

Sonic Healthcare Limited

ABN 24 004 196 909

Annual Report – 30 June 2013

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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

Principal registered office in Australia

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Share registry

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Level 5, 115 Grenfell Street, Adelaide,
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Ph: 61 3 9415 4000 (Outside Australia)
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
Clayton Utz

Bankers

Australia and New Zealand Banking Group Limited
Barclays Bank PLC
Citibank, N.A.
Commonwealth Bank of Australia
JPMorgan Chase Bank, N.A.
Lloyds TSB Bank plc
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

My fellow shareholders,

Your Company has once again reported a record net profit and we are delighted to have rewarded shareholders with a significantly higher final dividend of 37 cents per share. Total dividends for the year increased 5% on 2012.

Sonic has a strong and stable financial record and outlook, characterised by consistent revenue and earnings growth, a reliable dividend stream, and a solid balance sheet. Our market leading positions in pathology in Australia, the USA, Germany, Belgium, Switzerland, the UK/Ireland and New Zealand, and in diagnostic imaging, medical centres and occupational health in Australia, not only offer significant growth opportunities, but also mitigate the risk of regulatory change in any particular market.

Our strategy in our offshore expansion is to lead the consolidation of fragmented pathology markets, just as we have done with great success in Australia. We have taken significant steps down this path, especially in Germany and the USA, and are very focussed on growing the returns on the investments we have made in these markets, even as we continue the consolidation.

Sonic provides essential services to the communities in which we operate. Through our networks of hundreds of laboratories, thousands of collection centres and thousands of courier runs, with the involvement and oversight of hundreds of specialist clinical and anatomical pathologists and thousands of scientific staff, we provide pathology services of the highest quality, efficiently and cost effectively. Our hundred radiology clinics, involving almost two hundred radiologists and one thousand scientific staff, and our more than two hundred primary care medical centres with over sixteen hundred General Practitioners, are also important, cost effective components in the Australian healthcare system.

One of Sonic's greatest attributes is its strong and unique culture. One element of that culture is "Company Conscience", as described in Sonic's "Foundation Principles" (detailed elsewhere in this Annual Report). In short, this is recognition of the importance for the Company and its people to contribute positively to the community other than just by providing highest quality diagnostic services. This is achieved in a number of ways, including charitable initiatives such as our ongoing support of the HEAL Africa Hospital, by providing satisfying employment for over 26,000 people, by taking leadership and educational roles in our industries, by acting ethically at all times, and by adhering to our Environmental Policy, the core philosophy of which is that we all have a duty to the community to continuously improve in minimising negative impacts on our surroundings.

I am pleased to be able to conclude by stating that your Company is in a very sound shape, with leading market positions, strong financial performance, and experienced and dedicated management. Sonic is poised to deliver increasing shareholder value in the years ahead, as well as adding value to the broader community. I trust you share my pride in the achievements of the Company and I thank you for your continued support.



Peter Campbell
Chairman

CEO Report

Sonic Healthcare has continued its long track record of consistent revenue and earnings growth in 2013. Once again we have reported a record net profit, up 7% on the prior year on a constant currency basis. Revenue was also at a record level, 5% higher than 2012 on a constant currency basis. The Company is strong and stable, and well positioned for future revenue and profit growth in attractive healthcare markets.

The global demand for medical diagnostic services continues to increase as a result of growing and ageing populations, the development of new, less invasive and more efficacious tests, including the burgeoning field of genetic testing, and the increasing focus of societies and individuals on screening tests for early disease detection (preventative medicine). Sonic's leading market positions in eight countries across three continents will allow us to benefit from this strong growth in demand for our services long into the future.

This strong underlying volume growth puts pressure on healthcare funders, and as a result Sonic is sometimes subject to fee adjustments in particular markets. Unusually, during 2013 Sonic faced a "perfect storm" of fee adjustments in all three of its major pathology markets of Australia, Germany and the USA. Despite this challenge, our pathology operations in Australia, Germany, Belgium and Switzerland together grew margins by 40 basis points. This was an extremely pleasing achievement, the result of concerted efforts by our managers and staff to reduce costs and improve efficiencies. Whilst our UK/Ireland operations experienced margin dilution, this was due to significant increases in revenue from outsourcing contracts, which grew earnings albeit at lower margins.

In the USA our operations were not only impacted by Medicare fee cuts, but also by the generally weak economic conditions, resulting in abnormally low industry growth. Superstorm Sandy also had a one-off impact on growth rates. We are confident that growth will return to the US market as economic conditions improve, and this should be accelerated and enhanced by the millions of additional insured lives expected from calendar 2014 onwards as a result of the "Obamacare" legislative changes. To address the current difficulties in the US market, a major operational exercise has been undertaken over the last six months to plan and commence execution of a US\$60 million "cost-out" initiative, Sonic's most aggressive such undertaking ever. The majority of these savings are already locked in, with US\$15 million of savings achieved in 2013, ramping up to \$50 million per annum in 2014, with the full US\$60 million to be in place for the 2015 year.

During periods of market revenue pressure, it is an advantage to be one of the largest, more efficient operators, preferably with diversified revenue streams. Fortunately, this is generally the case for Sonic – we are less impacted by adverse market changes than smaller, less efficient players. In general, market downturns drive further market consolidation, feeding into Sonic's core strategy of organic and acquisitional growth, with attendant synergy capture, economies of scale and marginal profitability. Sonic continues to maintain investment grade credit metrics and has sufficient funding available to take advantage of synergistic acquisition opportunities as they arise.

Sonic's growth prospects are further enhanced by our unique culture and values, which provide clear market differentiation in the setting of competition for new growth at organic, acquisition or contract levels. Increasingly, doctors, hospitals and healthcare funders recognise the value of Sonic's medical leadership philosophy and the Company's singular focus on providing the highest quality services to clinicians, patients and other customers.

Sonic's Imaging division continued its recent trend of margin improvement, growing revenue organically by 5% and EBITDA by 9%.

IPN, which comprises Sonic's medical centre and occupational health businesses, also grew revenue and earnings, with 80 basis points of margin improvement. IPN continues to differentiate its medical centre business from its competitors through its medical leadership culture, which embraces clinical sovereignty and independence for the more than 1,600 general practitioners who work within the IPN network.

We expect ongoing revenue and profit growth in our businesses, and predict approximately 5% EBITDA growth in 2014 on a constant currency basis (applying 2013 average exchange rates to expected 2014 foreign currency earnings). Reported growth will be substantially higher if the Australian dollar remains at its current weaker levels against the USD and Euro.

The performance of our businesses is a tribute to the efforts of our managers, pathologists and radiologists. Our deeply embedded culture fosters passion in the organisation and also helps to make us an employer of choice, with very low turnover of staff, particularly at senior levels. I wish to thank all of our 26,000 employees for their ongoing dedication and for their contribution towards Sonic's success.



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.

FOUNDATION PRINCIPLES



Sonic's standing in relationship to social responsibility has been externally recognised by inclusion in the FTSE4Good Index series since March 2008. Sonic has been independently assessed according to the FTSE4Good criteria, and has satisfied globally recognised corporate responsibility standards. Companies in the FTSE4Good Index Series have met stringent environmental, social and governance criteria, and are positioned to capitalise on the benefits of responsible business practice.

Sonic Healthcare and its people demonstrate social responsibility by seeking 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.

Sonic places great emphasis on supporting and providing teaching in our fields of pathology, radiology and general practice. We produce educational 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 and texts 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 has many established links with university and educational institutes including, for example, University College London, with whom we have recently partnered in some of their major Technology Strategic Board grants as their commercial partner in medical diagnostics. 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. This is the only arrangement of its type in Australia, where a private laboratory acts as the pathology faculty for a medical school (all other medical schools use public hospital laboratories). Sonic's pathologists hold professorial positions with the university, and plan and deliver the pathology curriculum, and Notre Dame students visit Sonic's Sydney laboratory for on-site training. Sonic helped establish the James Cook University School of radiography and our radiologists lecture students in both the medical and radiography program. Sonic also provides direct financial sponsorship for a number of academic institutions.

Many of our operations are registered training organisations, offering courses for technical staff and in pathology collection. Our Queensland radiology practice is an approved training site for nuclear medicine registrars and for advanced training in positron emission tomography (PET).

As part of our strong commitment to continuous professional development, Sonic has established its own Sonic Pathologist Academic Meeting and its own Sonic Imaging Conference in Australia. These regular conferences attract hundreds of Sonic registrants per meeting. They feature international and national guest speakers and are recognised as premier events of their kind in Australia.

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

Company Conscience

(continued)

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. Sonic subsidiaries regularly win local business awards based on workforce diversity. 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 26 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.

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 six years and in more recent years, the diagnostic imaging department as well. During that time we have achieved a number of milestones, the most significant of which have been:

- 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 re-equipping of the Biochemistry, Microbiology and Haematology departments with new instrumentation, using low tech analysers which are sustainable in the maintenance environment of the Congo, and the onsite training of the staff in the use and maintenance of these machines. An important addition in 2013 was Sonic’s donation of a new Becton Dickinson FACS analyser – this analyser is used for diagnosing and monitoring HIV positive patients. It is quick, easy to operate, accurate and extremely reliable under the difficult conditions faced by the laboratory.

The patients benefiting from this new analyser are predominantly children as HEAL operates one of the largest HIV Positive children’s programs in central Africa with over 1,000 children enrolled and over 700 receiving antiretroviral (ARV) treatment. This program is funded by the Clinton Foundation and Global Strategies for the Prevention of HIV. Sonic has not only become a partner with these groups in the diagnosis of this terrible disease but has also, through generous donations of clothing from Sonic staff across Australia, been able to provide clothing, school equipment and other basics to the families of these children. Many of these children are being cared for by grandparents, other relatives or even neighbours as their parents in many cases have already succumbed to HIV.



Becton Dickinson FACS analyser for diagnosing and monitoring HIV patients



Children wearing clothes donated by Sonic staff



Microbiology department



Haematology KX21N Analyser donated by Sonic Germany

Company Conscience

(continued)

Sonic helping others (continued)

- We are currently assembling equipment to fit out a new Histopathology department within the main laboratory. This department has long been one desired by the hospital as there are currently no histopathology services in or around Goma, while often the surgeons at the hospital have to deal with significant tumours without the ability to determine whether or not these abnormalities are malignant or benign. The hospital appointed Medical Director of the laboratory is in his final year of training as a Pathologist (sponsored entirely by Sonic) and will return to the laboratory in 2014 to take up this role full time. Sonic has also provided scholarships to two scientists from the laboratory to travel to Kigali in Rwanda and train in Histopathology for 6 months in preparation for the establishment of this new department.



Medical Director of the laboratory

- The continuing support of the Imaging department in the form of training and organising equipment donations. We are contributing towards the training in Uganda of the new radiologist for the hospital, who was selected and mentored by one of Sonic's radiologists from Queensland X-Ray. Our continued support of the Imaging department in the hospital has contributed towards it being one of the best in North Kivu. A scholarship has also been given to the Hospital Administrator to complete his Masters in Hospital Administration at the Dar es Salaam University.



The radiology department at the hospital - all equipment and training supplied by Sonic Healthcare

- Sonic continues to send at least one large shipping container each year (negotiating the many obstacles present in delivering valuable cargo into the Congo) full of essential supplies for the hospital and the 91 rural health centres it supports throughout North Kivu. These goods include disposable products (gloves, drapes, dressing packs etc.), surgical equipment, beds, theatre tables, physiotherapy equipment and disposables, school supplies (for the two schools the hospital operates), clothing, footwear, children's sports equipment, laboratory disposables, reagent, laboratory equipment, computer equipment and goods donated by third parties.



Children trying on footwear donated by staff of Sonic Healthcare

- The staff of IPN have initiated a program where they can make tax deductible donations to any one of six programs operated by HEAL in North Kivu via the Worldshare website. These donations go towards the Safe Motherhood project, HIV Kids, Fistula repair, Orthopaedic programs, schools and the Mercy Fund.

- Education and encouragement regarding safety, including the supply of sharps containers and biohazard bins in conjunction with the supply of a low tech/high temperature biological incinerator.

Company Conscience

(continued)

Sonic helping others (continued)

- 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.



Magunga School



Drying the treated mosquito nets made for sale from donated raw materials from Sonic, an income generating program

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. Sonic and its staff can well be proud of the support that we have provided to this worthwhile cause which has helped to establish this hospital as one for the most well regarded within the Democratic Republic of the Congo.

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

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

- Sunrise Medical Laboratories (Sonic's Long Island New York based subsidiary) participated in a volunteer effort called LIVE (Long Island Volunteer Enterprise) which matches companies with non-profits in the community to help them with a volunteer project. A dozen Sunrise staff members recently helped out at the Long Island County Fair.



Company Conscience

(continued)

Sonic helping others (continued)

- Sonic's Northeast Division in the USA is offering assistance for the second year in a row to the charity "Helping Children Worldwide" in support of their work in Sierra Leone, Africa to provide obstetrical, gynecological, and cancer screening services to the women of this region. The goal is to provide evaluations for 325 patients. Sonic will provide the supplies necessary to collect, store, and transport the specimens to the laboratory, in addition to the requisitions and labels for all specimens. Upon receipt of the specimens to the laboratory the testing will be performed and diagnoses provided. In addition Sonic Healthcare USA has agreed to provide a scholarship for the two year Laboratory Technician training program and expenses for a local volunteer to improve laboratory services in the area.
- 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. A similar project supports the Children's Cancer Centre of Augsburg Clinical Centre.



- Sonic businesses support their local Red Cross by facilitating on-site blood donations.
- Staff of American Esoteric Laboratories (Sonic's Memphis, Tennessee based subsidiary) collected and donated over 445 pounds of non-perishable food and household items to the Memphis Food Bank.
- Sonic Germany sponsors an award provided to scientific talent by the German Society for Clinical Chemistry and Laboratory Medicine (DGKL). This society has been awarding the well-renowned "Ivar-Trautschold-Young-Talent-Award" since 1991, to young academics for exceptional achievements in scientific research.
- Sonic Germany is sponsoring the 2013 Berlin and Bonn concerts of the World Doctor's Orchestra. The proceeds from the concerts will go to two non-profit medical aid organisations.
- Staff from Sonic's Southwest Division (Clinical Pathology Laboratories) in the USA coordinate activities each month for military, special groups and special needs guests through the Horses4Heroes program at the ranch of a team member. Several veterans' groups, Big Brothers and Big Sisters and others enjoy horseback riding, games and meals hosted by members of the Southwest team.
- Sonic's Hamburg laboratory, GLP Medical has decided not to send Christmas cards to referrers and business partners but to donate the money saved to local Hamburg hospices. GLP informed regular recipients of the Christmas cards about the project in 2012 and received overwhelmingly positive feedback. The project will be repeated in 2013.
- Sonic's CBLPath annually participates in the "Making Strides Against Breast Cancer Walk" sponsored by the American Cancer Society. The CBL Striders had 15 team members walking on the day.

Company Conscience

(continued)

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 is required to report the following data under the Australian National Greenhouse and Energy Reporting Act 2007 (2013 data is not yet available):

Greenhouse gas emissions (tonnes CO₂-e)

	2011	2012
Scope 1	6,646	8,114
Scope 2	55,328	54,683
Energy Consumed (GJ)	325,907	348,238

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 5% of Sonic’s shareholders still request a hard copy Annual Report, and over 26% 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.
- The construction and commissioning of Sonic’s first commercial-scale solar power systems was completed in August 2013 at 14 Giffnock Avenue and Epping Road, Macquarie Park. The combined power capacity is 196kW. Each site uses the latest high efficiency technologies including 400 solar panels, transformerless European solar inverters equipped with maximum powerpoint tracking, and real-time internet-enabled system monitoring and logging. The systems are expected to generate in excess of 250,000kWh annually of clean energy, reducing greenhouse gas emissions by an average 175,000 tonnes equivalent of CO₂ annually. Over the 25 year operational life this amounts to 4,400,000 tonnes of CO₂ equivalent abatement.



Solar Panels - Sonic headquarters



Solar Panels – 95 Epping Road, Macquarie Park

- Sunrise Medical Laboratories has teamed with Guzu Inc. for the disposal of electronic waste. For every 100 pounds of eWaste, Guzu will plant a tree. In 2012, Guzu planted 80 trees in Sunrise’s name. So far in 2013, 52 trees have been planted.
- Physician’s Automated Laboratory, Inc (Sonic’s Bakersfield California based subsidiary) established an Employer Trip Reduction Implementation Plan (eTRIP) to encourage employees to reduce single-occupancy vehicle trips, thus reducing pollutant emissions associated with work commutes. Employees carpool, use alternative transportation (bus/bike), and/or take advantage of a ride home service.

Company Conscience

(continued)

Sonic and the environment (continued)

- GLP Medical have developed and installed a technical solution for seven major analysers in the Hamburg based laboratory to manage the hot air generated. In summer, the hot air is diverted outside, reducing the necessity to actively cool air within the laboratory. During winter the hot air is used by the heating system, reducing the energy required to heat the building.



- 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 26 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	2013	2012	2011	2010	2009
	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue	3,484,073	3,345,616	3,096,379	2,994,633	3,013,731
Earnings before interest, tax, depreciation and amortisation (EBITDA) ¹	646,819	624,129	570,095	543,857	425,125
Net profit after tax ¹	334,998	315,996	294,535	293,225	171,360
Net cash flow from operations	459,459	486,758	409,019	429,497	429,952
Total assets	5,518,226	4,928,805	4,712,897	4,863,725	4,761,246
Total liabilities	2,600,125	2,318,606	2,196,462	2,304,984	2,229,163
Net assets	2,918,101	2,610,199	2,516,435	2,558,741	2,532,083
Net interest bearing debt	1,738,848	1,571,081	1,535,626	1,501,091	1,198,335

Statistics

Diluted earnings per share (cents) ¹	84.3	80.7	75.5	75.0	46.3
Dividends paid per ordinary share (cents)	60.0	59.0	59.0	59.0	54.0
Dividend payout ratio ¹	70.6%	72.8%	77.8%	78.2%	111.8%
Gearing ratio ²	37.3%	37.6%	37.9%	37.0%	32.1%
Interest cover (times) ²	8.6	7.0	7.4	9.4	6.5
Debt cover (times) ²	2.4	2.5	2.8	2.6	2.2
Net tangible asset backing per share (\$)	(2.51)	(2.40)	(2.30)	(2.34)	(1.72)
Return on invested capital ¹	8.9%	9.8%	8.9%	9.4%	6.9%
Return on equity ¹	12.1%	12.3%	11.6%	11.5%	7.6%

¹ after non-recurring expenses in 2009

² calculated using bank debt facility covenant definitions

Note that reported earnings and earnings growth were significantly impacted by the strengthening Australian dollar during the years 2009 to 2013, reducing the translated earnings of the Group's offshore operations. Return on invested capital (ROIC) in 2013 has been negatively impacted by the difference between average exchange rates applied to earnings (return) for the year, versus year end exchange rates applied to the invested capital. Adjusting for this impact 2013 ROIC would have been 9.3%.

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 2013.

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	<i>Chairman</i>
Dr C.S. Goldschmidt	<i>Managing Director</i>
Mr C.D. Wilks	<i>Finance Director</i>
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:

	2013	2012
	\$'000	\$'000
Interim dividend paid on 21 March 2013 (2012: 22 March 2012)	99,039	93,593
Final dividend paid on 24 September 2013 (2012: 9 October 2012)	148,056	137,427
	<hr/>	<hr/>
Total dividend for the year	247,095	231,020

On 19 August 2013, the Board declared a final dividend in respect of the year ended 30 June 2013 of 37 cents per ordinary share, 45% franked (at 30%), payable on 24 September 2013 with a record date of 4 September 2013. An interim dividend of 25 cents per ordinary share, 45% franked (at 30%), was paid on 21 March 2013. These dividends included no conduit foreign income.

A final dividend of 35 cents per ordinary share was paid on 9 October 2012 in respect of the year ended 30 June 2012, 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 2012 was 24 cents per ordinary share, paid on 22 March 2012. These dividends included no conduit foreign income.

Dividend Reinvestment Plan ("DRP")

The Company's DRP operated for the 2012 final dividend. The DRP is currently suspended.

Directors' Report

(continued)

Operating and financial review

Operations

Sonic Healthcare is one of the world's leading global providers of medical diagnostic services. The Company provides highly specialised pathology laboratory and diagnostic imaging services to physicians, hospitals, community health services, and their patients. Sonic is the world's third largest provider of pathology (referred to in some markets as "laboratory medicine") services and was the first company to do so globally. Employing over 26,000 people, Sonic enjoys leading positions in the pathology markets of eight countries, being the largest private operator in Australia (28% more revenue than the closest competitor), Germany, and the UK/Ireland, the second largest in Belgium and New Zealand, the third largest in the USA and within the top 5 in Switzerland. In addition Sonic is the largest operator of medical centres and the largest occupational health provider in Australia, and the second largest participant in the Australian radiology market. These strong market positions allow us to leverage existing infrastructure to realise synergies and to grow earnings.

Pathology is the study and diagnosis of disease through examination of organs, tissues, cells and bodily fluids. It is a broadly defined and complex scientific field which seeks to understand the mechanisms of disease and abnormality of cells and tissues, as well as the body's means of responding to and repairing abnormalities. Pathology tests are an essential component in the delivery of modern healthcare services and are estimated to influence approximately 70% of healthcare decisions and 100% of cancer diagnoses. Pathology is a unique medical specialty, in that pathologists and laboratory technicians typically do not see patients directly, but rather serve as consultants to other physicians.

The clinical laboratory process is depicted below:



In most countries in which Sonic operates, laboratories offer specimen collection services, although referring physicians still do some collections themselves. In Australia, approximately 25% of specimens are collected by the referring physician. In Germany, Belgium and Switzerland laboratories generally do not offer collection services.

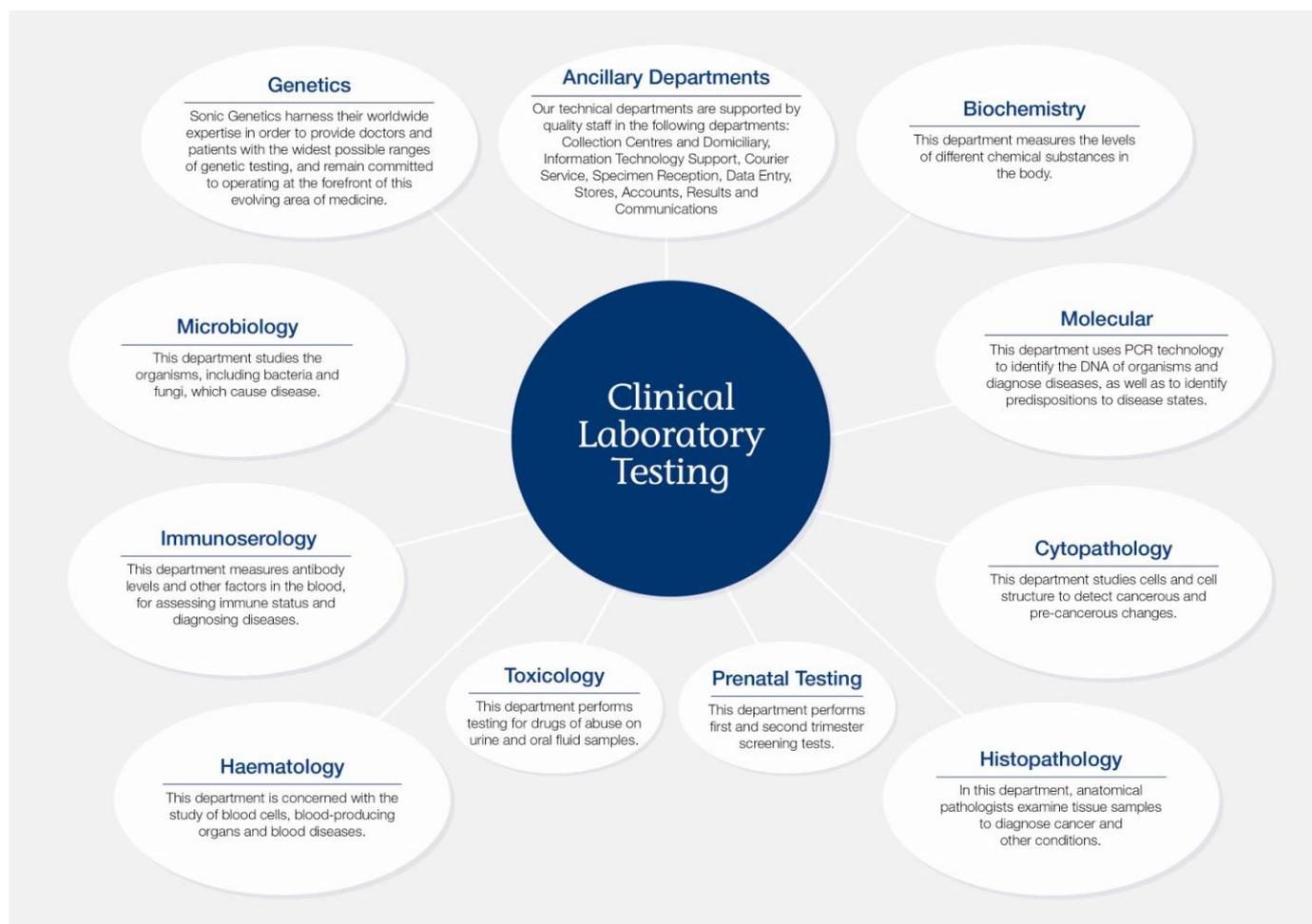
Directors' Report

(continued)

Operating and financial review (continued)

Operations (continued)

Clinical laboratory tests generally fall into one of ten categories, or departments within a laboratory, as shown below:



Histopathology and cytopathology, which mainly involve the diagnosis of cancers, are often referred to as “anatomical pathology”, whereas the other testing areas are usually referred to as clinical laboratory testing. In some international markets such as Australia and New Zealand, it is usual for laboratories to conduct both anatomical pathology and clinical laboratory testing as part of the one service. In other markets, anatomical pathology can be seen as a separate service. Sonic therefore does not offer comprehensive anatomical pathology services in all markets, e.g. Germany, the UK and some regions within the USA.

Sonic’s laboratories are today highly sophisticated, providing broad menus of complex tests, in addition to state-of-the-art automation for accurate and rapid turnaround of routine tests. Sonic offers a range of more than 3,000 different tests. Many of Sonic’s large laboratories reach or exceed tertiary hospital laboratory standards and are recognised for their esoteric testing expertise, for example, in genetic and molecular testing.

Diagnostic imaging (including radiology) is the medical specialty of using medical imaging technologies to diagnose and treat diseases. The array of imaging technologies include general x-ray, bone densitometry, mammography, ultrasound, computed tomography (CT), nuclear medicine studies and magnetic resonance imaging (MRI). Diagnostic imaging also includes interventional radiology, the performance of medical procedures under the guidance of imaging technologies.

Most of Sonic’s diagnostic imaging operations are within Australia, where Sonic is the second largest player in the market. Sonic has a small imaging operation in New Zealand.

In addition to pathology and diagnostic imaging, Sonic conducts a number of smaller complementary businesses (disclosed in the Other category in the Segment information note, along with corporate office costs). The most significant of these are the medical centre and occupational health businesses of Sonic’s subsidiary Independent Practitioner Network (“IPN”), which involve more than two hundred primary care clinics across Australia providing facilities and administrative services to over sixteen hundred General Practitioners.

Directors' Report

(continued)

Operating and financial review (continued)**Financial results**

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

\$'000

	2013 Constant Currency*	2013 Statutory	2012 Statutory	% Change 2013 Constant Currency v 2012 Statutory	% Change 2013 Statutory v 2012 Statutory
Revenue	3,502,565	3,484,073	3,345,616	4.7%	4.1%
Earnings before interest, tax, depreciation and intangibles amortisation (EBITDA) pre acquisition and USA 'cost-out' implementation costs	657,511	652,080	627,656	4.8%	
Acquisition-related costs	(2,783)	(2,780)	(3,527)		
EBITDA pre USA 'cost-out' implementation costs	654,728	649,300	624,129	4.9%	
USA 'cost-out' implementation costs	(2,469)	(2,481)	-		
EBITDA	652,259	646,819	624,129	4.5%	
Depreciation and lease amortisation	(115,144)	(114,616)	(110,497)	4.2%	
Earnings before interest, tax and intangibles amortisation (EBITA)	537,115	532,203	513,632	4.6%	
Amortisation of intangibles	(26,522)	(26,399)	(21,557)	23.0%	
Net interest expense	(62,683)	(62,564)	(74,147)	(15.5)%	
Income tax attributable to operating profit	(104,727)	(103,572)	(100,243)	4.5%	
Net profit attributable to minority interests	(4,700)	(4,670)	(1,689)		
Net profit attributable to shareholders of Sonic Healthcare Limited	338,483	334,998	315,996	7.1%	6.0%
Cash generated from operations		459,459	486,758		(5.6)%
Earnings per share					
Cents per share					
	2013 Constant Currency	2013 Statutory	2012 Statutory		
Basic earnings per share	85.7¢	84.8¢	81.1¢	5.7%	4.6%
Diluted earnings per share	85.1¢	84.3¢	80.7¢	5.5%	4.5%

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

Directors' Report

(continued)

Operating and financial review (continued)

Financial results (continued)

1. Key highlights

- Record revenue and earnings results.
- EBITDA margins
 - Pathology margin ex-USA and UK up 40 basis points (“bps”).
 - Imaging margin up 80 bps.
 - IPN margin up 80 bps.
- US\$60M p.a. cost-out initiative underway in USA.
- Total dividend payout up 5% to 62 cents per share.
- FY2014 guidance: approximately 5% EBITDA growth (Constant Currency).

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 2013 for the Australian dollar (“A\$”, “AUD” or “\$”) versus the currencies of Sonic’s offshore earnings varied from those in the comparative period, impacting Sonic’s AUD reported earnings (“Statutory” earnings). The underlying earnings in foreign currency are not affected.

In addition to the statutory disclosures, consistent with the Company’s normal practice, Sonic’s results for the year have 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). This facilitates 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 recent 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 is not required to be audited in accordance with Australian Auditing Standards.

The average exchange rates used were as follows:

	2013	2012 and
	Statutory	Constant
	_____	Currency
AUD/USD	1.0270	1.0320
AUD/EUR	0.7945	0.7719
AUD/GBP	0.6550	0.6516
AUD/CHF	0.9670	0.9269
AUD/NZD	1.2493	1.2830

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, interest rates reduce 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.

Directors' Report

(continued)

Operating and financial review (continued)**Financial results (continued)****2. Explanation of results (continued)****(b) Revenue**

Total revenue growth for the year was 4.7% at Constant Currency exchange rates (i.e. applying the average rates for the 2012 year to the current year results).

Revenue breakdown

AUD M

	2013 Statutory Revenue	% of 2013 Statutory Revenue	2013 Constant Currency Revenue	2012 Statutory Revenue	Growth 2013 Constant Currency v 2012 Statutory
Pathology – Australia	1,067	31%	1,067	1,004	6.3%
Pathology – USA	749	21%	746	765	(2.5)%
Pathology – Europe	888	25%	911	829	9.9%
Pathology – NZ	41	1%	40	62	(35.5)%
Pathology – Total	2,745	78%	2,764	2,660	3.9%
Imaging – Australia and NZ	404	12%	403	384	4.9%
Medical centres and occupational health (IPN) – Australia	332	10%	332	299	11.0%
Revenue excluding interest income	3,481	100%	3,499	3,343	4.7%
Interest income	3		4	3	
Total revenue	3,484		3,503	3,346	

The global demand for medical diagnostic services continues to increase as a result of growing and ageing populations, the development of new, less invasive and more efficacious tests, including genetic testing, and the increasing focus on screening tests for early disease detection (preventative medicine). This strong underlying volume growth puts pressure on healthcare funders, and as a result Sonic is sometimes subject to fee adjustments aimed at curbing growth.

Australian pathology revenue grew in line with market growth (approximately 5%), augmented by the acquisition of Healthscope's Western Australian pathology business in October 2012, but impacted by a Medicare fee reduction of approximately 1.1% from 1 January 2013.

Revenue in the USA was lower than expected due to the weak macro growth environment, Medicare fee cuts and Superstorm Sandy. Growth is expected to return to the US market as economic conditions improve, and this should be accelerated and enhanced by the millions of additional insured lives expected from calendar 2014 onwards as a result of the "Obamacare" legislation. Volume growth has improved in recent months. Approximately 20% of Sonic's USA revenue is from Medicare. Medicare fees were reduced by approximately 3% from 1 January 2013 and a further 2% from 1 April 2013 (the "sequestration" cut) in broad based adjustments. A targeted reduction of anatomic pathology fees occurred from 1 January 2013, with an annual impact on Sonic of about US\$6M.

European revenue growth was augmented by synergistic business acquisitions in Germany during the current and prior financial year including Labor Dr. Steinberg (acquired December 2011) and Labor Oldenburg (acquired July 2012). UK organic growth included increased revenue from hospital pathology outsourcing contracts, in particular from private hospitals owned by BMI and Ramsay, and the National Health Service's North West London Hospital Trust. Sonic's Belgian operations benefited from a fee increase of approximately 1% from February 2013. Swiss organic revenue growth was strong at 7%.

Sonic's operations in Germany achieved strong organic volume growth through market share gains but were impacted by fee adjustments in the form of national "quotas" applied from 1 October 2012 to statutory insurance revenue (which represents just less than 50% of Sonic's German revenue). The quotas, representing the percentage of "EBM" scheduled fees for testing performed that will be paid, were 95.3% for the December 2012 quarter, 89.2% for the six months to June 2013 and will be 91.8% for the six months to December 2013. The quota for the six months to June 2014 is expected to be announced in December 2013.

Directors' Report

(continued)

Operating and financial review (continued)

Financial results (continued)

2. Explanation of results (continued)

(b) Revenue (continued)

Certain regional funding bodies ("KVs") in Germany short paid quarterly billing in periods up to 30 September 2012, after which the statutory insurance payment system moved to a national funding structure. As at 30 June 2013 Sonic is carrying €15M in debtors in relation to these short payments. Sonic is pursuing recovery of these debtors and legal advice supports full recoverability as the short payments are considered unlawful, and this view is supported by a number of the other regional KVs.

Pathology revenue in New Zealand reduced following the sale of Sonic's Medlab South operation in March 2012.

Imaging revenue growth was pleasing, though impacted by the sale (at a nominal profit) of Sonic's 80% interest in the small Palmerston North X-ray practice to the radiologist minority owner in November 2012.

Sonic's medical centre and occupational health businesses, Independent Practitioner Network ("IPN"), achieved revenue growth through a combination of acquisitions and organic growth in existing medical centres and greenfield sites, underpinned by successful doctor recruitment strategies.

Revenue was impacted by currency exchange rate movements, which decreased reported (Statutory) revenue by A\$19M compared to the comparative period.

(c) EBITDA

EBITDA grew 4.5% at Constant Currency exchange rates versus the prior year, 4.9% adjusting for the one-off implementation costs of the cost-out initiative in the USA. EBITDA was impacted by the expensing of acquisition related costs, totalling A\$3M in the year (2012: A\$4M).

Margins in the Pathology division were impacted by fee changes in the second half of the year (described in the Revenue section above), the weak economic environment in the USA and Superstorm Sandy (approximate US\$3M EBITDA impact). Dilution also occurred due to the revenue recognised at low margin on pathology outsourcing contracts in the UK. Excluding the USA and UK, pathology margins increased by 40 basis points ("bps"), through cost reductions and efficiencies.

To address the current challenges in the USA market, a major operational exercise has been undertaken over the last six months to plan and commence execution of a US\$60M "cost-out" initiative. The majority of these savings are already locked in, with US\$15M of savings achieved in 2013, US\$50M expected in 2014, and US\$60M impact for the 2015 year. Implementation costs of US\$2.5M were incurred in 2013, with a further US\$5M expected in 2014. The cost savings comprise mainly labour and procurement savings, including centralisation projects and rationalisation of operations.

Sonic's Imaging division and IPN both showed significant margin expansion as a result of revenue growth, cost control and efficiency programs.

Growth in reported expense lines in the Income Statement is distorted by currency exchange rate fluctuations. More meaningful analysis of expenses can be undertaken by relating expenses to revenue. Labour is the major cost of Sonic's businesses, equating to 46% of revenue, up 60 basis points ("bps") on the prior year due to increasing collection centre labour costs in Australian Pathology, changes in the mix of Sonic's revenues, and the difference between wage inflation and static to negative revenue fee schedule movements. The cost of medical consumables, Sonic's second largest cost category, has reduced 60 bps as a percentage of revenue to 15%, as a result of Sonic's ongoing initiatives to leverage the Group's global purchasing power. The third largest expense, operating lease rents, comprises mainly premises rentals, and has increased 20 bps as a percentage of revenue mainly due to increasing rents and numbers of collection centres in Australia.

Directors' Report

(continued)

Operating and financial review (continued)

Financial results (continued)

2. Explanation of results (continued)

(d) Depreciation and lease amortisation

Depreciation and lease asset amortisation has increased 4.2% on the comparative period (at Constant Currency rates) in line with the growth of the business.

(e) Intangibles amortisation

Intangibles amortisation mainly relates to internally developed software and has increased due to Sonic's ongoing focus on developing proprietary software to provide competitive advantage in the market place.

(f) Interest expense

As previously forecast, net interest expense has decreased 15.5% (A\$11M) on the prior year (at Constant Currency rates) due to a combination of lower margins, lower base interest rates and the expiry of interest rate hedges at higher historical 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.

(g) Tax expense

The effective tax rate of 23.4% was lower than previous guidance (~25%) and in the comparative period (24%), partly due to overprovisions in prior years (mainly relating to additional tax deductions identified in Germany) 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.

(h) Cashflow from operations

Cash generated from operations equated to 95% of cash profit (net profit plus depreciation, intangibles amortisation, equity instrument expense and outside equity interests). Cash generation in the prior year was extremely strong (107% of cash profit). Cash generation this year was impacted by the timing of cash receipts, especially in relation to "KV" payments in Germany, leading to an increase in trade debtors at 30 June 2013. Adjusting for the change in German debtors, cash generation would have been 99% of cash profit. Proceeds from sale of non-current assets disclosed in the Cash Flow Statement include the sale of Palmerston North X-ray and the sale of Sonic's Auckland laboratory land and building (at approximate book value).

Financial position

Net assets at 30 June 2013 of A\$2,918M increased by \$308M, or 11.8%, on the prior year. 44% of this increase related to movements in currency exchange rates, with both assets (including intangibles) and liabilities of Sonic's offshore businesses being inflated by the weakened Australian dollar.

The remaining increase in net assets was due to contributed equity increasing \$89M primarily as a result of shares issued under the Company's Dividend Reinvestment Plan and on exercise of options, and retained earnings increasing \$98M from operating profit, less dividends paid. The Company's Dividend Reinvestment Plan operated for the 2012 final dividend, raising A\$36.9M of new equity. The Company received net cash of A\$32.9M on exercise of options during the year.

Receivables at 30 June 2013 were impacted by the timing of cash receipts from trade debtors, especially in relation to "KV" payments in Germany. The asset classified as held for sale in 2012, being a building and land in Auckland, New Zealand, was sold during 2013. The investment property disclosed in 2012 (95 Epping Road, Macquarie Park) has been reclassified into property, plant and equipment in 2013 as it is now predominantly used for operating activities.

Net (of cash) interest bearing debt increased by \$168M (10.7%) to A\$1,739M, however excluding currency exchange rate impacts it actually reduced by \$30M, or 2%. Sonic has disclosed \$514M of debt drawn under bank debt facilities which expire in March 2014 as a current liability as at 30 June 2013. As a result the Consolidated Balance Sheet shows a deficiency of working capital of \$172M. Sonic intends to refinance or extend most or all of this debt, and foresees no difficulties in doing so given the strong relationships Sonic has with its existing banks (including recent feedback specifically about the refinancing), approaches received from new banks interested in lending to Sonic, Sonic's investment grade metrics and its strong and reliable operating cash flows. In addition, Sonic currently has headroom in cash and undrawn facilities sufficient to cover the majority of the maturing limits.

Directors' Report

(continued)

Operating and financial review (continued)**Financial position (continued)**

Sonic's net interest bearing debt at 30 June 2013 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\$409	US\$409	-
- Euro limits	€633	€595	55
- AUD (Multicurrency) limits	A\$344	A\$114 ⁺	230
Minor debt/leasing facilities	n/a	A\$9*	-
Cash	n/a	A\$(220)*	220
Net interest bearing debt at 30 June 2013		<u>A\$1,739</u>	
Available funds at 30 June 2013			<u>A\$505</u>

⁺ Drawn in GBP, USD and AUD

* Various currencies

Sonic's credit metrics were as follows:

	30.6.13	31.12.12	30.6.12
Gearing ratio	37.3%	36.4%	37.6%
Interest cover (times)	8.6	7.8	7.0
Debt cover (times)	2.4	2.4	2.5

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	GBP M	USD M	Euro M
2014	165	-	259	62
2015	179	-	-	186
2016	-	40	75	190
2017	-	-	170	195
2020	-	-	155	-
2021	-	-	250	-
	<u>344</u>	<u>40</u>	<u>909</u>	<u>633</u>

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. In September 2012 a new 5 year club bank debt facility for €195M was established, with one existing and two new lenders to the Company. Since year end the Company has successfully established a new bank debt facility for £40M, expiring in 2016, and has received net cash of A\$30M on exercise of options.

There were no significant changes in the state of affairs of the Group during the course of the financial year other than those noted in the financial result and financial position sections above.

Directors' Report

(continued)

Operating and financial review (continued)

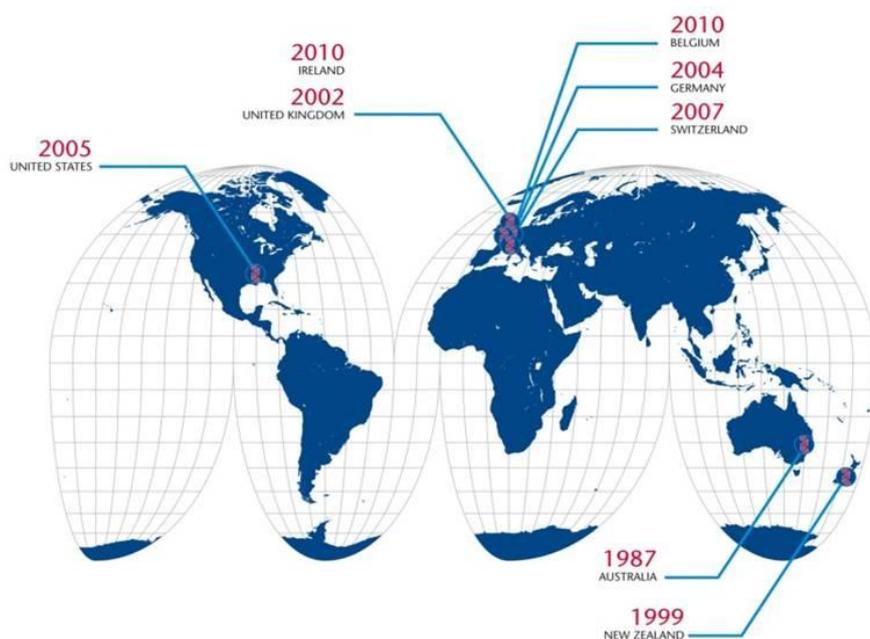
Business model and strategies

For over 20 years, Sonic Healthcare has pursued and promoted a management and operational philosophy of Medical Leadership. The impact of this approach has been to develop a company whose services are optimally aligned with the needs of physicians and their patients. Medical Leadership encompasses a management commitment to the maintenance of professionalism and “good medicine” at all times. It fosters an understanding of the doctor-patient relationship and it puts quality first.

Sonic’s operations are structured as a “federation”, implying that individual subsidiaries or geographical divisions work in a synergistic network to achieve best practice outcomes in terms of service and business excellence. The structure reinforces the identity and management autonomy of each local operation. Each operation has its own CEO or President and management team. When Sonic acquires businesses, these most often maintain their management autonomy, brand, and consequently their local “flavour”. This is the structure which is most resonant with local medical communities and which best preserves acquired goodwill. However, Sonic’s operations work in a collaborative way within the structure, via central executives and widespread inter-company communication, to achieve synergies. Detailed benchmarking leading to best practice, group purchasing, IT, E-health, quality system sharing and centralisation of testing are all examples of continuous synergy activity within the Group.

Sonic’s Medical Leadership philosophy and federation structure have resulted in significant “brand” differentiation in the market place. The Company’s operations are viewed as specialist medical practices, rather than as “businesses”. This market differentiation has not only fostered strong organic revenue growth (including hospital pathology outsourcing contracts) over the years but has often made Sonic the preferred acquirer when laboratory or imaging practice founders and owners wish to realise the value of their practices without seeing their focus on the medical nature of the business lost to a more “corporatised” acquirer. Sonic’s culture and structure have also served to attract and retain top pathologists, radiologists, scientific staff and managers, with staff turnover at this important senior level consistently at very low levels.

Sonic’s strategy is to utilise its unique culture, values and structure to achieve a leading position in targeted geographic pathology markets, providing sufficient size and infrastructure to facilitate synergies and economies of scale to drive margin improvements, earnings growth and increasing returns on capital invested. Sonic has a successful track record of consolidating fragmented markets in Australia, using its market differentiation to drive both organic revenue growth and to attract like-minded laboratories for acquisition. Having undertaken a strategic international pathology expansion program, Sonic is now implementing the same strategies in its offshore pathology markets. Sonic is also well placed to benefit from the increasing trend for governments to outsource their diagnostic testing to the private sector in order to address growing healthcare costs.



Directors' Report

(continued)

Operating and financial review (continued)

Prospects for future years

Sonic operates in attractive and growing global healthcare markets, carefully chosen based on a range of factors including political, legal and financial stability, reliable and stable healthcare funding systems, fragmentation of the market, and cultural understanding. Within these markets there is increasing demand for diagnostic services arising from growing and ageing populations, new tests and preventative medicine. Against this favourable backdrop Sonic expects to continue for the foreseeable future to grow revenue, earnings and returns on investment organically, including through outsourcing contracts, and further enhanced by synergistic business acquisitions. Pathology is a business which offers many levers which can be adjusted to optimise individual processes and Sonic's managers are constantly seeking efficiency gains within their businesses, aided by the early adoption of new technologies and the sharing of experiences with colleagues from around the globe.

Whilst the present focus for acquisitions is on Sonic's existing markets, further prudent and strategic international expansion in pathology is likely in the medium to long term. Sonic has no current intention to expand its diagnostic imaging or other businesses outside Australia.

Sonic intends to maintain a solid investment grade profile with conservative leverage, to preserve Sonic's culture and Core Values, and to ensure the attraction and retention of the best people to drive the business forward, including retaining key staff from acquisitions.

With regard to more short term prospects, on 20 August 2013 Sonic provided guidance in relation to forecast results for the 2014 financial year as follows:

- Sonic expects to grow EBITDA by approximately 5% over the 2013 level of A\$647M, on a Constant Currency basis (applying 2013 average currency exchange rates to 2014 foreign currency earnings). The expected EBITDA growth allows for Sonic's best estimates of possible further fee adjustments in Australia, Germany and the USA.
- Net interest expense is expected to decrease by approximately 10% from the 2013 level of A\$63M on a Constant Currency basis. Underlying floating interest rates are assumed to remain constant at August 2013 levels.
- The effective tax rate is expected to be approximately 25%.
- This guidance excludes the impact of any future business acquisitions.

Given Sonic's size and global market presence, opportunities present themselves from time to time that are not necessarily in accordance with Sonic's core strategies. These opportunities are assessed by management and the Board to determine whether their pursuit is in the best interests of shareholders. Further information on likely strategic developments has not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the interests of the Group.

Risks

The major risks to consider in assessing Sonic's future prospects are:

- Sonic's reported revenue and earnings will fluctuate with changes in the currency exchange rates between the Australian dollar (our reporting currency) and the currencies of our offshore operations. As previously noted, Sonic uses foreign currency borrowings as a partial (natural) hedge.
- In most of Sonic's markets the majority of revenue is priced based on fee schedules set by government or quasi government bodies and, especially in the USA, insurance companies. As a result of the strong underlying volume growth drivers, healthcare funders will sometimes use fee cuts or other adjustments to curb growth in their outlays. Sonic mitigates this risk through its geographic and line of business diversification, by seeking diversified sources of revenue for its services within markets, and by being one of the largest, more efficient operators and therefore less impacted by adverse market changes than smaller, less efficient players. In general, fee pressures drive further market consolidation, feeding into Sonic's core strategy of growth both organically and by acquisition, with attendant synergy capture and economies of scale.

Directors' Report

(continued)

Operating and financial review (continued)

Risks (continued)

- Healthcare businesses are subject to significant levels of regulation. Changes in regulation can have the impact of increasing costs or reducing revenue (through volume reductions). Sonic attempts to mitigate this risk by using its market leadership positions to help shape the healthcare systems in which it operates. Sonic takes active roles in industry associations, and encourages its people to take leadership positions in colleges and other professional and craft organisations. In addition, Sonic's size and efficiency allows it to benefit market consolidation caused by the impacts of regulation changes on smaller players.
- Sonic uses prudent levels of debt to reduce its cost of capital and to increase earnings per share. It is therefore subject to the risk of rising interest rates (either on floating rate debt or when existing facilities expire) and the future availability of funding. Sonic has a sophisticated Treasury Policy in place to manage these risks, developed and overseen by Sonic's Treasury Management Committee, which includes a renowned expert external consultant.
- With operations in eight jurisdictions, Sonic is potentially exposed to changes in taxation law legislation or interpretation which could increase its effective tax rate.

Sonic's geographic, business line and branding diversification, plus our federation structure, broad menu of tests offered and low customer concentrations mean that few, if any, of the usual operating risks faced by a healthcare business would have a material impact on Sonic as a whole.

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.

Directors' Report

(continued)

Information on Directors

(a) Directors' profiles

Peter Campbell

Chairman

F.C.A., C.T.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 spun out of Sonic in 1996.

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. 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 Pathology Australia, 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 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 (from July 2011) of ASX listed Genera Biosystems Limited (director from November 2010), Executive Chairman of Health Networks Australia, non-executive Chairman of the Inner Eastern Community Health Service in Victoria and a non-executive director of Yarra Community Housing Limited. 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 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. Dr Wilson 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 CathRx Ltd (since August 2005), a director of Bupa Australia Ltd, 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 was a director of Universal Biosensors Ltd from December 2006 until August 2013. 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 Deputy Chief Financial Officer 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 25 September 2013**

Director's name	Class of shares	Number of shares	Interest	Number of options	Number of performance rights
R.P. Campbell	Ordinary	10,271	Beneficially	-	-
Dr C.S. Goldschmidt	Ordinary	700,000	Personally	2,899,048*	314,960*
	Ordinary	30,243	Beneficially	-	-
C.D. Wilks	Ordinary	906,125	Personally	1,449,523*	157,480*
	Ordinary	88,122	Beneficially	-	-
Dr P.J. Dubois	Ordinary	-	-	-	-
C.J. Jackson	Ordinary	461,371	Personally	-	-
L.J. Panaccio	Ordinary	-	-	-	-
K.D. Spargo	Ordinary	3,000	Personally	-	-
	Ordinary	5,000	Beneficially	-	-
Dr E.J. Wilson	Ordinary	2,000	Beneficially	-	-

* The options and performance rights are subject to challenging performance conditions designed to align the interests of the executives with those of shareholders. None of the options or performance rights have vested to date.

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 2013, and the numbers of meetings attended by each Director were:

	Full meetings of Directors		Meetings of Committees					
			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
R.P. Campbell	12	12	3	3	3	3	-	-
Dr C.S. Goldschmidt	12	12	-	-	-	-	3	3
C.D. Wilks	12	12	-	-	-	-	3	3
Dr P.J. Dubois	12	12	-	-	-	-	3	3
C.J. Jackson	12	12	-	-	-	-	-	-
L.J. Panaccio	11	12	3	3	3	3	-	-
K.D. Spargo	12	12	3	3	-	-	-	-
Dr E.J. Wilson	12	12	-	-	3	3	3	3

Directors' Report

(continued)

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 relevant 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 38.

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

	Consolidated Group	
	2013	2012
	\$	\$
Related practices of PricewaterhouseCoopers – Australian firm (including overseas PricewaterhouseCoopers firms)		
Taxation and accounting services	-	33,250

Remuneration of auditors is detailed in Note 36.

Share options

Information on share options is detailed in Note 37 - 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.

Directors' Report

(continued)

Remuneration Report

The Directors of Sonic Healthcare Limited present the Remuneration Report for the year ended 30 June 2013 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, of which \$560,000 was paid in 2013. Since May 2009 the base Non-executive Director fee has been \$125,000 per annum and Committee fees of \$10,000 per annum have applied for each Board Committee upon which a Director served, other than the Remuneration and Nomination Committee, for which the fee was \$5,000 per annum. During the year the Remuneration and Nomination Committee directly engaged Aon Hewitt as independent remuneration consultants to provide market benchmarking analysis for Non-executive Director fees. Based on this advice, effective 1 July 2013 the Chairman's annual remuneration has increased to \$290,000 inclusive of all Board Committee work and the base Non-executive Director fee is now \$140,000. Board Committee fees as follows:

<u>Fees per annum</u>	<u>Chair</u>	<u>Members</u>
Audit	\$18,000	\$10,000
Risk Management	\$10,000	n/a
Remuneration and Nomination	\$10,000	\$5,000

The increases implemented were at the lower end of Aon Hewitt's recommendations. 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 may 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

Directors' Report

(continued)

Remuneration Report (continued)**(a) Key management personnel (continued)***(i) Directors (continued)***Executive Directors**

Dr C.S. Goldschmidt	<i>Managing Director</i>
C.D. Wilks	<i>Finance Director</i>
Dr P.J. Dubois	
C.J. Jackson	

All of the above persons were also key management personnel during the year ended 30 June 2012.

(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, represents Sonic in industry matters and undertakes various projects and initiatives.

The Board therefore considers that the Executive Directors and 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):

	2009 ¹	2010	2011	2012	2013	Compound Average Annual Growth Rate ²
Growth in EBITDA (on a constant currency basis)	14.1%	2.1%	11.3%	12.1%	4.5%	8.6%
Net profit attributable to members (\$'000)	315,146	293,225	294,535	315,996	334,998	6.4%
Ordinary earnings per share (cps)	85.2	75.0	75.5	80.7	84.3	2.8%
Dividends paid per share (cps)	54	59	59	59	60	
Enterprise value ³ (\$'000)	5,928,856	5,552,415	6,534,718	6,536,398	7,620,761	
Total shareholder return ⁴	(3.0)%	(22.0)%	1.5%	19.2%	64.6%	
Change in total cash remuneration of executives ⁵	42.4%	6.0%	0.6%	4.7%	(20.0)%	4.9%
Change in total remuneration of executives ⁶	9.8%	(23.3)%	(18.9)%	(3.0)%	(11.3)%	(10.1)%

¹ Growth in EBITDA, net profit attributable to members, and earnings per share exclude certain non-recurring expenses 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).

Directors' Report

(continued)

Remuneration Report (continued)**(b) Performance of the Group and relationship to remuneration of key management personnel (continued)**

The table above demonstrates the relationship between the performance of the Group and the remuneration of its key management personnel. Cash remuneration increased marginally and equity-based remuneration reduced during the three years to 2012 when Sonic Healthcare's reported performance was significantly impacted by foreign currency headwind, with the strengthening AUD reducing the translated earnings of the Group's offshore operations. In 2013 remuneration fell substantially as the performance hurdle related to EBITDA growth which applies to 70% of the maximum short term incentives for the Managing Director and Finance Director was not met.

(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 2013

Name	Short-term employee benefits			Post-employment benefits	Total cash remuneration ²
	Salary & fees	Other benefits ¹	Short term incentives (STI)	Superannuation	
	\$	\$	\$	\$	\$
Dr C.S. Goldschmidt <i>Managing Director</i>	1,873,530	-	398,475	16,470	2,288,475
C.D. Wilks <i>Finance Director</i>	823,530	-	189,000	16,470	1,029,000
Dr P.J. Dubois <i>Director</i>	523,477	7,999	158,600	21,154	711,230
C.J. Jackson <i>Director</i>	346,512	-	-	23,488	370,000
R.P. Campbell <i>Chairman and Non-executive Director</i>	128,440	-	-	11,560	140,000
L.J. Panaccio <i>Non-executive Director</i>	128,440	-	-	11,560	140,000
Dr E.J. Wilson <i>Non-executive Director</i>	128,440	-	-	11,560	140,000
K.D. Spargo <i>Non-executive Director</i>	128,440	-	-	11,560	140,000

¹ Other benefits include fringe benefits tax.

² Excludes long service leave accruals and equity-based remuneration.

Directors' Report

(continued)

Remuneration Report (continued)**(c) Remuneration of key management personnel (continued)****12 months to 30 June 2012**

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

¹ Other benefits include fringe benefits tax.

² Excludes long service leave accruals and equity-based remuneration.

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 2013 was: Dr C.S. Goldschmidt \$69,017 (2012: \$151,814), C.D. Wilks \$20,059 (2012: \$31,206), and C.J. Jackson \$4,314 (2012: \$4,318).

(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 2013 was \$1,540,819 (2012: \$1,316,989), and for C.D. Wilks it was \$770,409 (2012: \$664,475). No options or performance rights were issued in 2013. The options and performance rights are subject to challenging vesting conditions.

The equity-based remuneration amounts disclosed for 2013 relate to options and performance rights issued under the Sonic Healthcare Limited Employee Option Plan and the Performance Rights Plan (2012 also included amounts related to options under the Executive Incentive 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 relating to remuneration arrangements for periods to 30 June 2013.

During the financial year Dr C.S. Goldschmidt exercised 1,000,000 (2012: 1,000,000) Executive Incentive Plan options over ordinary shares in the Company issued as remuneration for periods to 30 June 2008 with an exercise price of \$7.50. The total intrinsic value of the options at the date of exercise was \$5,500,000 (2012: \$4,020,000). C.D. Wilks exercised 540,000 (2012: 540,000) Executive Incentive Plan options over ordinary shares in the Company issued as remuneration for periods to 30 June 2008 with an exercise price of \$7.50. The total intrinsic value of the options at the date of exercise was \$2,970,000 (2012: \$2,170,800).

Directors' Report

(continued)

Remuneration Report (continued)

(c) Remuneration of key management personnel (continued)

(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 50% of Dr C.S. Goldschmidt's remuneration for the 12 months to 30 June 2013 (2012: 57%), and 53% of C.D. Wilks' remuneration for the 12 months to 30 June 2013 (2012: 60%). Within these components, the calculated value of options and performance rights over unissued ordinary shares in Sonic Healthcare Limited accounted for 40% of Dr C.S. Goldschmidt's remuneration for the 12 months to 30 June 2013 (2012: 29%) and 42% of C.D. Wilks' remuneration for the 12 months to 30 June 2013 (2012: 32%). Dr P.J. Dubois' remuneration includes cash bonuses as performance related components. These components made up 22% of Dr P.J. Dubois' remuneration for the 12 months to 30 June 2013 (2012: 17%).

(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

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 had 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).

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 lapsed 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 and were exercised in August 2013. The other 244,125 options lapsed during the 2012 financial year. The vested options had an expiry date of 22 November 2013.

Of the total options issued in November 2008 under the Employee Option Plan 40.7% vested and 59.3% lapsed as performance conditions were not met.

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.

Directors' Report

(continued)

Remuneration Report (continued)

(d) Service agreements (continued)

(i) Fixed remuneration

The fixed remuneration component 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. The Board approved a 5% increase in fixed remuneration with effect from 1 July 2013 for Dr C.S. Goldschmidt and C.D. Wilks, in line with a recommendation from Aon Hewitt.

(ii) Short Term Incentives ("STI")

The executives are eligible for an annual cash bonus 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
Less than 6.0%	0%
6.0%	40%
Greater than 6.0% and less than 12.0%	pro rata
12.0% or greater	100%

For the 2014 financial year, the minimum hurdle will be 5.0% (rather than 6.0% in 2013), which better aligns with current market conditions and the earnings guidance provided by the Company on 21 August 2013. All other elements remain unchanged. EBITDA growth (using Constant Currency exchange rates) was chosen as a performance criteria as it is consistent with the way Sonic gives earnings guidance to the market, 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% 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 determined to award cash bonuses under the STI for the 2013 financial year of \$398,475 (out of a maximum STI of \$1,328,250) for Dr C.S. Goldschmidt and \$189,000 (out of a maximum STI of \$630,000) for C.D. Wilks. The bonuses have been calculated on the maximum payable under the qualitative factors, as the Board is satisfied that the executives have excelled in the areas of assessment during 2013, and no issues have arisen during the year that would suggest anything to the contrary. The minimum EBITDA growth hurdle for the STI was not met in 2013. The 2013 cash bonuses awarded represent 30% of the maximum STI with 70% forfeited. The Board has approved a 5% increase in the maximum potential STI for 2014 for Dr C.S. Goldschmidt and C.D. Wilks, in line with a recommendation from Aon Hewitt.

Directors' Report

(continued)

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.

Directors' Report

(continued)

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 2013.

Directors' Report

(continued)

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 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. During 2013 Aon Hewitt provided additional analysis and recommendations in relation to reviews of base remuneration for executives and remuneration for Non-executive Directors, and was paid \$13,992 for these services.

Aon Hewitt has confirmed that all 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 2012 Annual General Meeting

Over 97% of votes cast on poll on Sonic Healthcare Limited’s Remuneration Report for the 2012 financial year were in favour.

Sonic Healthcare Limited and controlled entities

Directors' Report

(continued)

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



Dr C.S. Goldschmidt
Director



C.D. Wilks
Director

Sydney
25 September 2013



Auditor's Independence Declaration

As lead auditor for the audit of Sonic Healthcare Limited for the year ended 30 June 2013, 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.

A handwritten signature in black ink, appearing to read 'Matthew Lunn', written over a light grey horizontal line.

Matthew Lunn
Partner
PricewaterhouseCoopers

Sydney
25 September 2013

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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. Sonic supports the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (with 2010 Amendments) 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.

Corporate Governance Statement

(continued)

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:

<i>Name</i>	<i>Age</i>	<i>Term of office (Years)</i>	<i>Position</i>	<i>Expertise</i>	<i>Committees</i>
Mr Peter Campbell	68	20	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	59	20	Managing Director	Healthcare industry and company management	Member of Risk Management Committee
Mr Chris Wilks	55	23	Finance Director	Finance, accounting, banking, secretarial and company management	Member of Risk Management Committee
Dr Philip Dubois	67	12	Executive Director	Radiology industry and company management	Member of Risk Management Committee
Mr Colin Jackson	65	13	Executive Director	Finance, pathology industry and company management	
Mr Lou Panaccio	56	8	Non-executive, independent Director	Finance, pathology industry and company management	Chair of Audit Committee and member of Remuneration and Nomination Committee
Ms Kate Spargo	61	3	Non-executive, independent Director	Law, governance and company oversight	Chair of Remuneration and Nomination Committee and member of Audit Committee
Dr Jane Wilson	55	3	Non-executive, independent Director	Medicine, finance, governance and company oversight	Chair of Risk Management Committee and member of Remuneration and Nomination Committee

Corporate Governance Statement

(continued)

1. Board of Directors (continued)

(b) Composition of the Board (continued)

Profiles of the Directors are included in the Directors' Report.

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 continues to be 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.

Corporate Governance Statement

(continued)

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 maximum total remuneration that may be paid to all Non-executive Directors is \$1,000,000 per annum, as approved by shareholders in November 2010. The total amount paid to Non-executive Directors in the 2013 financial year was \$560,000. 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.

Corporate Governance Statement

(continued)

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)
Mr R.P. Campbell
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.

Corporate Governance Statement

(continued)

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 total employees within the Group at 30 June 2013 was:

	<u>2013</u>	<u>2012</u>
Non-executive Directors of Sonic Healthcare Limited	50%	50%
Directors of Sonic Healthcare Limited	25%	25%
Executive staff of the Group	34%	32%
Other senior leadership positions	53%	50%
Total senior leadership positions*	50%	46%
All employees	77%	77%

* Includes Directors, executive staff and other senior leadership positions.

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 greater than 40%. This objective was achieved in 2013.

Corporate Governance Statement

(continued)

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 unifying 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.

Corporate Governance Statement

(continued)

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 2013 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.

Corporate Governance Statement

(continued)

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 one-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,
- 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 2013

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Income Statement

For the year ended 30 June 2013

	Notes	Consolidated Group	
		2013 \$'000	2012 \$'000
Total revenue	3	3,484,073	3,345,616
Labour and related costs		(1,608,127)	(1,522,717)
Consumables used		(525,231)	(524,710)
Operating lease rental expense	4	(191,225)	(175,341)
Depreciation and amortisation of physical assets	4	(114,616)	(110,497)
Transportation		(93,023)	(89,900)
Utilities		(85,999)	(79,707)
Repairs and maintenance		(78,665)	(74,010)
Borrowing costs expense	4	(65,147)	(76,964)
Amortisation of intangibles	4	(26,399)	(21,557)
Other expenses from ordinary activities		(252,401)	(252,285)
		<hr/>	
Profit from ordinary activities before income tax expense		443,240	417,928
Income tax expense	6	(103,572)	(100,243)
		<hr/>	
Profit from ordinary activities after income tax expense		339,668	317,685
Net (profit) attributable to minority interests		(4,670)	(1,689)
		<hr/>	
Profit attributable to members of Sonic Healthcare Limited	29(b)	334,998	315,996
		<hr/>	
		Cents	Cents
Basic earnings per share	39	84.8	81.1
Diluted earnings per share	39	84.3	80.7

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

Statement of Comprehensive Income

For the year ended 30 June 2013

	Notes	Consolidated Group	
		2013 \$'000	2012 \$'000
Profit from ordinary activities after income tax expense		339,668	317,685
Other comprehensive income			
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations	29(a)	133,745	(18,342)
Cash flow hedges	29(a)	3,304	2,172
<i>Items that will not be reclassified to profit or loss</i>			
Actuarial (losses) on retirement benefit obligations	26(e)	(73)	(2,620)
Other comprehensive income for the period, net of tax		136,976	(18,790)
Total comprehensive income for the period		476,644	298,895
Total comprehensive income attributable to:			
Members of Sonic Healthcare Limited		468,718	297,227
Minority interests		7,926	1,668
		476,644	298,895

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

Balance Sheet

As at 30 June 2013

		Consolidated Group	
	Notes	2013	2012
		\$'000	\$'000
Current assets			
Cash and cash equivalents	40(a)	219,729	168,594
Receivables	7	536,446	447,775
Inventories	8	61,595	55,701
Assets classified as held for sale	9	-	9,336
Other	10	34,695	33,350
Total current assets		852,465	714,756
Non-current assets			
Receivables	11	2,982	2,712
Other financial assets	12	64,357	50,028
Property, plant and equipment	13	658,727	561,371
Investment properties	14	-	20,847
Intangible assets	15	3,913,374	3,549,247
Deferred tax assets	16	26,303	29,787
Other	17	18	57
Total non-current assets		4,665,761	4,214,049
Total assets		5,518,226	4,928,805
Current liabilities			
Payables	18	306,741	277,268
Interest bearing liabilities	19	521,225	516,388
Current tax liabilities	20	44,943	44,877
Provisions	21	146,563	131,478
Other financial liabilities	22	2,665	8,737
Other	23	2,502	2,687
Total current liabilities		1,024,639	981,435
Non-current liabilities			
Interest bearing liabilities	24	1,437,352	1,223,287
Deferred tax liabilities	25	74,145	56,445
Provisions	26	41,875	37,526
Other	27	22,114	19,913
Total non-current liabilities		1,575,486	1,337,171
Total liabilities		2,600,125	2,318,606
Net assets		2,918,101	2,610,199
Equity			
Parent Company interest			
Contributed equity	28	2,468,102	2,379,525
Reserves	29(a)	(111,131)	(229,478)
Retained earnings	29(b)	537,913	439,454
Total Parent Company interest		2,894,884	2,589,501
Minority interests		23,217	20,698
Total equity		2,918,101	2,610,199

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

Statement of Changes in Equity

For the year ended 30 June 2013

	Share capital \$'000	Reserves \$'000	Retained earnings \$'000	Total \$'000	Minority interests \$'000	Total \$'000
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
Balance at 1 July 2012	2,379,525	(229,478)	439,454	2,589,501	20,698	2,610,199
Profit for period	-	-	334,998	334,998	4,670	339,668
Other comprehensive income for the period	-	133,793	(73)	133,720	3,256	136,976
Total comprehensive income for the period	-	133,793	334,925	468,718	7,926	476,644
Transactions with owners in their capacity as owners:						
Dividends paid	-	-	(236,466)	(236,466)	-	(236,466)
Shares issued	80,715	(10,964)	-	69,751	-	69,751
Transaction costs on shares issued net of tax	(72)	-	-	(72)	-	(72)
Transfers to share capital	7,934	(7,934)	-	-	-	-
Share based payments	-	3,452	-	3,452	-	3,452
Dividends paid to minority interests	-	-	-	-	(5,407)	(5,407)
Balance at 30 June 2013	2,468,102	(111,131)	537,913	2,894,884	23,217	2,918,101

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 2013

	Notes	Consolidated Group	
		2013 \$'000	2012 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		3,454,247	3,371,854
Payments to suppliers and employees (inclusive of goods and services tax)		(2,851,195)	(2,750,813)
		<u>603,052</u>	<u>621,041</u>
Interest received		2,583	2,817
Borrowing costs		(59,596)	(72,512)
Income taxes paid		(86,580)	(64,588)
Net cash inflow from operating activities	40(b)	<u>459,459</u>	<u>486,758</u>
Cash flows from investing activities			
Payment for purchase of controlled entities, net of cash acquired	31(b)	(53,600)	(152,450)
Payments for property, plant and equipment	13	(172,654)	(137,154)
Proceeds from sale of non-current assets		27,033	7,950
Payments for investments		(4,679)	(15,714)
Payments for intangibles		(57,314)	(40,863)
Repayment of loans by other entities		4,188	3,947
Loans to other entities		(1,558)	(1,452)
Net cash (outflow) from investing activities		<u>(258,584)</u>	<u>(335,736)</u>
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities (net of transaction costs and related taxes)		32,868	21,720
Proceeds from borrowings		658,297	393,369
Repayment of borrowings		(661,568)	(338,193)
Dividends paid to Company's shareholders		(199,583)	(230,082)
Dividends paid to minority interests in subsidiaries		(5,165)	(926)
Net cash (outflow) from financing activities		<u>(175,151)</u>	<u>(154,112)</u>
Net increase/(decrease) in cash and cash equivalents		25,724	(3,090)
Cash and cash equivalents at the beginning of the financial year		168,594	174,687
Effects of exchange rate changes on cash and cash equivalents		25,411	(3,003)
Cash and cash equivalents at the end of the financial year	40(a)	<u>219,729</u>	<u>168,594</u>
Financing arrangements	19,24		
Non-cash financing and investing activities	40(c)		

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

Notes to the Financial Statements

30 June 2013

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Notes to the Financial Statements

(continued)

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 25 September 2013.

(a) Basis of preparation

This general purpose Financial Report has been prepared in accordance with Australian Accounting Standards, Interpretations issued by the Australian Accounting Standards Board 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 42 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 has disclosed A\$514M of debt drawn under bank debt facilities which expire in March 2014 as a current liability as at 30 June 2013. As a result the Balance Sheet shows a deficiency of working capital of A\$172M. Sonic intends to refinance or extend most or all of this debt, and foresees no difficulties in doing so given the strong relationships Sonic has with its existing banks (including recent feedback specifically about the refinancing), approaches received from new banks interested in lending to Sonic, Sonic’s investment grade metrics and its strong and reliable operating cash flows. In addition, Sonic currently has headroom in cash and undrawn facilities sufficient to cover the majority of the 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 2013 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.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

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.

Notes to the Financial Statements

(continued)

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.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(c) Income tax (continued)

Investment allowances and similar tax incentives

Companies within the Group may be entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure (e.g. the Research and Development Tax Incentive regime in Australia or other 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.

Notes to the Financial Statements

(continued)

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, rebates and amounts collected on behalf of third parties. 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 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. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

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.

Notes to the Financial Statements

(continued)

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.

Notes to the Financial Statements

(continued)

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 objective 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. If there is objective evidence of impairment for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the Income Statement - is removed from equity and recognised in the Income Statement.

(k) Property, plant and equipment

Property, plant and equipment is stated at historical 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.

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 if there is no reasonable certainty that the Group will obtain ownership at the end of 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 (net of any incentives received from the lessor).

(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.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(m) Intangible assets (continued)

(i) Goodwill (continued)

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.

(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. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(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 41. Movements in the hedging reserve in shareholders' equity are shown in Note 29.

(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.

(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.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(p) Derivative financial instruments (continued)

(ii) Cash flow hedge (continued)

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.

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.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(q) Employee benefits (continued)

(iii) Retirement benefit obligations (continued)

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 the Income Statement, 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 37.

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.

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.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(q) Employee benefits (continued)

(vi) *Equity-based compensation benefits (continued)*

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.

(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.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(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.

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.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(aa) Provisions (continued)

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 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 15.

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 37.

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 31, 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.

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 26.

Notes to the Financial Statements

(continued)

Note 1 Summary of significant accounting policies (continued)

(ad) Significant accounting estimates and assumptions (continued)

Trade debtors

Accounts receivable assessments require significant judgement in the USA due to contractual allowances, being discounts provided to certain payers against the Company's patient fee schedules. Revenue is billed at the fee schedule rate, but is recognised net of estimated contractual discounts. Adjustments are then made to revenue based on final payments received. Management diligently reviews allowances to ensure that the recoverable amount of debtors is materially accurate.

The Group is carrying ~€15M (2012: ~€13M) in trade debtors relating to short payments of quarterly billing by certain regional funding bodies ("KVs") in Germany. Sonic is pursuing recovery of these debtors and legal advice supports full recoverability as the short payments are considered unlawful, and this view is supported by a number of the other regional KVs.

(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 2013. 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 9 Financial Instruments, AASB 2009-11, AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 and AASB 2012-6 Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 9 and Transition Disclosures (effective from 1 January 2015)*

AASB 9 *Financial Instruments* addresses the classification and measurement of financial assets and liabilities. The standard is not applicable until 1 January 2015 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.

(ii) *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, AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards and AASB 2012-10 Amendments to Australian Accounting Standards – Transition Guidance and Other Amendments (effective from 1 January 2013)*

The AASB has issued a suite of five 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.

(iii) *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.

(iv) *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.

Notes to the Financial Statements

(continued)

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 42 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 and occupational health services (IPN), and other minor operations.

Notes to the Financial Statements

(continued)

Note 2 Segment information (continued)**Business segments (continued)**

2013	Pathology \$'000	Radiology \$'000	Other \$'000	Eliminations \$'000	Consolidated Group \$'000
Revenue (Constant Currency)					
External sales	2,763,989	403,042	332,950	-	3,499,981
Inter-segment sales	504	227	7,848	(8,579)	-
Total segment revenue (Constant Currency)	2,764,493	403,269	340,798	(8,579)	3,499,981
Currency exchange rate movements	(19,008)	517	-	-	(18,491)
Total segment revenue (Statutory)	2,745,485	403,786	340,798	(8,579)	3,481,490
Interest income					2,583
Total revenue					3,484,073
Result					
Segment result (Constant Currency)	471,650	53,224	12,241	-	537,115
Currency exchange rate movements	(5,044)	132	-	-	(4,912)
Segment result (Statutory)	466,606	53,356	12,241	-	532,203
Amortisation of intangibles					(26,399)
Unallocated net interest expense					(62,564)
Profit before tax					443,240
Income tax expense					(103,572)
Profit after income tax expense					339,668
Depreciation	68,598	30,418	15,600	-	114,616
Other non-cash expenses	17,815	1,011	5,091	-	23,917
2012					
	Pathology \$'000	Radiology \$'000	Other \$'000	Eliminations \$'000	Consolidated Group \$'000
Revenue					
External sales	2,659,470	384,180	299,149	-	3,342,799
Inter-segment sales	511	178	6,741	(7,430)	-
Total segment revenue	2,659,981	384,358	305,890	(7,430)	3,342,799
Interest income					2,817
Total revenue					3,345,616
Result					
Segment result	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

Notes to the Financial Statements

(continued)

Note 2 Segment information (continued)**Geographical information**

	Revenues from sales to external customers*		Non-current assets*^	
	2013	2012	2013	2012
	\$'000	\$'000	\$'000	\$'000
Australia	1,780,219	1,662,700	1,820,984	1,720,129
United States of America	748,758	765,496	1,303,587	1,167,853
Germany	565,238	541,520	762,970	625,145
Other	387,275	373,083	751,917	671,135
Total	3,481,490	3,342,799	4,639,458	4,184,262

* 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.

Note 3 Revenue**Services revenue**

Medical services revenue	3,425,112	3,292,187
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Other revenue

Government grants	29,507	22,242
Interest received or due and receivable	2,583	2,817
Rental income	12,809	12,983
Other revenue	14,062	15,387
	58,961	53,429

Revenue from operations	3,484,073	3,345,616
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Note 4 Expenses**Profit before income tax includes the following specific expenses***Finance costs*

Finance charges on capitalised leases and hire purchase agreements	129	248
Other borrowing costs	65,018	76,716
Total borrowing costs	65,147	76,964

Bad and doubtful debts

Trade debtors	77,100	79,044
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Amortisation of

Intangibles	26,399	21,557
Leased plant and equipment	1,732	2,102
Total amortisation	28,131	23,659

Depreciation of

Plant and equipment	108,066	103,631
Buildings	4,818	4,764
Total depreciation	112,884	108,395

Rental expense relating to operating leases

Minimum lease payments	191,225	175,341
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Defined contribution superannuation expense

	72,442	70,714
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Notes to the Financial Statements

(continued)

		Consolidated Group	
		2013	2012
		\$'000	\$'000
Note 5	Dividends		
Total dividends paid on ordinary shares during the year			
Final dividend for the year ended 30 June 2012 of 35 cents (2011: 35 cents) per share paid on 9 October 2012 (2011: 21 September 2011), 45% (2011: 28%) franked		137,427	136,489
Interim dividend for the year ended 30 June 2013 of 25 cents (2012: 24 cents) per share paid on 21 March 2013 (2012: 22 March 2012), 45% (2012: 35%) franked		99,039	93,593
		236,466	230,082
Dividends not recognised at year end			
In addition to the above dividends, since year end the Directors declared a final dividend of 37 cents (2012: 35 cents) per ordinary share, franked to 45% (2012: 45%) based on tax paid at 30%. The aggregate amount of the final dividend paid on 24 September 2013 out of retained earnings at the end of the year, but not recognised as a liability is:		148,056	137,427
Franked dividends			
The 2013 final dividend declared after the year end was 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 2014.			
Franking credits available at the year end for subsequent financial years based on a tax rate of 30%		27,498	20,607
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 DRP was in operation for the final dividend for the year ended 30 June 2012 but suspended in respect of the interim dividend for the year ended 30 June 2013 and 30 June 2012, the final dividend for 2013 and until further notice.			

Notes to the Financial Statements

(continued)

		Consolidated Group	
		2013	2012
		\$'000	\$'000
Note 6	Income tax		
(a)	Income tax expense		
	Current tax	90,916	88,665
	Deferred tax	17,051	12,327
	(Over)/under provision in prior years	(4,395)	(749)
	Income tax expense	103,572	100,243
	Deferred income tax expense included in income tax expense comprises:		
	Decrease in deferred tax assets (Note 16)	7,768	5,754
	Increase in deferred tax liabilities (Note 25)	9,283	6,573
		17,051	12,327
(b)	Income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:		
	Profit before income tax expense	443,240	417,928
	Tax at the Australian tax rate of 30% (2012: 30%)	132,972	125,378
	Tax effect of amounts which are not deductible/ (taxable) in calculating taxable income:		
	Other deductible/non-taxable items (net)	(29,400)	(25,135)
	Income tax expense	103,572	100,243
(c)	Amounts recognised directly in equity		
	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 to equity*	31	-
	* The movement in equity is shown net of tax.		
(d)	Tax expense/(income) relating to items of other comprehensive income		
	Cash flow hedges	2,906	3,470
	Actuarial (losses) on retirement benefit obligations	(207)	(904)
		2,699	2,566
(e)	Tax losses		
	Deferred tax assets of \$9,112,000 (2012: \$12,746,000) on the Group's Balance Sheet at 30 June 2013 relate to tax losses (Note 16) across the Group.		
	The Directors estimate that the potential deferred tax asset at 30 June 2013 in respect of tax losses not brought to account is:	1,916	1,886
	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.		

Notes to the Financial Statements

(continued)

		Consolidated Group	
		2013	2012
		\$'000	\$'000

Note 6 Income tax (continued)**(f) Unrecognised temporary differences**

Temporary differences relating to investments in subsidiaries for which deferred tax assets and liabilities have not been recognised:

Foreign currency translation	(31,135)	(71,049)
Undistributed earnings	<u>9,786</u>	<u>6,432</u>
	<u>(21,349)</u>	<u>(64,617)</u>

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.

		Consolidated Group	
		2013	2012
		\$'000	\$'000

Note 7 Receivables – current			
Trade debtors		494,583	405,020
Less: Provision for impairment (a)		<u>(58,380)</u>	<u>(55,422)</u>
		436,203	349,598
Accrued revenue		65,501	56,845
Amounts owing from other entities		2,787	3,024
Sundry debtors		<u>31,955</u>	<u>38,308</u>
		<u>536,446</u>	<u>447,775</u>

Notes to the Financial Statements

(continued)

Note 7 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 2013 current trade debtors of the Group with a nominal value of \$58,380,000 (2012: \$55,422,000) were impaired.

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

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Opening balance at 1 July	55,422	60,410
Provision for impairment expensed	77,100	79,044
Foreign exchange movements	2,599	3,147
Receivables written off	(76,741)	(87,179)
	<u>58,380</u>	<u>55,422</u>
Closing balance at 30 June	<u>58,380</u>	<u>55,422</u>

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 2013, trade debtors of \$205,257,000 (2012: \$143,289,000) 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	
	2013	2012
	\$'000	\$'000
1-2 months	65,103	54,256
2-3 months	35,093	24,745
3-4 months	29,244	20,481
4 months +	75,817	43,807
	<u>205,257</u>	<u>143,289</u>
Closing balance at 30 June	<u>205,257</u>	<u>143,289</u>

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 41.

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.

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 8 Inventories – current		
Consumable stores at cost	<u>61,595</u>	<u>55,701</u>

Note 9 Assets classified as held for sale

Land and building held for sale	<u>-</u>	<u>9,336</u>
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The land and building held for sale in New Zealand was sold during the year ended 30 June 2013 for a nominal profit.

Note 10 Other – current

Prepayments	<u>34,695</u>	<u>33,350</u>
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Note 11 Receivables – non-current

Amounts owing from other entities	<u>2,982</u>	<u>2,712</u>
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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 12 Other financial assets – non-current

Investments and capitalised costs – at recoverable amount	<u>64,357</u>	<u>50,028</u>
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Other financial assets

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

Notes to the Financial Statements

(continued)

Note 13 Property, plant and equipment – non-current

Consolidated Group	Freehold land & buildings \$'000	Plant & equipment \$'000	Leased plant & equipment \$'000	Total \$'000
At 1 July 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	559	10,085	-	10,644
Disposals	(546)	(5,571)	(2,063)	(8,180)
Depreciation/amortisation expense (Note 4)	(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
Year ended 30 June 2013				
Opening net book amount at 1 July 2012	125,982	432,421	2,968	561,371
Additions	30,948	141,706	723	173,377
Additions through business combinations (Note 31)	-	3,764	-	3,764
Disposals	(1,154)	(5,789)	(273)	(7,216)
Depreciation/amortisation expense (Note 4)	(4,818)	(108,066)	(1,732)	(114,616)
Transfers from investment properties (Note 14)	20,847	-	-	20,847
Foreign exchange movements	6,295	14,697	208	21,200
Closing net book amount	178,100	478,733	1,894	658,727
At 30 June 2013				
Cost	217,967	1,254,004	10,153	1,482,124
Accumulated depreciation	(39,867)	(775,271)	(8,259)	(823,397)
Net book amount	178,100	478,733	1,894	658,727

Non-current assets pledged as security

Refer to Note 34 for information on non-current assets pledged as security by the Group.

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 14 Investment properties		
Land and buildings at fair value	-	20,847
(a) Reconciliations		
Fair value at the beginning of the year	20,847	20,517
Transfers to property, plant and equipment (c)	(20,847)	-
Additions	-	330
Fair value at the end of the year	-	20,847
(b) Amounts (charged) through the profit and loss for the investment properties		
Other outgoings	-	(304)

(c) Transfers to property, plant and equipment

The investment property disclosed in 2012 (95 Epping Road, Macquarie Park) has been reclassified into property, plant and equipment in 2013 as it is now predominantly used for operating activities.

(d) Fair value

Of the fair value in the prior year, \$20,847,000 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.

(e) Leasing arrangements

Minimum lease payments receivable on leases of investment properties in the prior year were \$nil.

The investment properties which are leased by Sonic Healthcare Limited to its subsidiaries are held under operating leases with rentals payable monthly. These properties are used in the medical diagnostic operations of the Group.

(f) Contractual obligations

There are no contractual obligations with respect to investment properties.

Notes to the Financial Statements

(continued)

Note 15 Intangible assets – non-current

Consolidated Group	Brand Names \$'000	Goodwill \$'000	Software* \$'000	Other \$'000	Total \$'000
At 1 July 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	-	156,548	18	862	157,428
Additions – externally acquired	-	-	10,038	7,035	17,073
Additions – internally generated	-	-	23,790	-	23,790
Disposals	-	-	(30)	-	(30)
Foreign exchange movements	-	(34,277)	(1,181)	-	(35,458)
Amortisation charge (Note 4)	-	-	(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
Year ended 30 June 2013					
Opening net book amount	133,950	3,288,558	107,313	19,426	3,549,247
Acquisition of businesses (Note 31)	-	46,243	200	193	46,636
Additions – externally acquired	-	-	12,236	19,961	32,197
Additions – internally generated	-	-	25,117	-	25,117
Disposals	-	(3,341)	-	(620)	(3,961)
Transfers in	-	-	-	3,087	3,087
Foreign exchange movements	-	281,255	6,040	155	287,450
Amortisation charge (Note 4)	-	-	(20,187)	(6,212)	(26,399)
Closing net book amount	133,950	3,612,715	130,719	35,990	3,913,374
At 30 June 2013					
Cost	185,189	3,702,581	239,013	54,249	4,181,032
Accumulated amortisation and impairment	(51,239)	(89,866)	(108,294)	(18,259)	(267,658)
Net book amount	133,950	3,612,715	130,719	35,990	3,913,374

* Software includes both externally acquired software and capitalised development costs, being an internally generated intangible asset.

Notes to the Financial Statements

(continued)

Note 15 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.

2013

Australia Pathology \$'000	UK Pathology \$'000	USA Pathology \$'000	Germany Pathology \$'000	Switzerland Pathology \$'000	Belgium Pathology \$'000	Radiology \$'000	Total \$'000
796,439	114,205	1,201,008	645,447	106,984	380,499	368,133	3,612,715

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

The carrying value of brand names of \$133,950,000 at 30 June 2013 and 2012 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:

- 2013/2014 Board 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 8-9% (2012: 8-9%), UK 9-10% (2012: 9-10%), USA 9-10% (2012: 9-10%), Germany 7-8% (2012: 10-11%), Switzerland 5-6% (2012: 5-6%), Belgium 4-5% (2012: 4-5%), Radiology 7-8% (2012: 7-8%);
- prevailing market based pre-tax discount rates 9-10% (2012: 10-11%); and
- terminal growth rates: 3-4% (2012: 3-4%).

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.

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 16		
Deferred tax assets – non-current		
Deferred tax assets	<u>26,303</u>	<u>29,787</u>
The balance comprises temporary differences attributable to:		
<i>Amounts recognised in profit or loss</i>		
Doubtful debts	14,295	12,908
Employee benefits	42,227	39,061
Sundry accruals	22,146	15,100
Surplus leased space	87	102
Unrealised foreign exchange movements	282	-
Intangibles	2,779	964
Tax losses*	<u>9,112</u>	<u>12,746</u>
	90,928	80,881
<i>Amounts recognised directly in equity/other comprehensive income</i>		
Share issue costs	26	476
Cash flow hedges	<u>951</u>	<u>3,719</u>
Deferred tax assets	91,905	85,076
Less: amounts offset against deferred tax liabilities (Note 25)	<u>(65,602)</u>	<u>(55,289)</u>
Net deferred tax assets	<u>26,303</u>	<u>29,787</u>
Movements:		
Opening balance at 1 July	29,787	35,357
(Charged) to the Income Statement (Note 6)	(7,768)	(5,754)
Foreign exchange movements	1,061	8
Acquisition/disposal of subsidiaries	<u>3,223</u>	<u>176</u>
Closing balance at 30 June	<u>26,303</u>	<u>29,787</u>
Deferred tax assets to be recovered within 12 months	22,238	23,858
Deferred tax assets to be recovered after more than 12 months	<u>4,065</u>	<u>5,929</u>
	<u>26,303</u>	<u>29,787</u>

* 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 17 Other – non-current

Prepayments	<u>18</u>	<u>57</u>
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Note 18 Payables – current

Trade creditors	137,300	123,750
Sundry creditors and accruals	<u>169,441</u>	<u>153,518</u>
	<u>306,741</u>	<u>277,268</u>

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 41.

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 19 Interest bearing liabilities – current		
Secured		
Bank loans (a)	284	248
Lease liabilities (Note 32(b))	1,242	1,547
Hire purchase liabilities (Note 32(b))	19	11
	<u>1,545</u>	<u>1,806</u>
Unsecured		
Bank loans (b)	514,345	511,296
Amounts owing to vendors (c)	2,897	1,026
Other loans (d)	2,438	2,260
	<u>521,225</u>	<u>516,388</u>

(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 March 2014 as a current liability at 30 June 2013.

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 34 and Note 41.

(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.

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 20 Tax liabilities – current		
Income tax	<u>44,943</u>	<u>44,877</u>

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 21 Provisions - current		
Employee benefits	146,232	131,138
Surplus lease space	331	340
	146,563	131,478

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 2012	340
Re-classification of non-current provision to current (Note 26)	41
Payments applied	(53)
Foreign exchange movements	3
Carrying amount at 30 June 2013	331

Note 22 Other financial liabilities - current

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Current		
Interest rate swaps	2,665	8,737

Details of interest rate swaps are outlined in Note 41.

Note 23 Other – current

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Unsecured		
Amounts owing to vendors	2,287	2,445
Other	215	242
	2,502	2,687

The amounts owing to vendors comprise deferred consideration for business acquisitions made in the current and prior periods (refer Note 31). Amounts owing to vendors and other loans are non-interest bearing. The carrying value of these amounts approximates their fair value.

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 24 Interest bearing liabilities – non-current		
Secured		
Bank loans	568	743
Lease liabilities (Note 32(b))	1,064	1,815
Hire purchase liabilities (Note 32(b))	-	62
	1,632	2,620
Unsecured		
Amounts owing to vendors (a)	619	1,252
Bank loans	889,666	730,943
USPP notes (b)	545,435	488,472
	1,437,352	1,223,287

(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

In January 2010 and January 2011 Sonic issued notes to investors in the United States Private Placement market, raising US\$500M of long term (7-10 years) debt.

(c) Financing facilities available

At 30 June 2013, the following financing facilities had been negotiated and were available:

2013	Total facilities at 30 June 2013 000's	Facilities used at 30 June 2013 000's	Facilities unused at 30 June 2013 000's
Bank overdraft	A\$1,885	-	A\$1,885
Bank loans			
- Syndicated facilities USD limits	US\$259,000	US\$259,000	-
- Syndicated facilities Euro limits	€438,000	€399,550	€38,450
- Syndicated facilities Multi-currency AUD limit	A\$344,000	A\$114,033	A\$229,967
- Bilateral term facilities USD limits	US\$150,000	US\$150,000	-
- Bilateral term facilities Euro limits (secured)	€600	€600	-
- Club revolving facilities Euro limits	€195,000	€195,000	-
USPP notes	US\$500,000	US\$500,000	-
Leasing and hire purchase facilities	A\$10,961	A\$2,325	A\$8,636

In September 2012 Sonic successfully established a new revolving club bank debt facility in the amount of €195M which expires in October 2017. The new facility and existing available facility limits were used to refinance facilities which expired in October 2012.

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

Notes to the Financial Statements

(continued)

Note 24 Interest bearing liabilities – non-current (continued)**(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 41.

(f) Security

Details of the security relating to each of the secured liabilities are set out in Note 34.

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 25 Deferred tax liabilities – non-current		
Provision for deferred income tax	74,145	56,445
The balance comprises temporary differences attributable to:		
<i>Amounts recognised in profit or loss</i>		
Prepayments & sundry debtors	1,686	1,296
Inventories	8,675	8,242
Accrued revenue	6,755	6,906
Leased assets	2,158	205
Intangibles	69,079	43,074
Unrealised foreign exchange movements	-	144
Property, plant & equipment	24,490	22,604
Capitalised costs	26,904	29,263
	139,747	111,734
Less: amounts offset against deferred tax assets (Note 16)	(65,602)	(55,289)
Net deferred tax liabilities	74,145	56,445
Movements:		
Opening balance at 1 July	56,445	45,230
Foreign exchange movements	5,749	2,076
Charged to the Income Statement (Note 6)	9,283	6,573
Charged to equity	(31)	-
Charged to other comprehensive income	2,699	2,566
Closing balance at 30 June	74,145	56,445
Deferred tax liabilities to be settled within 12 months	13,509	9,996
Deferred tax liabilities to be settled after more than 12 months	60,636	46,449
	74,145	56,445

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 26 Provisions – non-current		
Employee benefits	19,619	17,689
Retirement benefit obligations	22,256	19,796
Surplus lease space	-	41
	41,875	37,526

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 2012	41
Re-classification to current provision (Note 21)	(41)
Carrying amount at 30 June 2013	-

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 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	
	2013	2012
	\$'000	\$'000
Present value of the defined benefit plan obligations	60,712	44,873
Fair value of defined benefit plan assets	(38,456)	(25,077)
Net liability in the Balance Sheet	22,256	19,796

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.

Notes to the Financial Statements

(continued)

Note 26 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	
	2013	2012
	%	%
Cash	1.5	0.9
Mortgages	6.8	9.0
Real estate	9.0	10.8
Bonds	43.3	45.1
Equities	29.1	22.7
Alternative investments	10.3	11.5
	100.0	100.0

(c) Reconciliations

	Consolidated Group	
	2013	2012
	\$'000	\$'000
<i>Reconciliation of the present value of the defined benefit obligation, which is partly funded</i>		
Balance at the beginning of the year	44,873	43,155
Current service cost	3,115	872
Interest cost	1,327	1,543
Actuarial losses	1,949	4,330
Benefits paid	(1,003)	(1,034)
Member contributions	2,014	(492)
Foreign exchange movements	8,437	(3,501)
Balance at the end of the year	60,712	44,873
<i>Reconciliation of the fair value of plan assets</i>		
Balance at the beginning of the year	25,077	25,536
Expected return on plan assets	590	498
Actuarial gains	1,699	806
Contributions by Group companies	3,089	984
Benefits paid	(411)	(407)
Member contributions	2,716	(492)
Foreign exchange movements	5,696	(1,848)
Balance at the end of the year	38,456	25,077

(d) Amounts recognised in Income Statement

Current service cost	3,115	872
Interest cost	1,327	1,543
Expected return on plan assets	(590)	(498)
Total included in the employee benefit expense	3,852	1,917
Actual return on plan assets	2,289	1,304

Notes to the Financial Statements

(continued)

Note 26 Provisions – non-current (continued)**(e) Amounts recognised in Statement of Comprehensive Income**

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Actuarial (losses) recognised in the year	<u>(73)</u>	<u>(2,620)</u>
Cumulative actuarial (losses) recognised in the Statement of Comprehensive Income	<u>(3,043)</u>	<u>(2,970)</u>

(f) Principal actuarial assumptions

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

	Consolidated Group	
	2013	2012
	%	%
Discount rate	3.12	3.71
Expected return on plan assets	1.80	1.90
Future salary increases	2.21	2.17

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% (2012: 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 2014 are based on the 2013 rates and are estimated at \$3,272,000 (2012: \$973,000).

The economic assumptions used by the actuary to make the funding recommendations were a long term investment earning rate of 1.80% p.a. (2012: 1.90%), a salary increase rate of 1.50% p.a. (2012: 1.50%) and a technical interest rate of 1.80% p.a. (2012: 1.90%).

	Consolidated Group				
	2013	2012	2011	2010	2009
	\$'000	\$'000	\$'000	\$'000	\$'000
Defined benefit plan obligation	(60,712)	(44,873)	(43,155)	(45,368)	(41,682)
Plan assets	38,456	25,077	25,536	24,921	20,509
(Deficit)	<u>(22,256)</u>	<u>(19,796)</u>	<u>(17,619)</u>	<u>(20,447)</u>	<u>(21,173)</u>
Experience adjustments arising on plan liabilities	39	(2,262)	1,119	(258)	590
Experience adjustments arising on plan assets	1,699	806	(201)	2,145	(3,257)

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 27 Other – non-current		
Amounts owing to vendors	1,592	1,375
Put option relating to minority interest	15,683	17,451
Other	4,839	1,087
	22,114	19,913

The amounts owing to vendors comprises deferred consideration for business acquisitions made in current and prior periods (refer Note 31). 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.

Note 28 Contributed equity

	Notes	Consolidated Group	
		2013	2012
		Shares	Shares
(a) Share capital			
Ordinary shares	(b)	397,158,181	390,969,875
		Consolidated Group	2012
		2013	\$'000
		\$'000	\$'000
Ordinary shares	(b)	2,468,102	2,379,525

(b) Movements in ordinary share capital**2013**

Date	Details	Number of shares	Issue price	Consolidated Group \$'000
1/7/12	Opening balance of the Group	390,969,875		2,379,525
9/10/12	Shares issued under the Dividend Reinvestment Plan	2,865,806	12.87	36,883
Various	Shares issued following exercise of employee options	3,322,500	Various	43,832
Various	Transfers from equity remuneration reserve	-		7,934
Various	Costs associated with shares issued net of future income tax benefits	-		(72)
30/6/13	Balance of the Group	<u>397,158,181</u>		<u>2,468,102</u>

Notes to the Financial Statements

(continued)

Note 28 Contributed equity (continued)**(b) Movements in ordinary share capital (continued)****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	<u>390,969,875</u>		<u>2,379,525</u>

(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 37.

(e) Dividend reinvestment plan

The DRP was in operation for the final dividend for the year ended 30 June 2012 but was suspended in respect of the interim dividend for the year ended 30 June 2013 and 30 June 2012, the final dividend for 2013 and until further notice.

(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
1/7/11	Opening balance	-	-
22/8/11	On market purchase of Sonic 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	<u>-</u>	<u>-</u>
1/7/12	Opening balance	-	-
Various	Subscription for unissued shares by SHEST	2,492,500	32,843
Various	Transfer of shares to employees to satisfy exercise of options	(2,492,500)	(32,843)
30/6/13	Balance	<u>-</u>	<u>-</u>

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 29 Reserves and retained earnings		
(a) Reserves		
Equity remuneration reserve	(i) (5,323)	10,123
Foreign currency translation reserve	(ii) (103,782)	(236,831)
Share option reserve	(iii) 16,427	16,427
Hedging reserve	(iv) (1,714)	(5,018)
Revaluation reserve	(v) 3,272	3,272
Transactions with minority interests	(vi) (20,011)	(17,451)
	(111,131)	(229,478)
Movements		
<i>Equity remuneration reserve</i>		
Balance 1 July	10,123	18,645
Option expense	3,452	3,699
Employee share scheme issue	(10,964)	(6,222)
Transfer to share capital (options exercised)	(7,934)	(5,999)
Balance 30 June	(5,323)	10,123
<i>Foreign currency translation reserve</i>		
Balance 1 July	(236,831)	(218,510)
Net exchange movement on translation of foreign subsidiaries	133,049	(18,321)
Balance 30 June	(103,782)	(236,831)
<i>Share option reserve</i>		
Balance 1 July	16,427	16,427
Movement	-	-
Balance 30 June	16,427	16,427
<i>Hedging reserve</i>		
Balance 1 July	(5,018)	(7,190)
Revaluation (net of deferred tax)	392	(1,075)
Transfer to net profit (net of deferred tax)	2,912	3,247
Balance 30 June	(1,714)	(5,018)
<i>Revaluation reserve</i>		
Balance 1 July	3,272	3,272
Movement	-	-
Balance 30 June	3,272	3,272
<i>Transactions with minority interests</i>		
Balance 1 July	(17,451)	-
Net exchange movement	(2,560)	-
Put option relating to minority interests	-	(17,451)
Balance 30 June	(20,011)	(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.

Notes to the Financial Statements

(continued)

Note 29 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. The balance of the reserve in 2013 and 2012 included 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.

(b) Retained earnings

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Retained earnings at the beginning of the financial year	439,454	356,160
Net profit attributable to members of Sonic Healthcare Limited	334,998	315,996
Dividends paid in the year (Note 5)	(236,466)	(230,082)
Actuarial (losses) on retirement benefit obligations (Note 26)	(73)	(2,620)
	<hr/>	<hr/>
Retained earnings at the end of the financial year	537,913	439,454

Notes to the Financial Statements

(continued)

Note 30 Deed of cross guarantee

The “Closed Group” (refer Note 31) 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

	2013	2012
	\$’000	\$’000
Revenue	1,832,736	1,828,969
Labour and related costs	(897,907)	(834,153)
Consumables used	(181,178)	(177,011)
Operating lease rental expense	(133,763)	(117,669)
Depreciation and amortisation of physical assets	(66,637)	(65,352)
Utilities	(51,856)	(47,774)
Repairs and maintenance	(40,724)	(38,989)
Borrowing costs expense	(28,326)	(35,352)
Transportation	(15,847)	(14,877)
Amortisation of intangibles	(16,448)	(12,412)
Other expenses from ordinary activities	(216,544)	(101,936)
Profit before income tax expense	183,506	383,444
Income tax expense	(60,734)	(53,125)
Net profit after income tax expense	122,772	330,319
Net (profit) attributable to minority interests	(1,205)	(849)
Net profit attributable to members of the Extended Closed Group	121,567	329,470

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

Profit from ordinary activities after income tax expense	122,772	330,319
Other comprehensive income		
<i>Items that may be reclassified to profit or loss</i>		
Exchange differences on translation of foreign operations	10,981	2,580
Cash flow hedges	2,182	487
Other comprehensive income for the period, net of tax	13,163	3,067
Total comprehensive income for the period	135,935	333,386

(c) Reconciliation of retained earnings

Retained earnings at the beginning of the financial year	438,620	338,480
Profit from ordinary activities after income tax expense	121,567	329,470
Retained earnings from entities leaving/joining the deed of cross guarantee	(40)	752
Dividends paid during the year	(236,466)	(230,082)
Retained earnings at the end of the financial year	323,681	438,620

Notes to the Financial Statements

(continued)

Note 30 Deed of cross guarantee (continued)**(d) Consolidated Balance Sheet of the Extended Closed Group**

	2013	2012
	\$'000	\$'000
Current assets		
Cash and cash equivalents	55,612	42,266
Receivables	228,406	234,240
Inventories	24,095	23,661
Assets classified as held for sale	-	9,336
Other	8,660	10,038
Total current assets	<u>316,773</u>	<u>319,541</u>
Non-current assets		
Receivables	1,539	2,739
Other financial assets	2,022,520	2,003,211
Property, plant and equipment	439,337	373,067
Investment properties	-	20,847
Intangible assets	1,421,375	1,339,214
Deferred tax assets	17,807	15,550
Other	17	56
Total non-current assets	<u>3,902,595</u>	<u>3,754,684</u>
Total assets	<u>4,219,368</u>	<u>4,074,225</u>
Current liabilities		
Payables	248,888	201,181
Interest bearing liabilities	142,882	267,309
Current tax liabilities	27,378	26,184
Provisions	114,326	102,621
Other financial liabilities	2,173	5,289
Other	487	460
Total current liabilities	<u>536,134</u>	<u>603,044</u>
Non-current liabilities		
Interest bearing liabilities	826,254	593,015
Provisions	19,233	17,148
Deferred tax liabilities	12,706	10,688
Other	3,605	700
Total non-current liabilities	<u>861,798</u>	<u>621,551</u>
Total liabilities	<u>1,397,932</u>	<u>1,224,595</u>
Net assets	<u>2,821,436</u>	<u>2,849,630</u>
Equity		
Parent Company interest		
Contributed equity	2,478,176	2,389,149
Reserves	19,579	21,861
Retained earnings	323,681	438,620
Total equity	<u>2,821,436</u>	<u>2,849,630</u>

Notes to the Financial Statements

(continued)

Note 31 Investments in subsidiaries

Details of subsidiaries	Country of incorporation	Class of share	Beneficial interest %	Beneficial interest %
			2013	2012
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
Lifescree Australia Pty Limited (i)	Australia	Ord	100	100
Sonic Healthcare Genetics Pty Limited	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. KG	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
The 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
The Hanly Moir Pathology Pty Limited (i)	Australia	Ord	100	100
The Hanly Moir Pathology Trust (ii)	Australia	Units	100	100
Hunter Imaging Group Pty Limited (i)	Australia	Ord	100	100
The Hunter Imaging Services Unit 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

Notes to the Financial Statements

(continued)

Note 31 Investments in subsidiaries (continued)

Details of subsidiaries (continued)	Country of incorporation	Class of share	Beneficial interest % 2013	Beneficial interest % 2012
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
The Sprague Kam Unit 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 No 2 Trust (ii)	Australia	Units	99.9	99.9
IPN Healthcare Pty Limited (i)	Australia	Ord	100	100
Formulab International Pty 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

Notes to the Financial Statements

(continued)

Note 31 Investment in subsidiaries (continued)

Details of subsidiaries (continued)	Country of incorporation	Class of share	Beneficial interest	Beneficial interest
			% 2013	% 2012
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 Service 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 (i)	Australia	Ord	100	100
Lonnex & Millennium Management Holdings Pty Limited (i)	Australia	Ord	100	100
Matrix Skin Cancer Clinics Pty Limited (ii)	Australia	Ord	100	100
Australian Locum Medical Service Pty Limited	Australia	Ord	100	-
Australian Locum Medical Service NSW Pty Limited	Australia	Ord	100	-
Australian Locum Medical Service QLD Pty Limited	Australia	Ord	100	-
Medical Control Centre Unit Trust (ii)	Australia	Units	100	-
A.L.M.S. WA Pty Limited	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 GmbH	Germany	Ord	100	100
GLP medical GmbH	Germany	Ord	100	100
GLP networks GmbH	Germany	Ord	-	100
Dr. Von Foreich - 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. KG	Germany		94.9	94.9
MVZ Labor für Cytopathologie Dr. Steinberg GmbH	Germany	Ord	51	51
MVZ Medizinisches Labor Oldenburg Dr. Müller GmbH	Germany	Ord	100	-

Notes to the Financial Statements

(continued)

Note 31 Investment in subsidiaries (continued)

Details of subsidiaries (continued)	Country of incorporation	Class of share	Beneficial interest % 2013	Beneficial interest % 2012
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
New Zealand Radiology Group Limited	New Zealand	Ord	70	70
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	100
NWLHT Facilities LLP	United Kingdom		100	100
Omnilabs Ireland Limited	Ireland	Ord	100	100
Medlab Pathology Limited	Ireland	Ord	100	100
Sonic Healthcare Investments GP	United States		100	100
Clinical Pathology Laboratories, Inc.	United States	Ord	100	100
Fairfax Medical Laboratories, Inc.	United States	Ord	-	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 Laboratories 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, Inc.	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

Notes to the Financial Statements

(continued)

Note 31 Investment in subsidiaries (continued)

Details of subsidiaries (continued)	Country of incorporation	Class of share	Beneficial interest % 2013	Beneficial Interest % 2012
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
Physician's Automated Laboratory, Inc.	United States	Ord	100	100
Sonic Healthcare Benelux NV	Belgium	Ord	100	100
Medhold NV	Belgium	Ord	-	100
Labo-Lokeren BV BVBA	Belgium	Ord	100	100
Versal NV	Belgium	Ord	-	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
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 30.
- (ii) Trust deeds do not require preparation of audited financial statements.

Business combinations**(a) Acquisition of subsidiaries/business assets**

Acquisitions in the period included:

- Western Australian pathology business of Healthscope on 18 October 2012.
- Two small synergistic laboratory acquisitions in Germany completed in July 2012.
- A number of businesses acquired by IPN.

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.

Notes to the Financial Statements

(continued)

Note 31 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	47,678
Less: Cash of entities acquired	(212)
	47,466
Deferred consideration	4,837
Total consideration	52,303
Fair value of identifiable net assets of subsidiaries/businesses acquired:	
Debtors & other receivables	1,163
Prepayments	27
Inventory	480
Deferred tax assets	2,853
Property, plant & equipment	3,764
Identifiable intangibles	393
Trade payables	(203)
Sundry creditors and accruals	(497)
Current tax liabilities	(7)
Provisions	(1,913)
	6,060
Goodwill	46,243

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. \$7,996,000 of the purchased goodwill recognised is expected to be deductible for income tax purposes, over a fifteen year period.

The purchase price for the Western Australian pathology business includes a performance based earn-out of up to \$1,780,000 payable within twelve months of the acquisition date.

Acquisition-related costs of \$2,780,000 are included in other expenses in the Income Statement. The fair value of acquired debtors and other receivables is \$1,163,000. The gross contractual amount due is \$1,163,000, of which \$nil is expected to be uncollectable.

There were no subsequent changes to the accounting for the business combinations in the 2012 financial year from those included in the 2012 financial statements.

Notes to the Financial Statements

(continued)

Note 31 Investments in subsidiaries (continued)**Business combinations (continued)**

	Consolidated Group	
	2013	2012
	\$'000	\$'000
(b) Reconciliation of cash paid to Cash Flow Statement		
Cash consideration and acquisition costs for acquisitions in the financial year	50,459	145,997
Cash consideration paid to vendors for acquisitions in previous financial years	3,353	6,693
Less: Cash of entities acquired	(212)	(240)
	53,600	152,450
Payment for purchase of controlled entities, net of cash acquired	53,600	152,450

Note 32 Commitments for expenditure**(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	23,220	6,444
Later than one year but not later than 5 years	589	-
	23,809	6,444

(b) Lease commitments

Commitments in relation to leases contracted for at the reporting date but not recognised as liabilities, payable:

Within one year	185,557	155,717
Later than one year but not later than 5 years	365,506	307,408
Later than 5 years	86,396	82,610
	637,459	545,735

Representing:

Cancellable operating leases	2,645	1,725
Non-cancellable operating leases	634,631	543,716
Future finance charges on finance leases	183	294
	637,459	545,735

(i) Operating leases

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

Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:

Within one year	184,544	155,252
Later than one year but not later than 5 years	364,022	306,396
Later than 5 years	86,396	82,449
Less: Amount provided for surplus lease space under non-cancellable operating leases	(331)	(381)

Commitments not recognised in the financial statements

634,631 543,716

Future minimum lease payments expected to be received in relation to non-cancellable sub-leases of operating leases not recognised in the financial statements

43,152 35,953

Notes to the Financial Statements

(continued)

Note 32 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	
	2013	2012
	\$'000	\$'000
Commitments for minimum lease payments in relation to cancellable operating leases are payable as follows:		
Within one year	1,248	683
Later than one year but not later than 5 years	1,397	887
Later than 5 years	-	155
	2,645	1,725
Commitments not recognised in the financial statements		

(ii) Finance leases

The Group finance leases and hire purchases various plant and equipment with a carrying amount of \$1,894,000 (2012: \$2,968,000) under contracts expiring within five months to five years.

Within one year	1,357	1,699
Later than one year but not later than 5 years	1,151	1,999
Later than 5 years	-	31
Minimum lease payments	2,508	3,729
Less: Future finance charges	(183)	(294)
	2,325	3,435
Total lease and hire purchase liabilities		
Representing lease and hire purchase liabilities:		
Current (Note 19)	1,261	1,558
Non-current (Note 24)	1,064	1,877
	2,325	3,435
The present value of finance lease and hire purchase liabilities is as follows:		
Within one year	1,261	1,558
Later than one year but not later than 5 years	1,064	1,852
Later than 5 years	-	25
	2,325	3,435
Minimum lease payments		

The weighted average interest rate implicit in the contracts is 5.72% (2012: 5.57%).

Notes to the Financial Statements

(continued)

Note 33 Contingent liabilities

Sonic Healthcare Limited and certain subsidiaries, as disclosed in Note 31, 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 \$12,093,000 (2012: \$6,082,000) and for the performance of certain contracts by subsidiary entities. It is not expected that these payments will eventuate.

In 2012 the Group had 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. The land and buildings were subsequently acquired in 2013.

Note 34 Secured borrowings

	Consolidated Group	
	2013	2012
	\$'000	\$'000
The total secured liabilities (current and non-current) are as follows:		
Bank loans	852	991
Lease liabilities	2,306	3,362
Hire purchase liabilities	19	73
	3,177	4,426

Assets pledged as security

The bank loan of the Bioscientia Healthcare Group of \$852,000 (2012: \$991,000) 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 19(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		
<i>Finance lease & hire purchase agreements</i>		
Property, plant and equipment	2,051	3,134
<i>Fixed and floating charge</i>		
Property, plant and equipment	500	503
Total assets pledged as security	2,551	3,637

Notes to the Financial Statements

(continued)

Note 35 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	
	2013	2012
	\$	\$
Short term employee benefits	4,834,883	5,880,344
Long term employee benefits	93,390	187,338
Post employment benefits	123,822	172,576
Share based payments	2,311,228	1,981,464
	7,363,323	8,221,722

(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.

2013 Name	Balance at 1 July 2012	Issued during the 2013 year as remuneration	Exercised during the 2013 year	Other changes during the 2013 year	Balance at 30 June 2013	Vested and exercisable at the end of the 2013 year
Dr C.S. Goldschmidt	5,611,298	-	(1,000,000)	-	4,611,298	1,712,250
C.D. Wilks	2,885,648	-	(540,000)	-	2,345,648	896,125

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

(ii) Performance rights

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

2013 Name	Balance at 1 July 2012	Issued during the 2013 year as remuneration	Exercised during the 2013 year	Other changes during the 2013 year	Balance at 30 June 2013	Vested and exercisable at the end of the 2013 year
Dr C.S. Goldschmidt	314,960	-	-	-	314,960	-
C.D. Wilks	157,480	-	-	-	157,480	-

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	-

Notes to the Financial Statements

(continued)

Note 35 Key management personnel (continued)**(b) Equity disclosures relating to key management personnel (continued)***(iii) Share holdings*

2013 Name	Balance at 1 July 2012	Issued during the 2013 year on the exercise of options	Shares provided as remuneration during the 2013 year	Other changes during the 2013 year	Balance at 30 June 2013
Dr C.S. Goldschmidt	730,243	1,000,000	-	(1,000,000)	730,243
C.D. Wilks	808,122	540,000	-	(450,000)	898,122
R.P. Campbell	10,000	-	-	271	10,271
C.J. Jackson	491,371	-	-	-	491,371
K.D. Spargo	5,000	-	-	3,000	8,000
Dr E.J. Wilson	2,000	-	-	-	2,000

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

(c) Other transactions with key management personnel

Other transactions with key management personnel are disclosed in Note 38.

Note 36 Remuneration of auditors

Consolidated Group	
2013	2012
\$	\$

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

561,779	522,100
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Related practices of PricewaterhouseCoopers Australian firm (including overseas PricewaterhouseCoopers firms)

Audit and review of the financial reports of Group entities

902,698	917,300
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Taxation and accounting services

-	33,250
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Total audit, taxation and accounting services

902,698	950,550
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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.

Notes to the Financial Statements

(continued)

Note 37 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, 2 July 2012 and 9 August 2013 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. Options granted on 9 August 2013 which satisfy the vesting conditions will be exercisable from 9 August 2018 until expiry on 9 August 2020.

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.

Notes to the Financial Statements

(continued)

Note 37 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

<u>TSR Target</u>	<u>Percentage of Options and Rights that vest</u>
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. 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 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 up to the 75th percentile. A TSR of the 75th 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 and were exercised in August 2013. The other 244,125 options lapsed during the 2012 financial year. The vested options had an expiry date of 22 November 2013.

Notes to the Financial Statements

(continued)

Note 37 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	Exercisable at end of the year	Balance at date of this report
			Number	Number	Number	Number	Number	Number	Number	Number
Consolidated Group - 2013										
31/07/08	31/05/13	\$13.65	60,000	-	(20,000)	(30,000)	(10,000)	-	-	-
21/11/08	22/11/13	\$12.98	1,068,375	-	-	-	-	1,068,375	1,068,375	-
27/03/09	27/01/14	\$11.10	1,280,000	-	-	(492,500)	-	787,500	467,500	402,000
10/06/10	10/04/15	\$10.57	1,000,000	-	-	(460,000)	-	540,000	40,000	540,000
03/03/11	03/01/16	\$11.13	440,000	-	(100,000)	-	-	340,000	-	340,000
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	-	-	-	300,000	-	300,000
09/08/13	09/08/20	\$14.50	-	-	-	-	-	-	-	100,000
Total			10,296,946	300,000	(120,000)	(982,500)	(10,000)	9,484,446	1,575,875	8,130,571
Weighted average exercise price			\$11.41	\$12.57	\$11.55	\$10.93	\$13.65	\$11.49	\$12.36	
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	-
21/11/08	22/11/13	\$12.98	2,625,000	-	(1,556,625)	-	-	1,068,375	1,068,375	-
27/03/09	27/01/14	\$11.10	1,500,000	-	(220,000)	-	-	1,280,000	640,000	-
10/06/10	10/04/15	\$10.57	1,000,000	-	-	-	-	1,000,000	-	-
03/03/11	03/01/16	\$11.13	700,000	-	(260,000)	-	-	440,000	-	-
18/11/11	18/11/16	\$11.43	-	1,341,058	-	-	-	1,341,058	-	-
18/11/11	18/11/17	\$11.43	-	1,302,250	-	-	-	1,302,250	-	-
18/11/11	18/11/18	\$11.43	-	1,705,263	-	-	-	1,705,263	-	-
20/02/12	20/12/16	\$11.14	-	600,000	-	-	-	600,000	-	-
07/03/12	07/03/17	\$11.14	-	500,000	-	-	-	500,000	-	-
07/03/12	07/03/19	\$11.14	-	1,000,000	-	-	-	1,000,000	-	-
Total			7,160,000	6,448,571	(2,086,625)	-	(1,225,000)	10,296,946	1,753,375	
Weighted average exercise price			\$12.10	\$11.34	\$12.57	-	\$13.08	\$11.41	\$12.31	

The weighted average share price at the date of exercise for options exercised in the 2013 year was \$13.43. The weighted average remaining contractual life of share options on issue at the end of the year was 3.5 years (2012: 4.2 years).

Fair value of options granted

The average assessed fair value of options granted during the year ended 30 June 2013 was \$1.29 per option (2012: \$1.31).

Notes to the Financial Statements

(continued)

Note 37 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 2013 and 30 June 2012 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%
02/07/12	02/07/19	\$12.57	\$12.57	6.0	19.7%	2.8%	5.0%

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 and either exercised, forfeited or expired prior to 1 July 2011.

(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

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	Exercisable at end of the year	Balance at date of this report
			Number	Number	Number	Number	Number	Number	Number	Number
Consolidated Group - 2013										
24/08/07	24/08/12	\$7.50	1,540,000	-	-	(1,540,000)	-	-	-	-
22/08/08	22/08/13	\$7.50	1,540,000	-	-	-	-	1,540,000	1,540,000	-
Total			3,080,000	-	-	(1,540,000)	-	1,540,000	1,540,000	-
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	-
Total			4,620,000	-	-	(1,540,000)	-	3,080,000	3,080,000	-

The weighted average share price at the date of exercise for options exercised in the 12 months to 30 June 2013 was \$13.00 (2012: \$11.52).

The weighted average remaining contractual life of options on issue at the end of the year was 0.1 years (2012: 0.6 years).

Notes to the Financial Statements

(continued)

Note 37 Share based payments (continued)**(a) Share based payments relating to remuneration (continued)***(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 detailed in Note 37(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	Exercisable at end of the year	Balance at date of this report
Consolidated Group - 2013										
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
			472,440	-	-	-	-	472,440	-	472,440
Consolidated Group – 2012										
18/11/11	18/11/16	Nil	-	141,732	-	-	-	141,732	-	-
18/11/11	18/11/17	Nil	-	141,732	-	-	-	141,732	-	-
18/11/11	18/11/18	Nil	-	188,976	-	-	-	188,976	-	-
Total			-	472,440	-	-	-	472,440	-	-

The weighted average remaining contractual life of performance rights on issue at the end of the year was 4.5 years (2012: 5.5 years).

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.

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	
	2013	2012
	\$'000	\$'000
Equity remuneration	3,452	3,699

Notes to the Financial Statements

(continued)

Note 37 Share based payments (continued)

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

(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 982,500 ordinary shares of Sonic were issued during the year ended 30 June 2013 under the Sonic Healthcare Limited Employee Option Plan. 1,453,875 options have been exercised since that date, but prior to the date of this report, resulting in the issue of 1,453,875 ordinary shares. The amounts paid on issue of those shares were:

Number of Options	Amounts paid (per share)
30,000	\$13.65
1,068,375	\$12.98
878,000	\$11.10
460,000	\$10.57
<u>2,436,375</u>	

(b) Executive Incentive Plan options

A total of 1,540,000 ordinary shares were issued during the year ended 30 June 2013 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 was 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 had any right under the option to participate in any other issue of the Company or of any other entity. 1,400,000 options expired in 2012 and 300,000 options expired during the year (unexercised); 300,000 options were exercised during the year at an exercise price of \$13.10 resulting in the issue of 300,000 shares. The weighted average share price at the date of exercise in the 2013 year was \$14.09. The weighted average remaining contractual life of options outstanding at the end of the year was nil years (2012: 0.8 years).

Notes to the Financial Statements

(continued)

Note 37 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 resulting in the issue of 1,000,000 shares. The weighted average share price at the date of exercise was \$12.17. The weighted average remaining contractual life of options outstanding at the end of the year was nil years (2012: nil years).

(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 nil years (2012: 0.1 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 was 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 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 500,000 options were exercised during the year at an exercise price of \$13.30. The weighted average share price at the date of exercise was \$13.96. The weighted average remaining contractual life of options outstanding at the end of the year was nil years (2012: 0.9 years).

Notes to the Financial Statements

(continued)

Note 38 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 31.

(i) Transactions with Directors of Sonic Healthcare Limited and key management personnel

During the financial year rental expense payments totalling \$554,720 (2012: \$559,467) 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) 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 2013 (2012: \$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 39 Earnings per share

	Consolidated Group	
	2013	2012
	Cents	Cents
Basic earnings per share	84.8	81.1
Diluted earnings per share	84.3	80.7
	2013	2012
	Shares	Shares
Weighted average number of ordinary shares used as the denominator		
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	394,918,728	389,835,777
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	397,601,897	391,769,391
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 37.		
	Consolidated Group	
	2013	2012
	\$'000	\$'000
Reconciliations of earnings used in calculating earnings per share		
Net profit	339,668	317,685
Net (profit) attributable to minority interests	(4,670)	(1,689)
Earnings used in calculating basic and diluted earnings per share	334,998	315,996

Notes to the Financial Statements

(continued)

	Consolidated Group	
	2013	2012
	\$'000	\$'000
Note 40 Statement of cash flows		
(a) Cash at bank and on hand	219,729	168,594
Cash balances bear floating interest rates of between 0.01% - 2.83% (2012: 0.01% - 3.53%).		
(b) Reconciliation of net cash inflow from operating activities to operating profit after income tax		
Operating profit after income tax	339,668	317,685
Add non-cash items	131,050	138,518
Add/(less) changes in assets and liabilities during the financial year:		
(Increase)/decrease in sundry debtors and prepayments	4,867	(15,217)
(Increase)/decrease in trade debtors and accrued revenue	(56,575)	(31,699)
(Increase)/decrease in inventories	(1,450)	(3,004)
(Increase)/decrease in deferred tax assets	6,018	2,424
Increase/(decrease) in trade creditors and accrued expenses	11,295	38,256
Increase/(decrease) in deferred tax liabilities	12,323	10,013
Increase/(decrease) in current tax liabilities	(2,401)	18,821
Increase/(decrease) in other provisions	1,253	(257)
Increase/(decrease) in other liabilities	3,702	156
Increase/(decrease) in provision for employee entitlements	9,709	11,062
Net cash inflow from operating activities	459,459	486,758
(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 \$723,000 (2012: \$1,016,000) was acquired by means of finance leases and hire purchase agreements.		

Notes to the Financial Statements

(continued)

Note 41 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 2013 and 2012 the Group maintained a Net Debt to EBITDA ratio of between 2.3 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 2013 and 30 June 2012 were as follows:

	2013	2012
Net Debt to EBITDA (times)	2.35	2.51
Gearing	37.3%	37.6%
Interest Cover (times)	8.59	7.01

Notes to the Financial Statements

(continued)

Note 41 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	
	2013	2012
	\$'000	\$'000
AUD	52,000	49,000
USD	1,016,467	921,059
EURO	844,664	736,819
GBP	37,166	24,824
	1,950,297	1,731,702

Hedge of net investments in foreign operations

Of the total bank loans and USPP notes of \$1,950,297,000 (2012: \$1,731,702,000), \$843,812,000 (2012: \$735,828,000) 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 \$69,816,000 (2012: \$73,270,000) 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 (2012: \$nil).

The remaining bank loans and USPP notes of \$984,669,000 (2012: \$873,604,000) 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 2013, had the Australian dollar weakened/strengthened by 10% (2012: 10%) against all relevant currencies, the Group's post-tax profit would have been \$nil higher/\$nil lower (2012: \$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 (2012: \$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.

Notes to the Financial Statements

(continued)

Note 41 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 2013: \$1,404,011,000; 2012: \$1,242,239,000) 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 14% (2012: 25%) of the Sonic senior variable rate bank debt outstanding. The fixed interest rates range between 1.47% and 4.51% (2012: 1.47% and 5.23%). The variable interest rates range between 0.20% and 0.27% (2012: 0.46% and 0.99%).

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% (2012: 40%) 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 2013 was \$6,732,000 (2012: \$7,717,000).

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	
	2013	2012
	\$'000	\$'000
Less than 1 year	159,568	131,641
1 – 2 years	42,577	140,431
2 – 3 years	218,174	37,129
3 – 4 years	-	195,389
	420,319	504,590

Notes to the Financial Statements

(continued)

Note 41 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	Notes	<u>Fixed interest rate maturities</u>							Total
		1 year or less	Over 1 and less than 2 years	Over 2 and less than 3 years	Over 3 and less than 4 years	Over 4 and less than 5 years	Over 5 years	Non- interest bearing	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
30 June 2013									
<i>Assets</i>									
Cash and deposits	40(a)	5,907	-	-	-	-	-	5,061	10,968
Trade debtors	7	-	-	-	-	-	-	494,583	494,583
Accrued revenue	7	-	-	-	-	-	-	65,501	65,501
Sundry debtors	7	-	-	-	-	-	-	31,955	31,955
Amounts owing from other entities	7,11	1,650	1	-	-	-	-	2,242	3,893
Other financial assets	12	-	-	-	-	-	-	64,357	64,357
Interest rate swap receive fixed		-	-	218,174	-	-	-	-	218,174
Total assets		7,557	1	218,174	-	-	-	663,699	889,431
<i>Liabilities</i>									
Trade and other creditors	18	-	-	-	-	-	-	306,741	306,741
Amounts owing to vendors	19,23,24,27	8	-	-	-	-	-	19,562	19,570
Other	23,27	-	-	-	-	-	-	5,054	5,054
Lease and hire purchase liabilities	19,24	1,261	663	285	86	30	-	-	2,325
USPP notes	24	-	-	-	103,633	-	441,802	-	545,435
Bank loans	19,24	284	284	284	-	-	-	-	852
Interest rate swaps pay fixed		159,568	42,577	-	-	-	-	-	202,145
Total liabilities		161,121	43,524	569	103,719	30	441,802	331,357	1,082,122

Consolidated Group	Notes	<u>Fixed interest rate maturities</u>							Total
		1 year or less	Over 1 and less than 2 years	Over 2 and less than 3 years	Over 3 and less than 4 years	Over 4 and less than 5 years	Over 5 years	Non- interest bearing	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
30 June 2012									
<i>Assets</i>									
Cash and deposits	40(a)	16,093	-	-	-	-	-	4,082	20,175
Trade debtors	7	-	-	-	-	-	-	405,020	405,020
Accrued revenue	7	-	-	-	-	-	-	56,845	56,845
Sundry debtors	7	158	-	-	-	-	-	38,150	38,308
Amounts owing from other entities	7,11	1,670	4	1	-	-	-	2,113	3,788
Other financial assets	12	-	-	-	-	-	-	50,028	50,028
Interest rate swap receive fixed		-	-	-	195,389	-	-	-	195,389
Total assets		17,921	4	1	195,389	-	-	556,238	769,553
<i>Liabilities</i>									
Trade and other creditors	18	-	-	-	-	-	-	277,268	277,268
Amounts owing to vendors	19,23,24,27	54	-	-	-	-	-	21,271	21,325
Other	23,27	-	-	-	-	-	-	1,329	1,329
Lease and hire purchase liabilities	19,24	1,558	1,255	426	142	29	25	-	3,435
USPP notes	24	-	-	-	-	92,810	395,662	-	488,472
Bank loans	19,24	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

Notes to the Financial Statements

(continued)

Note 41 Financial risk management (continued)**(b) Market risk (continued)***(ii) Interest rate risk (continued)*

Consolidated Group	Notes	Floating interest rate maturities						Total	Weighted average interest rate
		1 year or less	Over 1 and less than 2 years	Over 2 and less than 3 years	Over 3 and less than 4 years	Over 4 and less than 5 years	Over 5 years		
30 June 2013		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	%
<i>Assets</i>									
Cash and deposits	40(a)	208,761	-	-	-	-	-	208,761	0.85
Amounts owing from other entities	7,11	416	-	-	1,460	-	-	1,876	2.59
Interest rate swaps receive floating		159,568	42,577	-	-	-	-	202,145	0.23
		<u>368,745</u>	<u>42,577</u>	<u>-</u>	<u>1,460</u>	<u>-</u>	<u>-</u>	<u>412,782</u>	
<i>Liabilities</i>									
Bank loans	19,24	514,345	434,951	126,869	51,093	276,753	-	1,404,011	1.93
Other loans	19	2,438	-	-	-	-	-	2,438	6.69
Amounts owing to vendors	19,24	2,889	549	70	-	-	-	3,508	2.60
Interest rate swaps pay floating		-	-	218,174	-	-	-	218,174	3.55
		<u>519,672</u>	<u>435,500</u>	<u>345,113</u>	<u>51,093</u>	<u>276,753</u>	<u>-</u>	<u>1,628,131</u>	

Consolidated Group	Notes	Floating interest rate maturities						Total	Weighted average interest rate
		1 year or less	Over 1 and less than 2 years	Over 2 and less than 3 years	Over 3 and less than 4 years	Over 4 and less than 5 years	Over 5 years		
30 June 2012		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	%
<i>Assets</i>									
Cash and deposits	40(a)	148,419	-	-	-	-	-	148,419	1.15
Amounts owing from other entities	7,11	643	314	243	-	748	-	1,948	3.69
Interest rate swaps receive floating		131,641	140,431	37,129	-	-	-	309,201	0.58
		<u>280,703</u>	<u>140,745</u>	<u>37,372</u>	<u>-</u>	<u>748</u>	<u>-</u>	<u>459,568</u>	
<i>Liabilities</i>									
Bank loans	19,24	511,296	206,486	451,186	73,271	-	-	1,242,239	1.98
Other loans	19	2,260	-	-	-	-	-	2,260	6.81
Amounts owing to vendors	19,24	972	756	496	-	-	-	2,224	3.59
Interest rate swaps pay floating		-	-	-	195,389	-	-	195,389	3.86
		<u>514,528</u>	<u>207,242</u>	<u>451,682</u>	<u>268,660</u>	<u>-</u>	<u>-</u>	<u>1,442,112</u>	

Sensitivity analysis

If interest rates in all relevant currencies applied to financial instruments held at 30 June 2013 had changed by -10/+100 basis points (2012: -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 \$851,000/\$8,507,000 higher/lower (2012: \$721,000/\$7,211,000 higher/lower) mainly as a result of lower/higher interest expense from bank loans. Other components of equity would have been \$914,000/\$11,496,000 higher/lower (2012: \$369,000/\$7,652,000 higher/lower) 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 2013 are more sensitive than in 2012 due to the higher unhedged net debt position at 30 June 2013.

(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.

Notes to the Financial Statements

(continued)

Note 41 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 2013 Sonic is carrying ~€15M (2012: ~€13M) in debtors relating to short payments of quarterly billing by certain regional funding bodies (“KVs”) in Germany. Sonic is pursuing recovery of these debtors and legal advice supports full recoverability as the short payments are considered unlawful, and this view is supported by a number of the other regional KVs. The regional short payments ceased with the September 2012 quarter, after which the statutory insurance payment system moved 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 leading 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.

Notes to the Financial Statements

(continued)

Note 41 Financial risk management (continued)**(d) Liquidity risk (continued)**

Consolidated Group	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
30 June 2013							
<i>Liabilities</i>							
Trade and other creditors	18	306,741	-	-	-	306,741	306,741
Amounts owing to vendors	19,23,24,27	5,238	17,050	651	204	23,143	23,078
Bank loans	19,24	544,445	454,662	475,529	-	1,474,636	1,404,863
USPP notes	24	29,017	29,017	185,264	502,905	746,203	545,435
Other loans	19	2,601	-	-	-	2,601	2,438
Other	23,27	215	3,439	952	448	5,054	5,054
Lease and hire purchase liabilities	19,24	1,357	717	434	-	2,508	2,325
Net-settled interest rate swaps	22	2,670	213	-	-	2,883	2,665
Financial guarantee contracts		12,093	-	-	-	12,093	-
Total liabilities		904,377	505,098	662,830	503,557	2,575,862	2,292,599

Consolidated Group	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
30 June 2012							
<i>Liabilities</i>							
Trade and other creditors	18	277,268	-	-	-	277,268	277,268
Amounts owing to vendors	19,23,24,27	3,534	1,514	18,425	184	23,657	23,549
Bank loans	19,24	536,717	225,403	537,854	-	1,299,974	1,243,230
USPP notes	24	25,987	25,987	170,770	471,517	694,261	488,472
Other loans	19	2,412	-	-	-	2,412	2,260
Other	23,27	242	367	652	68	1,329	1,329
Lease and hire purchase liabilities	19,24	1,699	1,354	645	31	3,729	3,435
Net-settled interest rate swaps	22	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

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 2013 are as follows (figures are facility limit amounts, not drawings):

	AUD \$'000	USD \$'000	EURO €'000
March 2014	165,000	259,000	62,000
April 2015	179,000	-	186,000
March 2016	-	-	190,000
June 2016	-	75,000	-
January 2017	-	95,000	-
June 2017	-	75,000	-
October 2017	-	-	195,000
January 2020	-	155,000	-
January 2021	-	250,000	-
	344,000	909,000	633,000

There have been no material breaches and no defaults of loans in the current or preceding reporting periods.

Notes to the Financial Statements

(continued)

Note 41 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 2013 the interest rate swaps have a liability fair value of \$2,665,000 (2012: \$8,737,000). 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 \$218,174,000 (2012: \$195,389,000) 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 42 Parent Company financial information**(a) Summary financial information**

The individual financial statements for the Parent Company show the following aggregate amounts:

	2013	2012
	\$'000	\$'000
Balance sheet		
Current assets	1,529,737	1,296,724
Total assets	4,481,254	4,198,661
Current liabilities	1,522,470	1,200,037
Total liabilities	1,881,680	1,676,739
<i>Shareholders' equity</i>		
Contributed equity	2,505,497	2,416,472
Reserves		
Equity remuneration reserve	(4,325)	11,120
Share option reserve	16,427	16,427
Retained earnings	81,975	77,903
	2,599,574	2,521,922
Profit or loss for the year	240,538	233,575
Total comprehensive income	240,538	233,575

Notes to the Financial Statements

(continued)

Note 42 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 30. 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 \$33,515,000 (2012: \$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 2013. At 30 June 2012 the Parent Company had 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. The building was subsequently acquired in 2013. 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 contractual commitments of \$13,717,000 (2012: \$17,800,000) for the construction of buildings in Western Australia and Queensland. The Parent Company did not have any other contractual commitments for the acquisition of property, plant or equipment as at 30 June 2013.

Note 43 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.

Directors' Declaration

For the year ended 30 June 2013

In the Directors' opinion:

- (a) the financial statements and Notes set out on pages 48 to 123 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 2013 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 30 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 30.

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
25 September 2013



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 2013, 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. Those 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.

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

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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 2013 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 28 to 36 of the Directors' Report for the year ended 30 June 2013. 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 2013, complies with section 300A of the *Corporations Act 2001*.

PricewaterhouseCoopers

PricewaterhouseCoopers

Matthew Lunn
Partner

Sydney
25 September 2013

Shareholders' Information**1. Information relating to shareholders***(a) Distribution schedule as at 16 September 2013*

	No. of holders ordinary shares
1 – 1,000	20,178
1,001 – 5,000	17,863
5,001 – 10,000	1,557
10,001 – 100,000	773
100,001 and over	111
	<hr/>
	40,482
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	74.63%
Number of holders holding less than a marketable parcel	533

(b) Substantial shareholders as at 16 September 2013

The Company has received substantial shareholding notices to 16 September 2013 in respect of the following holdings:

	No. of securities	Percentage held
The Capital Group Companies, Inc.	47,319,420	11.83%
The members of the Veritas Group	32,185,970	8.04%

(c) Names of the twenty largest registered holders of equity securities as at 16 September 2013

	No. of securities	Percentage held
HSBC Custody Nominees (Australia) Limited	95,197,643	23.79%
J P Morgan Nominees Australia Limited	90,492,062	22.61%
National Nominees Limited	40,273,755	10.06%
Citicorp Nominees Pty Limited	17,337,914	4.33%
Jardvan Pty Ltd	15,958,704	3.99%
JP Morgan Nominees Australia Limited <Cash Income A/C>	6,691,387	1.67%
BNP Paribas Noms Pty Ltd <DRP>	6,100,251	1.52%
Polly Pty Ltd <A/C Patterson Family>	3,816,646	0.95%
Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	3,165,621	0.79%
HSBC Custody Nominees (Australia) Limited <NT-Comnwlth Super Corp A/C>	2,554,755	0.64%
Argo Investments Limited	2,474,483	0.62%
RBC Investor Services Australia Nominees Pty Limited <PI Pooled A/C>	2,377,303	0.59%
BNP Paribas Nominees Pty Ltd <Agency Lending DRP A/C>	2,019,298	0.50%
Goodoil Investments Pty Ltd <Timothy Roberts Invest A/C>	1,973,717	0.49%
CS Fourth Nominees Pty Ltd	1,631,483	0.41%
AMP Life Limited	1,594,577	0.40%
Quintal Pty Ltd <Harken Family A/C>	1,521,138	0.38%
Australian Foundation Investment Company Limited	1,475,000	0.37%
Questor Financial Services Limited <TPS RF A/C>	1,210,974	0.30%
Dr Anthony John Clarke	885,000	0.22%
	<hr/>	
	298,751,711	74.63%

2. Unquoted equity securities as at 16 September 2013

	No. on issue	No. of holders
Options over unissued ordinary shares	8,130,571	34
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 5% of Sonic's shareholders still request a hard copy Annual Report, and over 26% 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 21 November 2013.