215,200
March 2014	165,000	259,000	62,000
November 2014	-	48,500	25,840
April 2015	179,000	-	186,000
March 2016	-	-	190,000
June 2016	-	75,000	-
January 2017	-	95,000	-
June 2017	-	75,000	-
January 2020	-	155,000	-
January 2021	-	250,000	-
	359,464	1,192,869	679,040

There have been no material breaches and no defaults of loans in the current or preceding reporting periods.

Note 42 Financial risk management (continued)

(e) Net fair value of financial assets and liabilities

The net fair value of cash and cash equivalents and non-interest bearing monetary financial assets and financial liabilities of the Group approximates their carrying amounts.

The net fair value of other monetary financial assets and financial liabilities is based upon market prices where a market exists or by discounting the expected future cash flows by the current interest rates for assets and liabilities with similar risk profiles.

For non-traded equity investments, the net fair value is determined using valuation techniques (Note 1(j)).

(f) Fair values

The carrying amounts of assets and liabilities on the Consolidated Group Balance Sheet approximate their fair values.

Fair value hierarchy
AASB 7 *Financial Instruments: Disclosures* requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (i) quoted prices (unadjusted) in active markets for identified assets or liabilities (level 1)
- (ii) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (iii) inputs for the asset or liability that are not based on observable market value (unobservable inputs) (level 3).

At 30 June 2012 the interest rate swaps have a liability fair value of $8,737,000 (2011: $14,359,000). The swaps are included within level 2 of the AASB 7 hierarchy and are calculated using the present value of estimated future cash flows. In addition, interest bearing debt of $195,389,000 (2011: $186,376,000) is being carried at fair value. The debt is included within level 2 of the AASB 7 hierarchy and is calculated using the present value of estimated future cash flows. The carrying value of the debt approximates the amount the Group would be contractually required to pay at maturity to the holder of the obligation.

There were no transfers between level 1 and level 2 in the period.

Note 43 Parent Company financial information

(a) Summary financial information

The individual financial statements for the Parent Company show the following aggregate amounts:

	2012 $'000	2011 $'000
Balance sheet		
Current assets	**1,296,724**	1,247,436
Total assets	**4,198,661**	4,001,165
Current liabilities	**1,200,037**	710,565
Total liabilities	**1,676,739**	1,508,155
Shareholders' equity		
Contributed equity	**2,416,472**	2,382,531
Reserves		
Equity remuneration reserve	**11,120**	19,642
Share option reserve	**16,427**	16,427
Retained earnings	**77,903**	74,410
	2,521,922	2,493,010
Profit or loss for the year	**233,575**	231,341
Total comprehensive income	**233,575**	231,341

Note 43 Parent Company financial information (continued)

(b) Guarantees entered into by the Parent Company
The Parent Company is a party to the deed of cross guarantee as disclosed in Note 31. No liabilities have been assumed by the Parent Company in relation to this guarantee as it is expected the parties to the deed of cross guarantee will continue to generate positive cash flows. The Parent Company has further provided guarantees of $31,323,000 in respect of property leases and workers compensation insurance for subsidiary entities. In addition the Parent Company has provided guarantees of the performance of certain contracts by subsidiary entities. No liability was recognised by the Parent Company or the Consolidated Group in relation to these guarantees, as their fair values are immaterial.

(c) Contingent liabilities of the Parent Company
The Parent Company did not have any contingent liabilities as at 30 June 2012 or 30 June 2011 other than as outlined in (d) below. For information about guarantees given by the Parent Company, please see above.

(d) Contractual commitments for the acquisition of property, plant or equipment
The Parent Company has entered into an agreement to acquire land and buildings in Western Australia for $17,800,000 conditional upon development approval being granted by local council. If the development approval is unsuccessful, the commitment under the sale contract lapses with no financial penalty. The Parent Company did not have any other contractual commitments for the acquisition of property, plant or equipment as at 30 June 2012 or 30 June 2011.

Note 44 Events occurring after reporting date

Since the end of the financial year, the Directors are not aware of any matter or circumstance not otherwise dealt with in these financial statements that has significantly or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years, other than as follows:

On 20 August 2012 Sonic's Directors declared a final dividend of 35 cents (45% franked) per ordinary share, payable on 9 October 2012. Sonic's Dividend Reinvestment Plan is in operation for this dividend. The final dividend included no conduit foreign income.

In September 2012 the Group successfully established a new club bank debt facility for €195M, expiring in 2017.

Directors' Declaration

For the year ended 30 June 2012

In the Directors' opinion:

(a) the financial statements and Notes set out on pages 41 to 119 are in accordance with the *Corporations Act 2001*, including:
   (i) complying with Accounting Standards, the *Corporation Regulations 2001* and other mandatory professional reporting requirements; and
   (ii) giving a true and fair view of the Group's financial position as at 30 June 2012 and of its performance for the financial year ended on that date; and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

(c) at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group identified in Note 31 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in Note 31.

Note 1(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the Managing Director and Finance Director required by section 295A of the *Corporations Act 2001*.

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

Dr C.S. Goldschmidt
Director

C.D. Wilks
Director

Sydney
26 September 2012

Independent Auditor's Report to the Members of Sonic Healthcare Limited

Report on the Financial Report

We have audited the accompanying Financial Report of Sonic Healthcare Limited (the Company), which comprises the Balance Sheet as at 30 June 2012, and the Income Statement, the Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the Directors' Declaration for the Sonic Healthcare Group (the consolidated entity). The consolidated entity comprises 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*.

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. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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.

Our procedures include reading the other information in the Annual Report to determine whether it contains any material inconsistencies with the Financial Report.

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

Independence

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

PricewaterhouseCoopers, ABN 52 780 433 757
Darling Park Tower 2, 201 Sussex Street, GPO BOX 2650, SYDNEY NSW 117,1 DX 77 Sydney, Australia
T +61 2 8266 0000, F +61 2 8266 9999, www.pwc.com.au

Independent Auditor's Report to the Members of Sonic Healthcare Limited (continued)

Auditor's opinion

In our opinion:

(a) the Financial Report of Sonic Healthcare Limited is in accordance with the *Corporations Act 2001*, including:

   (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of its performance for the year ended on that date; and

   (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001;* and

(b) the Financial Report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 21 to 29 of the Directors' Report for the year ended 30 June 2012. 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 Sonic Healthcare Limited for the year ended 30 June 2012, complies with section 300A of the *Corporations Act 2001*.

Matters relating to the electronic presentation of the audited Financial Report

This Auditor's Report relates to the Financial Report and Remuneration Report of Sonic Healthcare Limited (the Company) for the year ended 30 June 2012 included on the Sonic Healthcare Limited web site. The Company's Directors are responsible for the integrity of the Sonic Healthcare Limited web site. We have not been engaged to report on the integrity of this web site. The Auditor's Report refers only to the Financial Report and Remuneration Report named above. It does not provide an opinion on any other information which may have been hyperlinked to/from the Financial Report or the Remuneration Report. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the audited Financial Report and Remuneration Report to confirm the information included in the audited Financial Report and Remuneration Report presented on this web site.

PricewaterhouseCoopers

PricewaterhouseCoopers

Matthew Lunn
Partner

Sydney
26 September 2012

Shareholders' Information

1. Information relating to shareholders

(a) Distribution schedule as at 14 September 2012

	No. of holders ordinary shares
1 – 1,000	17,300
1,001 – 5,000	15,193
5,001 – 10,000	1,313
10,001 – 100,000	686
100,001 and over	98
	34,590
Voting rights – on a show of hands	1/member
– on a poll	1/share
Percentage of total shares held by the twenty largest registered holders	77.93%
Number of holders holding less than a marketable parcel	475

(b) Substantial shareholders as at 14 September 2012

The Company has received substantial shareholding notices to 14 September 2012 in respect of the following holdings:

	No. of securities	Percentage held
The Capital Group Companies, Inc.	46,262,112	11.91%
Manning & Napier Advisors, LLC	25,097,655	6.42%

(c) Names of the twenty largest registered holders of equity securities as at 14 September 2012

	No. of securities	Percentage held
J P Morgan Nominees Australia Limited	89,823,245	22.88%
HSBC Custody Nominees (Australia) Limited	77,796,563	19.81%
National Nominees Limited	62,427,276	15.90%
Jardvan Pty Ltd	15,958,704	4.06%
Citicorp Nominees Pty Limited	11,910,787	3.03%
JP Morgan Nominees Australia Limited <Cash Income A/C>	9,085,136	2.31%
Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	6,823,448	1.74%
BNP Paribas Noms Pty Ltd <Master Cust DRP>	6,193,152	1.58%
Perpetual Trustee Company Limited	4,268,533	1.09%
Polly Pty Ltd <A/C Patterson Family>	3,816,646	0.97%
HSBC Custody Nominees (Australia) Limited <NT-Comnwlth Super Corp A/C>	3,580,814	0.91%
Bainpro Nominees Pty Limited	2,457,555	0.63%
AMP Life Limited	2,355,365	0.60%
Argo Investments Limited	2,274,483	0.58%
Goodoil Investments Pty Ltd <Timothy Roberts Invest A/C>	1,973,717	0.50%
Quintal Pty Ltd <Harken Family A/C>	1,521,138	0.39%
BNP Paribas Noms Pty Ltd <DRP>	1,095,255	0.28%
Mrs Jennifer Margaret Robson	889,718	0.23%
Dr Anthony John Clarke	885,000	0.23%
BNP Paribas Noms Pty Ltd <SMP Accounts DRP>	819,285	0.21%
	305,955,820	**77.93%**

2. Unquoted equity securities as at 14 September 2012

	No. on issue	No. of holders
Options over unissued ordinary shares	13,096,946	44
Performance rights	472,440	2

Shareholders' Information
(continued)

3. Share Registry

Computershare Investor Services Pty Limited
Registered address: Level 5, 115 Grenfell Street, Adelaide, SA 5000
Postal address: GPO Box 1903, Adelaide, SA 5001

Enquiries within Australia:	1300 556 161
Fax within Australia:	1300 534 987
Enquiries outside Australia:	+61 3 9415 4000
Fax outside Australia:	+61 3 9473 2408

Email: www.investorcentre.com/contact

Shareholders with enquiries should email, telephone or write to the Share Registry.

Separate shareholdings may be consolidated by advising the Share Registry in writing or by completing a Request to Consolidate Holdings form which can be found online at the above website.

Shareholders who are issuer sponsored holders should notify the Share Registry of a change of address without delay. Shareholders who are broker sponsored on the CHESS sub-register must notify their sponsoring broker of a change of address.

Direct payment of dividends into a nominated account may be arranged with the Share Registry. Shareholders are encouraged to use this option by completing a payment instruction form online or advising the Share Registry in writing with particulars.

The Annual Report is produced for your information. However, should you receive more than one or wish to be removed from the mailing list for the Annual Report, please advise the Share Registry. You will continue to receive any Notices of Meetings and Proxy Forms.

Supporting the environment through electronic communication
Sonic Healthcare Limited is a participating member of eTree and is proud to support this environmental scheme encouraging security holders to register to access all their communications electronically. Our partnership with eTree is an ongoing commitment to driving sustainable initiatives that help security holders contribute to a greener future.

For every email address registered at www.eTree.com.au/sonichealthcare, a donation of $1 is made to Landcare Australia. With your support of the eTree project and other electronic communication channels, Sonic Healthcare has significantly decreased its shareholder communication print production. Only about 6% of Sonic's shareholders still request a hard copy Annual Report, and over 25% of shareholders receive communications electronically. The result is a reduction in energy and water resources associated with paper production, and in conjunction with Landcare Australia, thousands of new trees being planted in reforestation projects around Australia and New Zealand.

We also encourage you to visit eTree if your email address has changed and you need to update it. For every updated registration, 50 cents will be donated to Landcare Australia. To register, you will need your Security Holder Reference Number (SRN) or Holder Identification Number (HIN).

4. Annual General Meeting
The Annual General Meeting will be held in Ballroom 1 at the Four Seasons Hotel, 199 George Street, Sydney at 10.00am on Thursday 22 November 2012.