Sonic Healthcare Limited
ABN **24 004 196 909**
Annual Report – 30 June 2019

Contents

Corporate Directory

Directors	Prof. M.R. Compton	*Chairman*	Mr N. Mitchell
	Dr C.S. Goldschmidt	*Managing Director*	Mr L.J. Panaccio
	Mr C.D. Wilks	*Finance Director*	Ms K.D. Spargo
	Dr P.J. Dubois		Dr E.J. Wilson

Company Secretary Mr P.J. Alexander

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Share registry	Computershare Investor Services Pty Limited Level 5, 115 Grenfell Street, Adelaide, South Australia, 5000, Australia. Website: www.computershare.com Email: www.investorcentre.com/contact	Ph: 1300 556 161 (Within Australia) Ph: 61 3 9415 4000 (Outside Australia) Fax 1300 534 987 (Within Australia) Fax: 61 3 9473 2408 (Outside Australia)

Auditor PricewaterhouseCoopers

Solicitors Allens
Gilbert + Tobin

Bankers	Australia and New Zealand Banking Group	HSBC
	BNP Paribas	JPMorgan Chase Bank
	Commerzbank	Mizuho Bank
	Commonwealth Bank of Australia	MUFG Bank
	Crédit Industriel et Commercial	National Australia Bank
	DNB Asia	Westpac Banking Corporation

Stock exchange listings Sonic Healthcare Limited (SHL.AX) shares are listed on the Australian Securities Exchange. Sonic Healthcare Limited also has a Level 1 sponsored American Depositary Receipt (ADR) facility managed by BNY Mellon (the 'Depositary'). Sonic Healthcare Limited's ADRs are traded under the code 'SKHHY'.

Verification of Unaudited Information in this Annual Report
Unaudited information in this Annual Report comprises all information included in the Annual Report other than the Financial Report, the Remuneration Report within the Directors' Report, the Directors' Declaration, the Independent Auditor's Report and the Auditor's Independence Statement.

The integrity of the unaudited information has been verified as materially accurate and/or reasonable using the following processes:

- Financial information in the unaudited information has been tied to the current and/or previous audited Financial Reports, or has been gathered using the same reporting and consolidation process as used for the Financial Report (which includes several review layers), or has been sourced from third parties.
- The unaudited information has been reviewed and approved by the Managing Director and Finance Director individually, the Audit Committee, and the Board as a whole.
- Earnings guidance for the 2020 financial year is based on the detailed annual budgeting process undertaken by the Group, which culminates in Board approval of the budgets.
- The independent auditor has read the unaudited information and has considered whether the information is materially inconsistent with the Financial Report or their knowledge obtained in the audit, or otherwise appeared to be materially misstated. The auditor had nothing to report in this regard.

Forward looking statements and opinions included in the unaudited information (which may be identified by the use of terminology including 'expects', 'believes', 'targets', 'likely', 'should', 'could', 'intends', 'aims', 'is estimated' or similar expressions) are not certainties, guarantees or predictions of future performance. Readers are cautioned not to place undue reliance on forward looking statements or opinions.

Chairman's Letter

Dear Fellow Shareholders,

On behalf of the Board of Sonic Healthcare, I take great pleasure in presenting to you the Company's 2019 Annual Report.

Sonic Healthcare produced a record net profit for the 2019 financial year of A$550 million, on revenues of A$6.2 billion. The Board has declared total dividends per share for the year of A$0.84, a 4% increase on the prior year, continuing our progressive dividend policy.

A standout event in the 2019 year was the acquisition of Aurora Diagnostics in the USA, and the equity raised to finance the acquisition. Aurora has opened further growth paths for Sonic in the world's largest laboratory medicine market, as described in more detail elsewhere in this Annual Report. On behalf of the Board and management team, I wish to thank our shareholders for the strong support we received for both the A$600 million institutional equity placement completed in December 2018 and the associated Share Purchase Plan ('SPP') for retail shareholders completed in February 2019, which raised A$328 million. Combined these represented the largest equity raising the Company has ever undertaken.

The equity raised and our strong cash generation enabled a reduction in net debt of A$184 million (after payments for acquisitions and dividends), lowering Sonic's gearing below our long-term average. This means that our balance sheet is very strong, and ready to support further growth. A very pleasing aspect of the financial results for 2019 was that our Return on Invested Capital ('ROIC') increased from 8.6% to 8.7%, whilst A$1 billion of additional capital was put to work. Whilst ROIC is a volatile measure, this is a good outcome.

Board renewal, development and diversity continue to be important considerations for your Board. Sonic's Board currently comprises five independent directors and three executive directors, including a pathologist, a radiologist and a registered General Medical Practitioner, in keeping with our Medical Leadership culture and strategy. We are actively recruiting for an additional independent, non-executive director, preferably a qualified medical practitioner, and hope to have the position filled by the Company's 2019 Annual General Meeting or soon afterwards. We have set ourselves the objective to reach at least 30% female representation on our Board within two years - I note we have had more than 20% since 2010 and currently have 40% female representation of our independent Non-executive Directors. Mr. Lou Panaccio, who has been Chairman of our Audit Committee since October 2010, is retiring from that position this month. Lou will remain on the Committee, and the Board has chosen Mr. Neville Mitchell as the new Committee Chairman. On the Board's behalf, I sincerely thank Lou for the exceptional leadership he has demonstrated in his role as Chairman of the Audit Committee, and congratulate Neville on his appointment. Dr Philip Dubois is standing for re-election at this year's AGM, with the full support of the Board. Philip has indicated that, should he be re-elected by shareholders at the 2019 AGM, he will retire from the Board by the end of that three year term.

I strongly recommend that all Sonic shareholders read our latest Corporate Responsibility Report, available on our website. This report describes how Sonic cares for our people, the environment, our own communities and communities in acute need. The Board takes great pride in Sonic's standing in these important issues, and believes that our shareholders can rightfully be proud as well. Sonic's standing as a socially responsible company continues to be recognised by external parties, including through ongoing inclusion in the FTSE4Good Index Series.

Sonic Healthcare has a clear and proven growth strategy and the cultural, financial, managerial and operational strength to further deliver on that strategy, so as to create value for shareholders, provide excellent service to our patients and their doctors, and enable fulfilling careers for our staff. I thank our doctors, managers, staff and my fellow Directors for their dedication, expertise and passion for the Company. I also thank you, our shareholders, for your continuing support of the Company and the Board.

Mark Compton AM
Chairman

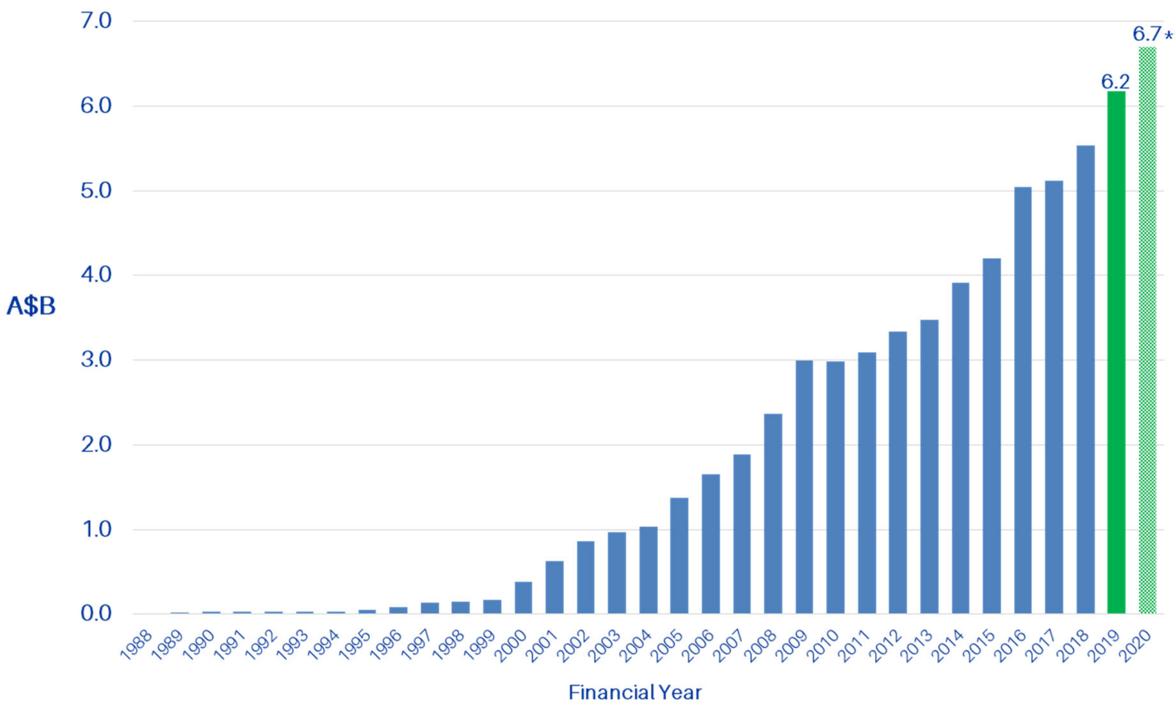
CEO Report

Sonic Healthcare produced another record financial result in the 2019 financial year, in line with our expectations. Financial highlights included:

- Revenue growth of 11.6% to A$6.2 billion
- EBITDA growth of 13.3% to A$1.1 billion
- Net profit growth of 15.6% to A$550 million
- Earnings per share growth of 8.8% to A$1.22

One of the key attributes of Sonic is the consistency of our financial performance and growth, which I think are best illustrated in the two charts below. They portray our annual revenue since Sonic listed on the Australian Securities Exchange in 1987, and our annual dividends from our inaugural dividend in 1994.

Revenue History

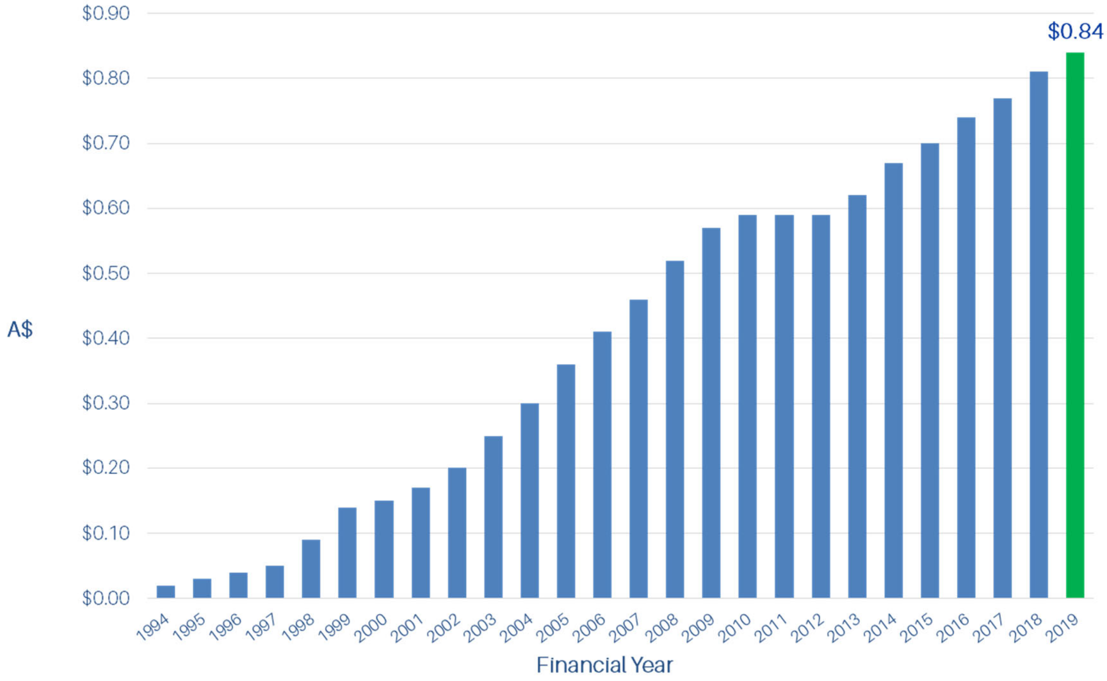


* FY2020 revenue based on market consensus forecast, including FX rate assumptions. Illustrative only, not Sonic guidance.

As illustrated, we are expecting further growth again in 2020, when we will benefit from a full year of the Aurora Diagnostics acquisition, which was completed in January 2019, as well as ongoing organic growth and, potentially, further acquisitions.

CEO Report (continued)

Full-year Dividend History



The Company reached a significant threshold in 2019 – this is the year that we exceeded $1 billion of EBITDA for the first time. This is a great milestone for the Company and really a magnificent achievement for all of Sonic's people around the world.

Organic revenue growth for the Group as a whole in 2019 was pleasing at around 4% on a constant currency basis. Sonic’s Australian, US and UK laboratory operations and our Imaging division achieved higher organic growth rates, whilst the growth of our German and Belgian operations were impacted this year by regulatory changes. I would like to particularly highlight the continuation of strong profit and margin growth in Sonic’s Australian and Swiss laboratory businesses, and in our Australian diagnostic imaging business.

As is usual for Sonic, organic growth was significantly enhanced by acquisitions in the past year, and we continue to work on a rich pipeline of further acquisition, joint venture and contract opportunities to further augment Sonic’s growth, strength and expertise as a Company.

Sonic also achieved a number of strategic milestones in the 2019 financial year, opening up new pathways for future growth. The most significant of these was the acquisition of Aurora Diagnostics for US$540 million (equivalent to A$750 million). Aurora is one of the leading anatomical pathology providers in the USA, with approximately 220 pathologists and 1,200 staff, operating 32 anatomical pathology practices across 19 US states. Aurora is the largest single acquisition ever made by Sonic, with annual revenue in excess of US$310 million. Following the Aurora acquisition, our US business is now our largest globally.

Sonic also acquired Pathologie Trier in July 2018, one of the largest (annual revenue of around €20 million) and most respected anatomical pathology practices in Germany.

The acquisitions of Aurora Diagnostics and Pathologie Trier are initial steps in expansion into the anatomical pathology markets in the USA and Germany. The addition of the pathologists in these practices to Sonic’s existing team has created what I believe to be the largest pathologist group globally. Sonic’s success to date has been driven by our Medical Leadership culture which, among other important tenets, recognises that pathologists are the natural leaders within laboratories. We look forward to working with Aurora’s and Trier’s management and pathologists to grow and enrich both the anatomical pathology and clinical laboratory operations of our expanded US and German businesses. This strategy is well-founded on our deep and long-standing experience in anatomical pathology in Australia.

CEO Report (continued)

Other milestones in the year included the formation of a hospital laboratory joint venture with ProMedica Health System, Inc. in the mid-west of the USA, winning the cervical screening contract to provide HPV testing for the population of London, and positioning ourselves well in the bidding processes for other major National Health Service laboratory contracts in the UK. We also divested GLP Systems, a technology platform, at an attractive valuation, returning approximately $A130 million of cash to Sonic. Sonic has not been a seller of businesses, however after a decade of adding value to GLP Systems, the point was reached where its future lay more logically with Abbott as a major IVD equipment provider.

To summarise, the Company is in a healthy, strong and stable position, with growth momentum and significant opportunities ahead. We operate in eight countries, and employ 37,000 people. Our people are very actively delivering highest quality, essential health care services to 120 million patients each year. Our global team of more than 1,000 pathologists, along with our 200 radiologists, 2,000-plus partner general practitioners and thousands of qualified scientists and technical staff, underpin and enrich our global healthcare offering. Sonic's Medical Leadership culture differentiates Sonic in our markets, attracting referrals to our practices, making us an employer of choice, and attracting like-minded organisations for acquisition, joint ventures and laboratory outsource contracting. The talent and passion of our people are the driving force behind the continuous improvements in our businesses and to the overall success of Sonic Healthcare and I thank all Sonic staff for their dedication and the positive energy they bring to the Company.

Dr Colin Goldschmidt
CEO and Managing Director

Financial History

As at 30 June	2019 $'000	2018 $'000	2017 $'000	2016 $'000	2015 $'000
Revenue[1,3]	**6,184,056**	5,541,371	5,122,143	5,052,486	4,200,525
Earnings before interest, tax, depreciation and amortisation (EBITDA)[1,3]	**1,074,828**	948,288	868,559	880,404	694,649
Net profit after tax[1,2,3]	**549,725**	475,606	427,773	451,374	347,698
Net cash flow from operations	**847,308**	767,920	736,365	707,708	512,084
Total assets	**9,959,834**	8,200,934	7,878,165	7,370,619	6,348,705
Total liabilities	**4,467,968**	3,918,009	3,952,035	3,637,910	3,022,707
Net assets	**5,491,866**	4,282,925	3,926,130	3,732,709	3,325,998
Net interest bearing debt	**2,298,953**	2,482,781	2,435,405	2,284,247	1,975,989
Statistics					
Diluted earnings per share (cents)[1,2,3]	**122.1**	112.2	102.1	109.3	86.0
Dividends paid per ordinary share (cents)	**82.0**	78.0	75.0	71.0	69.0
Dividend payout ratio	**66.4%**	69.1%	73.0%	64.0%	79.7%
Gearing ratio	**29.5%**	36.7%	38.3%	38.0%	37.3%
Interest cover (times)[4]	**10.5**	10.1	10.8	11.5	10.8
Debt cover (times)[4]	**2.1**	2.5	2.7	2.6	2.7
Net tangible asset backing per share ($)	**(2.69)**	(3.39)	(3.47)	(3.44)	(2.74)
Return (after tax) on invested capital[1,3]	**8.7%**	8.6%	8.1%	9.1%	7.2%
Return (after tax) on equity[1,2,3]	**11.2%**	11.6%	11.2%	12.8%	10.8%

[1] 2016 included a non-recurring pre and post-tax gain of $34,766,000 on the sale and leaseback of properties
[2] 2018 included a non-recurring income tax benefit of $20,115,000 relating to the restatement of net deferred tax liabilities to the new 21% US corporate tax rate
[3] 2019 included a non-recurring pre-tax gain of $50,385,000 (post-tax $49,585,000) on the sale of GLP Systems
[4] Calculated using bank debt facility covenant definitions

Directors' Report

Your Directors present their report on the Group consisting of Sonic Healthcare Limited and the entities it controlled at the end of, or during, the year ended 30 June 2019.

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:

Prof. M.R. Compton	*Chairman*
Dr C.S. Goldschmidt	*Managing Director*
Mr C.D. Wilks	*Finance Director*
Dr P.J. Dubois	
Mr N. Mitchell	
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:

	2019 $'000	2018 $'000
Interim dividend paid on 26 March 2019 (2018: 10 April 2018)	**156,366**	135,300
Final dividend payable on 25 September 2019 (2018: 27 September 2018)	**242,148**	208,746
Total dividend for the year	**398,514**	344,046

On 19 August 2019, the Board declared a final dividend in respect of the year ended 30 June 2019, of 51 cents per ordinary share, 30% franked (at a tax rate of 30%), payable on 25 September 2019, with a record date of 11 September 2019. An interim dividend of 33 cents per ordinary share, 20% franked (at 30%), was paid on 26 March 2019. These dividends included no conduit foreign income.

A final dividend of 49 cents per ordinary share was paid on 27 September 2018, in respect of the year ended 30 June 2018, out of profits of that year. The interim dividend in respect of the year ended 30 June 2018 was 32 cents per ordinary share, paid on 10 April 2018. These dividends included no conduit foreign income.

Dividend Reinvestment Plan ('DRP')
The Company's Dividend Reinvestment Plan remains suspended for the FY2019 final dividend.

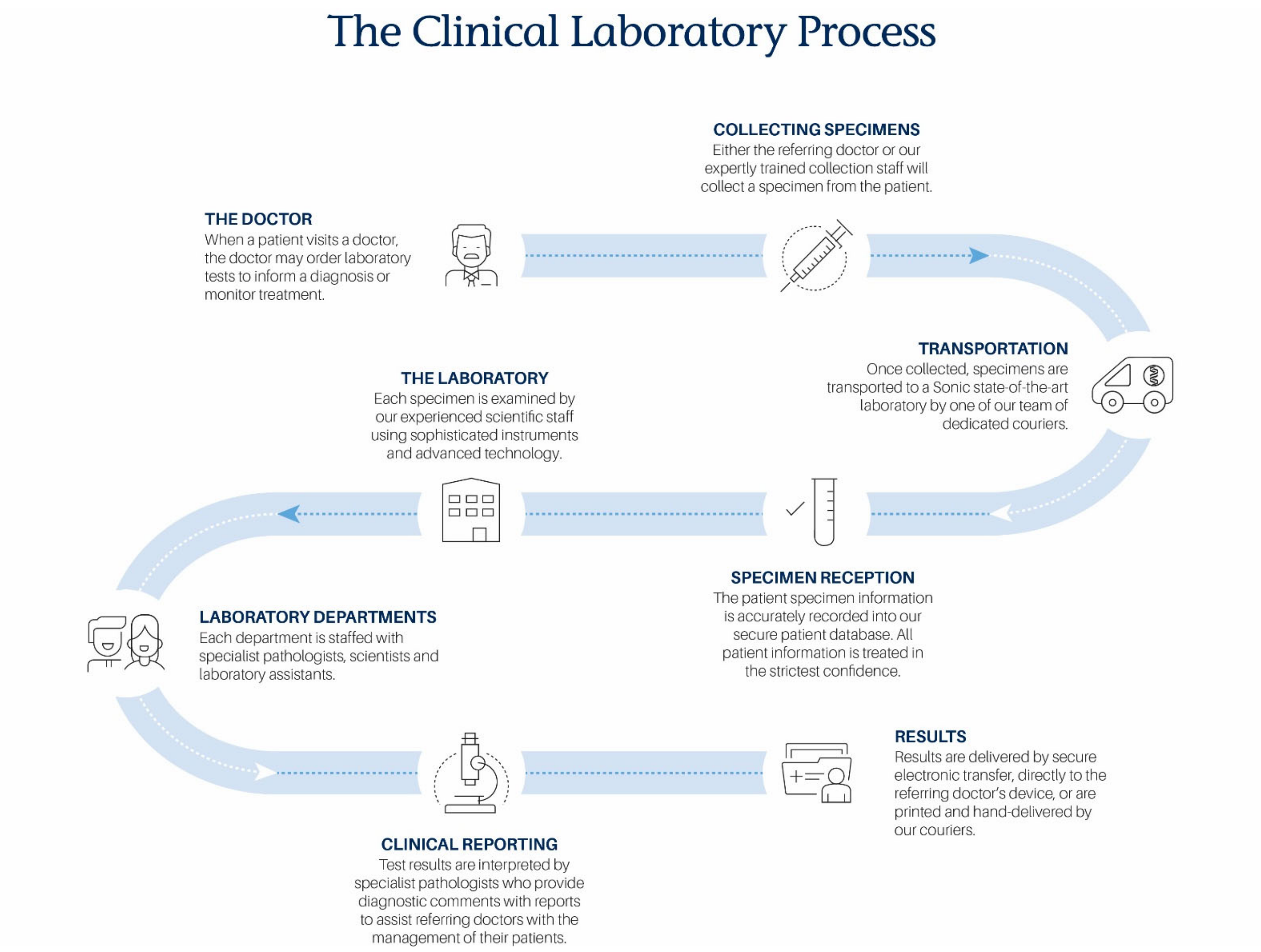
Operating and financial review

Operations

Sonic Healthcare is one of the world's leading providers of medical diagnostic services, contributing to the medical care of 120 million patients per annum. The Group provides highly specialised pathology/clinical laboratory and diagnostic imaging (including radiology) services to clinicians (GPs and specialists), hospitals, community health services, and their patients. Sonic is the world's third largest provider of pathology/clinical laboratory services (referred to in some markets as 'laboratory medicine') and was the first company to do so on a global basis. Employing approximately 37,000 people, Sonic enjoys strong positions in the laboratory markets of eight countries, being the largest private operator in Australia, Germany, Switzerland and the UK, the second largest in Belgium and New Zealand and the third largest in the USA. 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 diagnostic imaging market. These strong market positions allow Sonic 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 and laboratory 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. Laboratory medicine 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 some countries in which Sonic operates, laboratories offer specimen collection services, although referring doctors still do some collections themselves. In Australia, approximately 25% of specimens are collected by the referring doctor. In Germany, Belgium and Switzerland, laboratories generally do not offer specimen collection services.

Operating and financial review (continued)

Operations (continued)

Laboratory medicine tests generally fall into categories as shown below:

Histopathology and cytopathology ('anatomical pathology') mainly involve the diagnosis of cancers by the examination of tissue and cells. The testing of other body specimens (blood, urine, sputum etc.) is usually referred to as clinical laboratory or clinical pathology testing. In some international markets, such as Australia and New Zealand, it is usual for laboratories to provide 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's laboratories are 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 teaching hospital laboratory standards and are recognised for their esoteric testing expertise, for example, in anatomical pathology, genetic and molecular testing.

Operating and financial review (continued)

Operations (continued)
Diagnostic imaging (including radiology) is the medical specialty of using medical imaging technologies to diagnose and treat diseases. The array of imaging technologies includes 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.

In addition to clinical laboratories 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 Independent Practitioner Network ('IPN') medical centre business and the Sonic HealthPlus occupational health business, which together involve 233 primary care clinics across Australia, providing facilities and administrative services to more than 2,400 General Practitioners. Seventy per cent of all Australians live within 10 kilometres of an IPN/Sonic HealthPlus clinic.

Financial results

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

$'000	**2019 Constant Currency[1]**	**2019 Statutory**	**2018 Statutory**	**% Change 2019 Constant Currency[1] v 2018 Statutory**	**% Change 2019 Statutory v 2018 Statutory**
Revenue	**5,979,319**	**6,184,056**	5,541,371	7.9%	**11.6%**
Non-recurring gain on GLP Systems sale	**(47,625)**	**(50,385)**	-		
Impact of new accounting standard (AASB 15)	**9,284**	**9,284**	-		
Underlying Revenue[2]	**5,940,978**	**6,142,955**	5,541,371	7.2%	10.9%
Underlying EBITDA[2]	**1,026,190**	**1,060,828**	962,052	6.7%	10.3%
Non-recurring gain on GLP Systems sale	**47,625**	**50,385**	-		
Impact of new accounting standard (AASB 15)	**(9,284)**	**(9,284)**	-		
Non-recurring costs[4]	**(25,945)**	**(27,101)**	(13,764)		
EBITDA[3]	**1,038,586**	**1,074,828**	948,288		13.3%
Depreciation and lease amortisation	**(203,988)**	**(209,856)**	(191,809)	6.3%	
EBITA	**834,598**	**864,972**	756,479		
Amortisation of intangibles	**(61,381)**	**(63,288)**	(64,229)	(4.4)%	
Net interest expense	**(73,967)**	**(79,427)**	(75,269)	(1.7)%	
Income tax expense[5]	**(159,733)**	**(163,188)**	(131,916)	21.1%	
Net (profit) attributable to minority interests	**(9,057)**	**(9,344)**	(9,459)		
Net profitable attributable to Sonic shareholders	**530,460**	**549,725**	475,606	11.5%	**15.6%**
Cash generated from operations (Refer Note (h))		**847,308**	767,920		10.3%
Earnings per share					
Basic earnings per share (cents per share)	**118.2**	**122.5**	112.6		
Diluted earnings per share (cents per share)	**117.8**	**122.1**	112.2	5.0%	8.8%

[1] For an explanation of 'Constant Currency' refer to (a) on the following page.
[2] Underlying Revenue and EBITDA = Revenue and EBITDA adjusted to remove the impact of accounting standard changes and non-recurring items in the current and/or previous year.
[3] EBITDA = Earnings before interest, tax, depreciation and amortisation.
[4] Non-recurring costs mainly relate to acquisitions, contract bids, laboratory relocations, mergers and restructuring.
[5] Income tax expense in the 2018 year included a one-off US net tax benefit of A$20,115,000.

An explanation of the figures reported above is provided in the following pages of this report.

Operating and financial review (continued)

Financial results (continued)

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, meaning that Sonic's offshore earnings and assets fluctuate when reported in AUD.

The average currency exchange rates for the year to 30 June 2019 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.

As in prior periods, in addition to the statutory disclosures, Sonic's results for the year have also been presented on a 'Constant Currency' basis (that is using the same exchange rates to convert the current period foreign earnings into AUD 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 on 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.

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 average exchange rates used were as follows:

	2019 Statutory	2018 and Constant Currency
AUD/USD	0.7154	0.7754
AUD/EUR	0.6270	0.6499
AUD/GBP	0.5527	0.5760
AUD/CHF	0.7116	0.7526
AUD/NZD	1.0666	1.0852

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, debt is repaid, and interest rates change, 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.

Operating and financial review (continued)

Financial results (continued)

Explanation of results (continued)

(b) Revenue

Total revenue growth for the year was 11.6% (or 7.9% at Constant Currency exchange rates i.e. applying the average rates for the FY2018 year to the current year results). Organic revenue growth of 4% (Constant Currency) was achieved for the Group as a whole.

Revenue breakdown AUD M	**2019 Statutory Revenue**	**% of 2019 Statutory Revenue**	**2019 Constant Currency Revenue**	**2018 Revenue**	**Growth 2019 Constant Currency v 2018**
Laboratory - Australia	1,470	24%	1,470	1,403	4.8%
Laboratory - USA	1,441	24%	1,329	1,131	17.5%
Laboratory - Europe	2,244	37%	2,155	2,064	4.4%
Laboratory - NZ	34	<1%	33	28	17.9%
Imaging - Australia	500	8%	500	473	5.7%
Other	447	7%	446	439	1.6%
Revenue - underlying	6,136	100%	5,933	5,538	7.1%
Non-recurring gain on GLP Systems sale	50		48	-	
Impact of new accounting standard (AASB 15)	(9)		(9)	-	
Interest income	7		7	3	
Total revenue	6,184		5,979	5,541	7.9%

The Laboratory division enjoyed revenue growth of 8% in the year (on a Constant Currency basis), including ~4% organic revenue growth.

Sonic's Australian Laboratory organic revenue growth of 5% was strong and included revenue from the national bowel screening contract won by Sonic effective 1 January 2018.

US organic revenue growth was strong at ~5% on a Constant Currency basis. Total US revenue was enhanced by the acquisition of Aurora Diagnostics on 30 January 2019 but reduced by ~A$33M as Sonic merged its US Mid-west division into its joint venture with ProMedica Health System, Inc. on 1 September 2018. US revenue was also impacted by Medicare ('PAMA') fee cuts effective from 1 January 2018 and 1 January 2019.

Within Europe, Sonic's UK operations achieved organic growth of 9% (Constant Currency), enhanced by a full year of the Barnet/Chase Farm NHS hospital laboratory outsource contract, which commenced in October 2017. German and Belgian organic growth was flat. German revenue was impacted by 1 April 2018 regulatory changes to referrer 'bonus' calculations relating to the EBM fee system. These were partially offset by selective fee quota increases. German growth was enhanced by the acquisition of Pathologie Trier in July 2018. Swiss organic growth was 4% (Constant Currency).

Imaging organic revenue growth of 6% was in line with market growth.

Current period revenue for Sonic Clinical Services ('SCS'), Sonic's medical centre and occupational health businesses (the major components of the Other segment, which also included Sonic's laboratory automation development subsidiary, GLP Systems, and other minor operations), was reduced by A$9.3M due to the new revenue accounting standard AASB 15 (effective 1 July 2018).

Revenue was enhanced by currency exchange rate movements, which increased reported (Statutory) revenue by A$205M compared to the prior year, and by the gain on the sale of GLP Systems (A$50M).

Operating and financial review (continued)

Financial results (continued)

Explanation of results (continued)

(c) EBITDA
Underlying EBITDA grew 10.3% or 6.7% on a Constant Currency basis. The non-recurring costs of A$27M mainly related to acquisitions, contract bids, laboratory relocations, mergers and restructuring.

Current period EBITDA was reduced by A$9.3M due to the impact of the new (effective 1 July 2018) revenue accounting standard AASB 15.

EBITDA growth in the Laboratory division was enhanced by the Aurora Diagnostics acquisition in the US and the Pathologie Trier acquisition in Germany. The Australian and Swiss laboratory businesses performed particularly strongly. Sonic's Imaging business reported 7% earnings growth.

Consumables cost decreased as a percentage of revenue due to ongoing success with procurement initiatives and as a result of changes in mix in Sonic's total business, in particular expansion in anatomical pathology (through Aurora and Trier) which uses relatively less consumables.

(d) Depreciation and lease amortisation
Depreciation and leased asset amortisation increased 6.3% on the comparative period (at Constant Currency rates) as a result of growth of the Company.

(e) Intangibles amortisation
Intangibles amortisation relates to internally developed and purchased software. In the comparative period it also included ~A$9M of amortisation of contract costs (including doctor contracts in SCS), however under the new accounting standard AASB 15 this ceased from 1 July 2018.

(f) Interest expense
Net interest expense reduced 1.7% on the prior year (at Constant Currency rates) reflecting lower net debt following the equity raisings related to the Aurora Diagnostics acquisition.

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). Bank debt drawn in Euro and CHF is currently subject to negative base interest rates, meaning that Sonic pays only the relevant margins under the facilities.

Interest rate hedging arrangements are in place in accordance with Sonic's Treasury Policy. About half of Sonic's drawn debt is subject to fixed rate coupons.

(g) Tax expense
The effective tax rate of 23% reflects a concessional tax rate in Germany on the gain on sale of GLP Systems. Normalised for this benefit, the effective tax rate is 24.4%, in line with the guidance provided in August 2018 and February 2019 of ~25%, and in line with the prior year (once normalised for the one-off, non-cash net benefit of A$20M related to the revaluing of US net deferred tax liabilities to the new US corporate tax rate of 21% in that year).

(h) Cash flow from operations
Cash generated from operations was 10% higher than in the comparative period. Gross operating cash flow equated to 102% of EBITDA (after adjusting for non-operating cash items in EBITDA being the gain on sale of GLP Systems, less the revenue accounting standard impact), a strong result, however tax payments were substantially higher in the current period, reducing cash flow growth.

Operating and financial review (continued)

Financial position
On 30 January 2019, Sonic completed the US$540M (enterprise value, equivalent to ~A$750M) acquisition of Aurora Diagnostics. Aurora is one of the leading anatomical pathology providers in the USA, with approximately 220 pathologists and 1,200 staff, operating 32 anatomical pathology practices across 19 US states. Aurora is the largest single acquisition ever made by Sonic, although it represents less than 10% of Sonic on any major metric (including revenue, profit, and enterprise value). Aurora generated pro-forma revenue and EBITDA of approximately US$310M and US$59M respectively in the 12 months to 30 September 2018. Aurora's contribution to Sonic's net profit after tax in 2019 was A$22M.

Other business acquisitions completed in the year (none of which were material to Sonic) included Pathologie Trier, one of the largest (annual revenue of ~€20M) and most respected anatomical pathology practices in Germany (completed July 2018), and a number of other small healthcare businesses.

A significant component of the total consideration for these acquisitions was attributable to Goodwill.

On 26 June 2019 Sonic divested its 85% shareholding in its laboratory automation subsidiary, GLP Systems, at an attractive valuation, returning approximately A$130M of cash to Sonic. Sonic has not been a seller of businesses traditionally, however after a decade of adding value to GLP Systems, the point was reached where its future lay more logically with Abbott as a major IVD equipment provider. GLP Systems' trading results were immaterial to Sonic, however the gain on sale after tax was A$50M.

Sonic's net assets at 30 June 2019 of A$5,492M increased by A$1,209M, or 28%, on the prior year. The main components of this increase were:

- A$928M from the issue of ordinary Sonic shares under an Institutional Placement and Shareholder Purchase Plan to fund the Aurora Diagnostics acquisition and future growth.
- A$37M from the issue of ordinary Sonic shares resulting from the exercise of employee options and rights.
- A$108M relating to net currency exchange rate translation impacts.
- A$156M due to retained earnings (operating profit less dividends paid and other adjustments).

Net (of cash) interest bearing debt decreased A$184M (7%) from the prior year level to A$2,299M. This net decrease resulted from the (net) equity raised during the year of A$944M, plus cash generated from operations and the sale of GLP Systems, net of A$863M relating to payments for business acquisitions and A$109M of currency exchange rate impacts.

Sonic's net interest bearing debt at 30 June 2019 comprised:

	Facility Limit M	Drawn M	AUD $M Available
Notes held by USA investors – USD (fixed coupons)	US$405	US$405	-
Notes held by USA investors – Euro (fixed coupons)	€515	€515	-
Bank debt facilities			
- USD limits	US$660	US$560	143
- Euro limits	€425	€267	256
- AUD (Multicurrency) limits	A$48	-	48
- CHF limits	CHF317	CHF265[+]	76
Minor debt/leasing facilities	n/a	A$4*	-
Cash	n/a	A$(737)*	737
Available funds at 30 June 2019			1,260

[+] Includes debt drawn in GBP (£59M)
* Various currencies

Sonic is required to disclose A$826M of debt drawn under facilities which expire before 30 June 2020 as a current liability as at 30 June 2019. As a result the Balance Sheet shows a deficiency of working capital of A$96M. Sonic intends to refinance this debt and foresees no difficulty in doing so based on discussions with existing lenders and approaches from potential new lenders. Sonic also has significant headroom available in cash and undrawn facilities. The financial report has therefore been prepared on a 'going concern' basis.

Operating and financial review (continued)

Financial position (continued)

Sonic's credit metrics at 30 June 2019 were as follows:

	30.6.19	31.12.18	30.6.18
Gearing ratio	29.5%	29.3%	36.7%
Interest cover (times)	10.5	10.0	10.1
Debt cover (times)	2.1	2.0	2.5

Definitions:

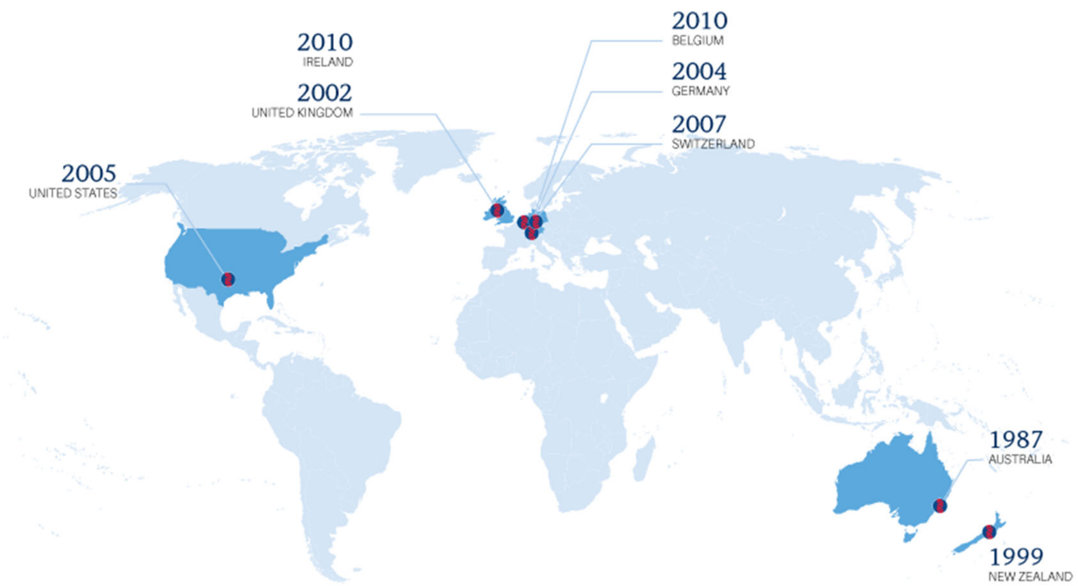
- Gearing ratio = Net debt/[Net debt + equity] (USPP note covenant limit <55%)
- Interest cover = EBITA/Net interest expense (bank covenant limit >3.25)
- Debt cover = Net debt/EBITDA (bank covenant limit <3.5)
- Calculations as per Sonic's senior debt facility definitions

Sonic's senior debt facility limits are due to expire as follows (**note that the figures shown are the facility limits, not drawn debt**):

Calendar Year	AUD M	USD M	Euro M	CHF M
2020	-	579	-	-
2021	-	250	-	192
2022	-	75	305	-
2023	48	161	120	125
2024	-	-	185	-
2026	-	-	245	-
2032	-	-	85	-
	48	1,065	940	317

Sonic's excellent relationships with its banks, its investment-grade credit metrics, and its strong and reliable cash flows significantly reduce refinancing risk.

Countries of operation (years shown are the years Sonic entered each market)



Operating and financial review (continued)

Business model and strategies
Since the early 1990s, Sonic Healthcare has consistently 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’, with individual subsidiaries or geographical divisions working 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, they generally maintain their management autonomy, brand, and consequently their local ‘flavour’. This is the structure that 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 and improved performance. Detailed benchmarking leading to best practice, group purchasing, IT, E-health, quality system sharing and centralisation of testing are all examples of continuous improvement 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 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. Similarly, hospital systems choose to partner with Sonic for laboratory services on the basis of Sonic’s culture. 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 grow revenue organically (including through winning laboratory outsourcing contracts) and to complete value–enhancing acquisitions and joint ventures, so as to achieve and build upon leading positions in targeted geographic laboratory markets. These positions provide 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, Europe and the USA, using its market differentiation to drive both organic revenue growth and to attract like-minded laboratories for acquisition. Sonic is also well placed to benefit from the increasing trend for governments and others to outsource their diagnostic testing to the private sector in order to address growing healthcare costs.

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 and joint ventures. Organic growth in the markets in which Sonic participates has, and in Sonic’s view is likely to continue to, average approximately 5% per annum over the long term. Laboratory operations offer 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.

The Aurora Diagnostics acquisition represented a major step for Sonic into the US anatomical pathology market, which is estimated to be in excess of US$10B per annum (in addition to ~US$70B for the clinical laboratory market). It provides a strategic platform for future growth in the USA, not only in anatomical pathology, but also in clinical laboratory services and through hospital laboratory outsourcing. Aurora’s practices have relationships with approximately 23,000 referring physicians and more than 100 hospitals. The 220 pathologists working in Aurora’s practices will significantly enrich Sonic’s Medical Leadership culture, providing further differentiation in the US market. Following the Trier acquisition, further anatomical pathology opportunities are also being targeted in Germany, addressing a €1B market (in addition to at least €4B for the clinical laboratory market). The strategy to expand in these two markets is underpinned by Sonic’s deep anatomical pathology experience in other markets, especially Australia.

Operating and financial review (continued)

Prospects for future years (continued)
Within Sonic's existing eight countries of operation, future acquisitions are most likely to occur in the USA and Germany, given the size and fragmentation of those markets, although opportunities will also be targeted in Switzerland and Belgium. Sonic is not actively seeking laboratory acquisitions in Australia (due to potential anti-trust limitations), New Zealand or Ireland. In the UK, acquisitions are unlikely, as the market is dominated by the National Health Service (NHS) and Sonic is by far the largest private participant. However substantial growth opportunities exist from potential NHS outsourcing contracts, including current bidding processes for contracts, with potential revenues totalling more than £150M per annum.

About half of the clinical laboratory market in the USA is represented by hospital laboratories, and Sonic has a strategy to seek to partner with hospital groups for their laboratory services. To date, Sonic has formed four joint ventures with US hospital groups, and further partnerships are anticipated.

Whilst the present focus for acquisitions is on Sonic's existing markets, a 'watching brief' is maintained to identify opportunities that arise for further prudent and strategic international laboratory expansion. Sonic has no current intention to expand its diagnostic imaging or medical centre businesses outside Australia.

Sonic intends to maintain a solid investment-grade profile with conservative leverage to preserve Sonic's reputation, 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.

Given Sonic's size and global market presence, opportunities present themselves from time-to-time that are not necessarily part of Sonic's core strategies but may be synergistic (GLP Systems was an example of this). 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.

With regard to more short-term prospects, on 20 August 2019 Sonic provided guidance in relation to forecast results for the 2020 financial year as follows:

(a) Guidance excluding the impact of AASB 16
Sonic expects underlying EBITDA growth of 6-8% for FY2020 on a Constant Currency basis (applying FY2019 average currency exchange rates to FY2020) over the FY2019 underlying EBITDA of A$1,052M (base restated from A$1,061M to A$1,052M as the impact of the revenue accounting standard change will be considered 'underlying' in FY2020).

Net interest expense is expected to increase by ~3% from the FY2019 level of A$79.4M on a Constant Currency basis mainly as a result of a margin step-up on the US$313M bridge facility associated with the Aurora acquisition, and expected higher margins on refinancing to occur in January 2020. In addition, the mix of debt has changed towards USD, which has a higher base rate than Sonic's other currencies.

Capital expenditure on property, plant and equipment is expected to be significantly lower in FY2020. The effective tax rate is expected to be approximately 25%.

Key guidance considerations:

- Excludes any future business acquisitions
- Incorporates known fee reductions in the USA equivalent to ~2% of total group EBITDA
- No other regulatory changes are assumed
- Current base interest rates are assumed to prevail
- Excludes the impact of the new lease accounting standard AASB 16, which is effective from 1 July 2019

(b) Estimated impact of AASB 16 in FY2020
AASB 16 primarily impacts accounting by lessees as it requires the recognition of right-of-use assets and lease liabilities for all leases unless the lease term is less than 12 months or the underlying asset is of a low value. Assets and liabilities arising from a lease are initially measured on a present value basis including non-cancellable lease payments and any payments to be made in optional periods if the lessee is reasonably certain to extend the lease. Lease payments, previously expensed through the operating lease rental expense line in the Income Statement, will be replaced with a straight-line amortisation of the right-of-use asset and an interest expense from carrying the lease liability at present value. The standard is effective for Sonic's financial statements commencing from 1 July 2019.

Operating and financial review (continued)

Prospects for future years (continued)

(b) Estimated impact of AASB 16 in FY2020 (continued)
A team of senior Sonic Finance staff are project managing the implementation of this standard. Work completed so far includes reviewing the current systems that the Group has for managing lease data, analysing contracts for evidence of embedded lease arrangements, policy development, modelling the potential financial impacts of the standard using current lease information, and selecting an AASB 16 compliant third party lease management software system. Work is well advanced on system implementation and business processes.

Note that the application of AASB 16 will not impact cash flows.

Using exchange rates as at 30 June 2019 for the balance sheet and FY2019 average rates (Constant Currency) for profit, Sonic estimates the impact on transition for AASB 16 to be:

- Lease liabilities to be recognised on 1 July 2019 of ~A$1.2 billion
- Right-of-use assets to be recognised at similar or slightly lower level than lease liabilities
- FY2020 EBITDA to increase by ~A$0.3 billion for leases in effect at 30 June 2019. The actual financial impact for FY2020 will vary for new leases entered into, or any lease modifications, that occur during the year
- A minor decrease in net profit for FY2020 due to the front-loading of interest expense

Sonic will apply the modified retrospective transition approach and therefore will not restate comparative periods.

The estimated impact of AASB 16 adoption as at 1 July 2019 is subject to change until Sonic presents its first financial statements under the new standards for the half year to 31 December 2019. In addition to statutory disclosures, Sonic will present its FY2020 results (half year and full year) such that the impacts of AASB 16 are easily identified and like-for-like comparisons with FY2019 can be made. Sonic's debt covenants will continue to be measured without the impact of AASB 16.

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 (Sonic's reporting currency) and the currencies of Sonic's 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.
- 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 from market consolidation driven by the impacts of regulatory changes on smaller players.
- Loss of a licence or accreditation required to operate one or more of Sonic's businesses could impact revenue both directly and through damage to Sonic's reputation. The likelihood of this risk having a material impact is considered low given the focus on quality within Sonic.
- Sonic's strategies include the acquisition of businesses and entering into joint ventures and long-term contracts to provide diagnostic testing. There is a risk that an acquisition, joint venture or contract may not achieve its expected financial performance, or give rise to an unexpected liability. Sonic seeks to mitigate these risks through thorough due diligence, and through warranties and indemnities in acquisition and contract documentation.

Operating and financial review (continued)

Risks (continued)

- There is always the risk of heightened competition in Sonic's markets, whether from more aggressive behaviour of an existing competitor, or from a new competitor. This could include a competitor introducing a new development in testing or introducing new tests that result in less demand for Sonic's services. A change in competition could impact revenue and/or costs. Sonic's leadership is alert to potential changes in the market place and reacts swiftly when threats are perceived. Technological changes in diagnostic testing tend to happen more slowly than in industries such as consumer goods, as for a testing technology to reach the point of widespread use, it must first be proven to be 'good medicine', including obtaining regulatory approvals and through peer review, and secondly, healthcare funders must be willing to pay for it (for example, by inclusion on government or quasi-government fee schedules). These inherent delays allow competitors and other market participants to revise their own strategies to address the competitive threat. In addition, the broad range of tests (~3,000) offered by Sonic's laboratories provides protection against new developments.
- Relationships with referring physicians (including general practitioners, surgeons and other specialists), hospital groups and other parties with whom Sonic contracts to provide services are important to Sonic's businesses. If, for any reason, Sonic failed to maintain strong relationships with these parties or damaged its reputation with them, there would be a risk that it could lose business to competitors.
- Sonic's businesses rely on information technology systems. A disruption to a core IT platform, including as a result of a cybersecurity breach, could have significant operational, financial and/or reputational impacts, particularly if confidential patient data were to be obtained by unauthorised persons. Sonic implements strategies which management believe significantly reduce this risk.
- Whilst individual events are unlikely to have any significant impact, inaccurate diagnostic results due to actual or alleged mistakes or errors could result in financial loss and/or reputational damage, particularly if the issue is systemic. Sonic maintains insurance cover to mitigate its financial exposure and has processes in place to manage reputational risks.
- 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), the future availability of funding, and potential breach of a term or condition of its debt facilities. 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 legislation or interpretation which could increase its effective tax rate.

After serious consideration, Sonic's Board does not believe the Company has any material exposure to environmental or social sustainability risks, given the industries and geographies in which it operates. Whilst Sonic has operations in the UK, the nature of those operations are such that Brexit is not considered a material risk to Sonic (however precautions are planned to be taken to further reduce any risks).

The above list should not be taken to be a comprehensive list of risks associated with Sonic. In particular, it excludes risks relating to the general economic environment and other generic risk areas that affect most companies.

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.

Information on Directors

(a) Director's profiles

Professor Mark Compton, AM
Chairman
BSc, MBA, FAICD, FCHSM, FAIM, FRS (NSW)
Non-executive, independent Director, appointed October 2014 (Chairman from 19 November 2015)

Prof. Compton has extensive senior executive experience in healthcare services. He is currently Adjunct Professor in Management (Healthcare Leadership) at Macquarie University (Macquarie Graduate School of Management), non-executive Director of ASX-listed Next Science Limited and non-executive Chairman of not-for-profit organisations St Luke's Care and the Order of St John (St John Ambulance). His previous experience includes Chief Executive Officer of each of St Luke's Care, Immune Systems Therapeutics Limited and the Royal Flying Doctor Service of Australia. He was also Chief Executive Officer and Managing Director of the formerly ASX-listed companies SciGen Limited and Alpha Healthcare Limited. Prof. Compton has also held a number of non-executive director roles, including for formerly ASX-listed Independent Practitioner Network Limited, Chairman of the Woolcock Institute of Medical Research, non-executive Director of Macquarie University Hospital and Chairman and Chancellor of St John Ambulance Australia (having served as a volunteer for more than 45 years). In recognition of his work in the healthcare sector and his service to the community, he was awarded the Centenary Medal of the Commonwealth of Australia, appointed by Her Majesty the Queen as a Knight in the Order of St John in 2004 and as Bailiff Grand Cross in 2017, and was appointed as a Member of the Order of Australia (AM) in January 2010. He is a member of the Audit Committee and the Remuneration and Nomination Committee.

Dr Colin Goldschmidt
CEO and Managing Director
MBBCh, FRCPA, FAICD
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 qualification as a specialist pathologist in 1986. Dr Goldschmidt became CEO of Sonic in 1993 and has led Sonic's global expansion by committing the Company to a model of Medical Leadership, which incorporates unique operational and cultural attributes. He is a member of Sonic's Risk Management Committee and holds memberships with numerous industry, medical and laboratory associations.

Christopher Wilks
Finance Director
BCom, FAICD
Executive Director, appointed December 1989

Mr Wilks became Finance Director and Chief Financial Officer of Sonic Healthcare in 1993. He has a background in chartered accounting and investment banking and was previously a partner in a private investment bank. Mr Wilks has held directorships in a number of public companies and is currently a non-executive Director of Silex Systems Limited (since 1988), a listed company divested by Sonic in 1996.

Dr Philip Dubois
MBBS, FRCR, FRANZCR, FAICD
Executive Director, appointed July 2001

Dr Dubois is CEO of Sonic's Imaging Division and Chairman of the Sonic Imaging Executive Committee. 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. He is a non-executive Director of Magnetica Limited (since December 2004).

Neville Mitchell
BCom, CA
Non-executive, independent Director, appointed September 2017

Mr Mitchell is a qualified Chartered Accountant with international healthcare and finance experience. He was Chief Financial Officer and Company Secretary of ASX-listed Cochlear Limited (until March 2017), a world–leading medical device developer, manufacturer and seller of hearing devices. Mr Mitchell was a key member of Cochlear's executive team, responsible for the setting and execution of the company's growth strategy from its listing in 1995 until his resignation.

Information on Directors (continued)

(a) Directors' profiles (continued)

Mr Mitchell currently holds non-executive director roles with ASX-listed healthcare companies Fisher and Paykel Healthcare Corporation Limited (from November 2018) and Osprey Medical Inc. (from July 2012). He is a non-executive Director of QBiotics (from November 2017), an unlisted public company, and a member of the Australian Board of Taxation. Mr Mitchell was previously a non-executive Director of ASX-listed Sirtex Medical Limited (from April 2017 to September 2018). He has also previously performed roles with a number of industry and government committees, including Chairman of the Group of 100 (Australia's peak body for senior finance executives), and Chairman, Standing Committee (Accounting and Auditing), for the Australian Securities and Investments Commission (ASIC). Mr Mitchell is a member of the Audit Committee and the Risk Management Committee.

Lou Panaccio
BEc, CA, MAICD
Non-executive, independent Director, appointed June 2005

Mr Panaccio is a Chartered Accountant with extensive executive management experience in business and healthcare services. Mr Panaccio is currently on the boards of ASX-listed companies Avita Medical Limited (non-executive Chairman from July 2014) and Rhythm Biosciences Limited (non-executive Director from August 2017). He is also a non-executive Director of Unison Housing Limited, Invictus Biopharma Limited and NeuralDx Limited. Mr Panaccio was the Chief Executive Officer and executive Director of Melbourne Pathology (acquired by Sonic in 1999) for ten years to 2001, the Chief Executive Officer of Monash IVF until 2009 and the executive Chairman of Health Networks Australia until 2017. He was also a non-executive Director of ASX-listed Genera Biosystems Limited from November 2010 until 28 June 2019 (Chairman from July 2011 until 28 June 2019). Mr Panaccio is Chair of the Audit Committee, a member of the Remuneration and Nomination Committee, and a member of the Risk Management Committee.

Kate Spargo
LLB (Hons), BA, FAICD
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 20 years and her current directorships include the ASX-listed companies CIMIC Group Limited (from September 2017), Adairs Limited (from May 2015) and Sigma Healthcare Limited (from December 2015). She is also a non-executive Director of CoInvest Limited, the Future Fuels Cooperative Research Centre, and Geelong Football Club Limited. Ms Spargo was previously a non-executive Director of Fletcher Building Limited (March 2012 to September 2017), UGL Limited (October 2010 to January 2017) and Xenith IP Group Limited (from April 2017 until 15 August 2019). Ms Spargo is Chair of the Remuneration and Nomination Committee and is a member of the Audit Committee.

Dr Jane Wilson
MBBS, MBA, FAICD
Non-executive, independent Director, appointed July 2010

Dr Wilson is an independent non-executive Director with a background in finance, banking and medicine. She is a registered General Medical Practitioner. Dr Wilson is currently a Guardian of the Future Fund, non-executive Director of ASX-listed companies Transurban Group (since January 2017) and Costa Group Holdings Limited (from April 2019), and a non-executive Director of the General Sir John Monash Foundation. She is also Co-Chair of the Australian Government Advisory Board on Technology and Healthcare Competitiveness. Dr Wilson was Deputy Chancellor of the University of Queensland and has previously served on boards of ASX-listed companies, Government-owned Corporations and not-for-profit companies.

Dr Wilson was awarded the 2016 Australian Institute of Company Directors Queensland Gold Medal Award for contribution to business and the wider community. She holds a Bachelor of Medicine and an Honorary Doctor of Business from the University of Queensland and an MBA from the Harvard Business School. Dr Wilson is Chairman of the Risk Management Committee and is a member of the Remuneration and Nomination Committee.

Information on Directors (continued)

(b) Company secretary

Paul Alexander
BEc, CA, FFin

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 UK-headquartered multinational company for two years.

(c) Directors' interests in shares, options and performance rights as at 25 September 2019

Director's name	Class of shares	Number of shares	Interest	Number of options	Number of performance rights
Dr C.S. Goldschmidt	Ordinary	719,690	Personally	1,349,406	142,932
C.D. Wilks	Ordinary	565,735	Personally	587,833	63,500
	Ordinary	85,190	Beneficially	-	-
Prof. M.R. Compton	Ordinary	459	Personally	-	-
	Ordinary	7,052	Beneficially	-	-
Dr P.J. Dubois	Ordinary	8,770	Beneficially	-	-
N. Mitchell	Ordinary	9,770	Beneficially	-	-
L.J. Panaccio	Ordinary	6,026	Beneficially	-	-
K.D. Spargo	Ordinary	3,000	Personally	-	-
	Ordinary	16,000	Beneficially	-	-
Dr E.J. Wilson	Ordinary	3,770	Beneficially	-	-

* Vesting of the options and performance rights is subject to challenging performance conditions designed to align the interests of the executives with those of shareholders. None of the performance rights have vested to date. 255,008 of Dr C.S. Goldschmidt's and 101,633 of C.D. Wilks' options 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 2019, and the numbers of meetings attended by each Director (for Committees, while they were a member of the relevant Committee) were:

	Full meetings of Directors		Meetings of Committees: Audit		Meetings of Committees: Remuneration and Nomination		Meetings of Committees: Risk Management	
	Number of meetings attended	Number of meetings held	Number of meetings attended	Number of meetings held	Number of meetings attended	Number of meetings held	Number of meetings attended	Number of meetings held
Dr C.S. Goldschmidt	13	13	-	-	-	-	3	3
C.D. Wilks	13	13	-	-	-	-	-	-
Prof. M.R. Compton	13	13	5	5	4	4	-	-
Dr P.J. Dubois	13	13	-	-	-	-	-	-
N. Mitchell	13	13	5	5	-	-	3	3
L.J. Panaccio	13	13	5	5	4	4	3	3
K.D. Spargo	13	13	5	5	4	4	-	-
Dr E.J. Wilson	13	13	-	-	4	4	3	3

Insurance of officers
The Company has 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. The Directors believe that the Group has complied with all relevant environmental regulations and there have been no investigations or claims during the financial year.

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 37.

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

	Consolidated Group	
	2019	2018
	$	$
PricewaterhouseCoopers – Australian firm and related practices (including overseas PricewaterhouseCoopers firms)		
Taxation and accounting services	**263,575**	279,000

Remuneration of auditors is detailed in Note 32.

Share options
Information on share options is detailed in Note 33 - Share based payments.

Rounding of amounts
The Company is of a kind referred to in the ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Instrument to the nearest thousand dollars or, in certain cases, to the nearest dollar.

Remuneration Report
The Directors of Sonic Healthcare Limited present the Remuneration Report for the year ended 30 June 2019 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 22 November 2017, shareholders approved a maximum amount of $2,000,000 for remuneration of Non-executive Directors, of which $1,376,000 was paid in 2019. In 2019 the Chairman's annual remuneration was $425,000, inclusive of all Board Committee work, and the base Non-executive Director fee was $185,000. Board Committee fees were as follows:

Fees per annum	Chair	Members
Audit	$40,000	$20,000
Risk Management	$30,000	$15,000
Remuneration and Nomination	$35,000	$18,000

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, Finance Director and Non-executive Directors 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, and relevant comparative information. 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 were therefore key management personnel of the Group:

Non-executive Directors
Prof. M.R. Compton *Chairman*
N. Mitchell
L.J. Panaccio
K.D. Spargo
Dr E.J. Wilson

Remuneration Report (continued)

(a) Key management personnel (continued)

(i) Directors (continued)

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

All of the above persons, other than N. Mitchell (from 29 September 2017), were also key management personnel through the year ended 30 June 2018.

(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. The Group's Australian laboratory and imaging 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 a member of both PSEC and ISEC, Dr P.J. Dubois is Chairman of ISEC and CEO of the Imaging division, 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 also oversee Sonic's businesses in the USA, the UK, Ireland, Switzerland, Belgium and New Zealand, and the medical centre and occupational health businesses in Australia.

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 equity-based remuneration):

	2015	2016	2017	2018	2019	Compound Average Annual Growth Rate[1]
Growth in Underlying EBITDA (excluding non-recurring items and on a Constant Currency basis)	(1.9)%	13.8%	5.3%	6.4%	6.7%	5.8%
Growth in EBITDA (on a Constant Currency basis)	(6.2)%	20.5%	2.5%	7.3%	9.5%	6.2%
Net profit attributable to members ($'000)	347,698	451,374	427,773	475,606	549,725	7.4%
Diluted earnings per share (cps)	86.0	109.3	102.1	112.2	122.1	5.0%
Dividends paid per share (cps)	69	71	75	78	82	5.1%
Enterprise value[2] ($'000)	10,566,549	11,229,432	12,588,332	12,900,794	15,143,172	11.8%
Total shareholder return[3]	90.0%	63.0%	56.1%	23.1%	40.7%	
Change in total cash remuneration of executives[4]	(1.2)%	44.3%	10.6%	(0.1)%	7.9%	11.2%
Change in total remuneration of executives[5]	(9.8)%	34.4%	21.2%	13.1%	(6.3)%	9.3%

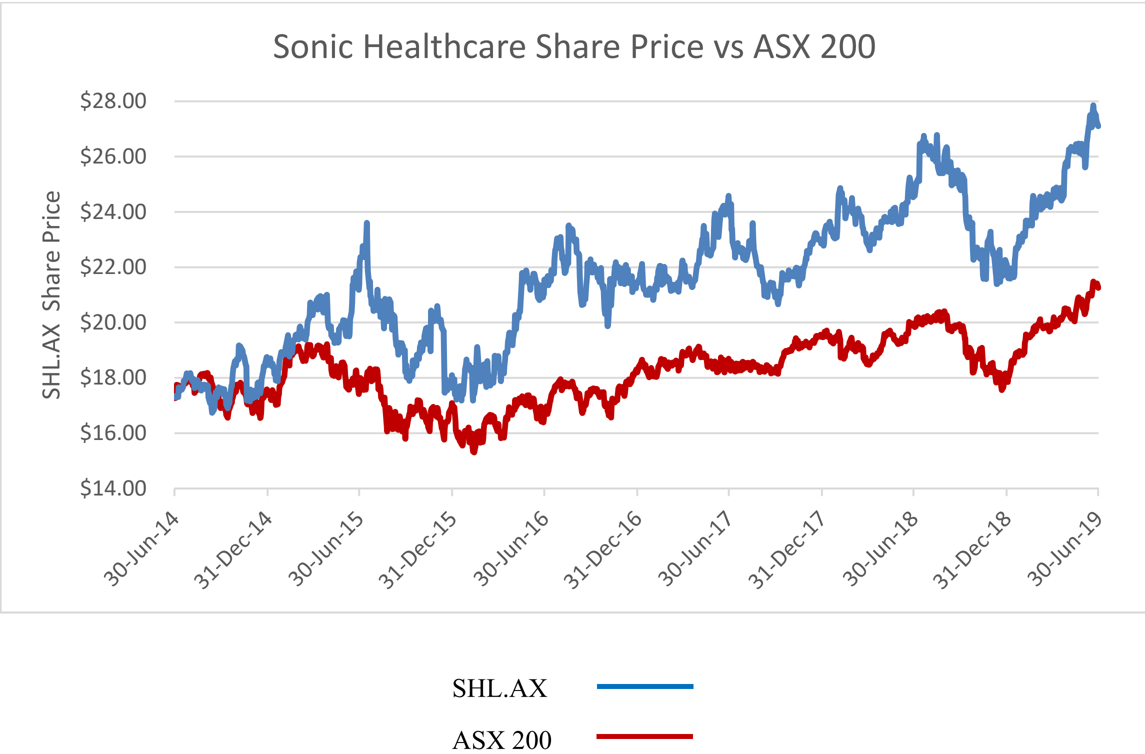
1 The compound average annual growth rate is calculated over the five year period shown with 2014 as the base year.
2 Enterprise value is the Company's market capitalisation (number of issued shares times closing share price) plus net interest bearing debt at 30 June.
3 Total shareholder return is calculated over a rolling three-year performance period and assumes dividend reinvestment.
4 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).
5 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).

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 has fluctuated, from year to year, largely dependent on the extent to which the annual performance hurdle related to EBITDA growth which applied to 75% (70% in previous years) of the target short-term incentives (STI) for the Managing Director and Finance Director was met. In the base year (2014) for the Compound Average Annual Growth Rate ('CAGR'), the minimum EBITDA growth rate was not met, setting a low base for the CAGR calculations. Total remuneration has also fluctuated depending upon whether elements of equity-based remuneration have met challenging (non-market based) performance conditions. Over the five-year period, total remuneration has increased to reward the key management personnel for their part in delivering strong Total Shareholder Returns. Total Shareholder Return over the five year period was 86.6%.

The chart below shows the Company's share price (SHL.AX) performance over the 5 years to 30 June 2019, versus the relative performance of the ASX 200.



Remuneration Report (continued)

(c) Remuneration of key management personnel

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

12 months to 30 June 2019

	Short-term employee benefits			Post-employment benefits	
Name	**Salary & fees $**	**Other benefits[1] $**	**Short-term incentives (STI) $**	**Superannuation $**	**Total cash remuneration[2] $**
Dr C.S. Goldschmidt *Managing Director*	2,377,103	-	3,140,907	20,531	5,538,541
C.D. Wilks *Finance Director*	1,069,209	-	1,366,140	20,531	2,455,880
Dr P.J. Dubois *Director*	787,808	2,317	-	23,875	814,000
Prof. M.R. Compton *Chairman and Non-executive Director*	404,469	-	-	20,531	425,000
N. Mitchell *Non-executive Director*	200,913	-	-	19,087	220,000
L.J. Panaccio *Non-executive Director*	237,469	-	-	20,531	258,000
K.D. Spargo *Non-executive Director*	219,469	-	-	20,531	240,000
Dr E.J. Wilson *Non-executive Director*	212,785	-	-	20,215	233,000

1 Other benefits include fringe benefits tax.

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

12 months to 30 June 2018

	Short-term employee benefits			Post-employment benefits	
Name	**Salary & fees $**	**Other benefits[1] $**	**Short-term incentives (STI) $**	**Superannuation $**	**Total cash remuneration[2] $**
Dr C.S. Goldschmidt *Managing Director*	2,377,585	-	2,690,155	20,049	5,087,789
C.D. Wilks *Finance Director*	1,069,691	-	1,170,085	20,049	2,259,825
Dr P.J. Dubois *Director*	780,623	8,170	-	25,207	814,000
Prof. M.R. Compton *Chairman and Non-executive Director*	404,951	-	-	20,049	425,000
N. Mitchell (from 29 September 2017) *Non-executive Director*	150,685	-	-	14,315	165,000
L.J. Panaccio *Non-executive Director*	237,951	-	-	20,049	258,000
K.D. Spargo *Non-executive Director*	219,951	-	-	20,049	240,000
Dr E.J. Wilson *Non-executive Director*	212,951	-	-	20,049	233,000

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 2019 was: Dr C.S. Goldschmidt $39,028 (2018: $39,289) and C.D. Wilks $17,626 (2018: $17,689).

Remuneration Report (continued)

(c) Remuneration of key management personnel (continued)

(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 2019 was $703,246 (2018: $1,623,263), and for C.D. Wilks it was $306,067 (2018: $692,299). The options and performance rights are subject to challenging vesting conditions and only 35.4% (2018: 46.5%) of the options and performance rights with a performance measurement period for three years to 30 June 2019 (2018: three years to 30 June 2018) satisfied the vesting conditions.

The equity-based remuneration amounts disclosed for 2019 relate to options and performance rights issued under the Sonic Healthcare Limited Employee Option Plan and the Performance Rights Plan, and represent the assessed fair values at the date they were granted, allocated equally over the service periods up to the vesting dates. Fair values for these 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/right, the impact of dilution, the non-tradeable nature of the option/right, 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/right. The fair value of the 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 key management personnel relating to remuneration arrangements for periods to 30 June 2019.

During the financial year the following options and performance rights over ordinary shares in the Company were exercised by key management personnel.

	Dr C.S. Goldschmidt	C.D. Wilks
2019		
Options issued in November 2011 as remuneration for periods to 30 June 2016 (having vested after satisfying challenging performance conditions which caused 65% of the total options issued to be forfeited) with a $11.43 exercise price	397,894	198,947
Performance rights issued in November 2015 as remuneration for periods to 30 June 2018 (having vested after satisfying challenging performance conditions which caused 53.5% of the total rights issued to be forfeited) with a nil exercise price	30,585	12,190
2019 Total intrinsic value of options and rights at the date of exercise	$6,334,881	$3,096,362
2018		
Options issued in November 2011 as remuneration for periods to 30 June 2015 (having vested after satisfying challenging performance conditions which caused 50% of the total options issued to be forfeited) with a $11.43 exercise price	434,084	217,042
Performance rights issued in November 2014 as remuneration for periods to 30 June 2017 (having vested after satisfying challenging performance conditions which caused 64.6% of the total rights issued to be forfeited) with a nil exercise price	25,344	10,101
2018 Total intrinsic value of options and rights at the date of exercise	$4,890,298	$2,389,410

(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 61% of Dr C.S. Goldschmidt's remuneration for the 12 months to 30 June 2019 (2018: 64%), and 60% of C.D. Wilks' remuneration for the 12 months to 30 June 2019 (2018: 63%). Within these components, the calculated value of options and performance rights over unissued ordinary shares in Sonic Healthcare Limited accounted for 11% of Dr C.S. Goldschmidt's remuneration for the 12 months to 30 June 2019 (2018: 24%) and 11% of C.D. Wilks' remuneration for the 12 months to 30 June 2019 (2018: 23%).

The total value for remuneration disclosure purposes (to be allocated over the three-year vesting period) of the options and performance rights that were issued in 2019 as part of remuneration was $1,700,550 for Dr C.S. Goldschmidt and $755,501 for C.D. Wilks.

Remuneration Report (continued)

(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.

Remuneration for Dr C.S. Goldschmidt and C.D. Wilks

Remuneration arrangements for Dr C.S. Goldschmidt and C.D. Wilks are reviewed annually by the Remuneration and Nomination Committee, usually based on market benchmarking analysis and information on possible remuneration arrangements obtained from Ernst & Young, who are directly engaged by the Committee as independent remuneration consultants. Ernst & Young consider the level of total and individual components of remuneration and make detailed comparisons by percentile band against two ASX-listed comparator groups, being:

- Market Capitalisation comparator group: includes companies with market capitalisation of 50% to 200% of Sonic's 12-month average market capitalisation, excluding Financials and Metals and Mining companies. This resulted in a group of 42 companies in the latest review.
- Geographic comparator group: includes companies included in the Market Capitalisation comparator group, but excluding companies where less than a quarter of annual revenue can be attributed to overseas operations. This resulted in a group of 20 companies in the latest review.

As a further reference point, data for other companies within the Health Care sector of the ASX are specifically considered.

The Committee has determined that Total Target Remuneration ('TTR') for Dr C.S. Goldschmidt should be positioned around the 75th percentile of the comparator groups and Total Target Remuneration for C.D. Wilks should be positioned around the 80th percentile of the comparator groups, reflecting the broader than usual role he performs as Finance Director and CFO. In making these determinations, the Committee considered Sonic's market capitalisation, the complexity of its operations (including the significant percentage of revenue sourced offshore from seven other countries) and, in particular, the value to the Company of the two executives. Dr C.S. Goldschmidt and C.D. Wilks have been in their current roles since 1993. Their knowledge, experience, and the reputation they have in the market are considered extremely valuable to the Company. Under their leadership, Sonic Healthcare has been one of the best performing stocks on the ASX since their appointment.

Target remuneration is split between Fixed Remuneration (~32%), Short-Term Incentives ('STI') (~34%), and Long-Term Incentives ('LTI') (~34%) (mix in line with market norms).

Summary of target remuneration for Dr C.S. Goldschmidt and C.D. Wilks:

	Actual STI Paid $	% of Target STI Actually Paid	Target STI $	Fixed Remuneration $	Target LTI $
Dr C.S. Goldschmidt					
2018	2,690,155	102.0%	2,637,397	2,397,634	2,629,971
2019	3,140,907	119.1%	2,637,397	2,397,634	2,629,971
C.D. Wilks					
2018	1,170,085	102.0%	1,147,138	1,089,740	1,168,399
2019	1,366,140	119.1%	1,147,138	1,089,740	1,168,399

Target remuneration was not increased for 2018 or 2019.

(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.

Remuneration Report (continued)

(d) Service agreements (continued)

(ii) Short-Term Incentives ('STI')
The executives are eligible for an annual cash bonus based on achievement of pre-determined goals. The target level of STI is a set proportion (110% for Dr C.S. Goldschmidt and 105% for C.D. Wilks) of the executives' fixed remuneration.

Up to 75% of the target 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'). EBITDA growth is used as a performance criterion as it is consistent with the way Sonic gives earnings guidance to the market, and 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. Hurdles are set at the beginning of each year.

The EBITDA growth targets allow for the contributions from acquisitions that are known when the targets are set. The potential contribution to EBITDA growth of acquisitions that were not known in setting the target growth rate has been capped at a maximum of 1% (2018: 2%) for the purpose of the performance assessment.

Up to 25% of the target STI is awarded after an assessment of performance, based on specific objectives relating to:

- 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)

In 2018, the split of the STI was 70%/30% quantitative/qualitative, however this was changed to 75%/25% for 2019 as the Board was of the view that given the known strengths of these long-serving executives in the qualitative factors, more emphasis should be placed on financial outcomes.

An annual assessment of each executive's performance is made by the Remuneration and Nomination Committee and a recommendation made to the Board for final determination. The table above shows the total STI amounts awarded by year.

The underlying EBITDA growth target for 2019 was 4.0% (the mid-point of Sonic's earnings growth guidance given to the market in August 2018). Underlying EBITDA growth of 6.7% was achieved in 2019, however this included contributions from acquisitions that were not known in setting the growth target. The 1% cap on these contributions reduced the growth rate to 4.7% for the purpose of the performance assessment, resulting in 108.8% of the relevant 75% of target STI being paid (achieving between 100% and 200% of the target EBITDA growth triggered payment of pro rata between 100% and 150% of the relevant 75% of target STI). In 2018, 102.9% of the relevant 70% of target STI was paid.

In relation to the qualitative performance assessment it was determined to award 150% (the maximum possible) of the relevant 25% of target STI for 2019. This was the first year ever that more than 100% has been awarded (2018: 100% of the relevant 30%). The Board was not only satisfied that the executives performed very strongly in the usual areas of assessment during the year, but 2019 was a standout year for Sonic in which the executives secured the Aurora Diagnostics acquisition, an extremely important strategic step for Sonic in the USA and the largest acquisition in the Company's history, successfully conducted Sonic's largest ever equity raisings, and crystallised significant value created over a decade with the sale of GLP Systems (note that the A$50 million gain on sale was excluded from underlying EBITDA growth for the purpose of the quantitative portion of the STI).

(iii) Long-Term Incentives ('LTI')
Dr C.S. Goldschmidt and C.D. Wilks receive annual grants of equity-based remuneration in the form of options and performance rights over shares in Sonic Healthcare Limited (conditional on approval by shareholders), subject to performance conditions with measurement periods of three years. Annual grants allow the Company to determine the appropriate performance hurdles each year for the grant being made, adjust the mix between type of instruments for changes in circumstances (e.g. tax law), and/or select different measures to take into account changes in the Company's strategy or context. It also provides the opportunity for shareholders to vote on the proposed grants each year, taking into account recent Company performance.

Remuneration Report (continued)

(d) Service agreements (continued)

(iii) Long-Term Incentives ('LTI') (continued)

After approval by shareholders at the 2015, 2016, 2017 and 2018 Annual General Meetings, the executives were issued the following LTI (the 'FY2016 Issue', 'FY2017 Issue', 'FY2018 Issue' and 'FY2019 Issue'):

	FY2016 Issue		**FY2017 Issue**		**FY2018 Issue**		**FY2019 Issue**	
	Dr C.S. Goldschmidt	C.D. Wilks	Dr C.S. Goldschmidt	C.D. Wilks	Dr C.S. Goldschmidt	C.D. Wilks	Dr C.S. Goldschmidt	C.D. Wilks
Options over shares in Sonic Healthcare Limited	548,404	218,565	464,659	206,430	467,467	207,678	462,372	205,415
Performance rights over shares in Sonic Healthcare Limited	65,774	26,214	60,822	27,021	60,766	26,996	60,626	26,934

	FY2016 Issue	**FY2017 Issue**	**FY2018 Issue**	**FY2019 Issue**
Options exercise price	$19.41	$21.62	$21.64	$21.69
Performance condition measurement period	3 years to 30 June 2018	3 years to 30 June 2019	3 years to 30 June 2020	3 years to 30 June 2021
Earliest vesting date, if performance conditions are met	20 November 2018	17 November 2019	22 November 2020	21 November 2021
Expiry date	20 November 2020	17 November 2021	22 November 2022	21 November 2023
Fair value of each option at grant date	$1.45	$2.31	$1.89	$1.96
Fair value of each right at grant date	$13.00	$14.73	$12.97	$13.09

For all tranches of options and performance rights described above:

- Options can only vest when the market price of Sonic shares is higher than the exercise price.
- The exercise price of the options was determined using the Volume Weighted five-day Average market Price ('five-day VWAP') for Sonic shares preceding the date of grant.
- The number of options issued was determined based on a Black Scholes methodology valuation at the time of grant. The valuation did not allow for any discount relating to performance conditions.
- The number of performance rights issued was determined by dividing 50% of the maximum value of LTI by the five-day VWAP for Sonic shares preceding the date of grant.
- The options and performance rights are subject to challenging performance conditions designed to align the interests of the executives with those of shareholders.

Of the Issues described above, only the FY2016 Issue options and performance rights had vested or been forfeited at 30 June 2019.

The performance conditions are as follows:

Performance Condition 1 ('PC1') – Sonic's Total Shareholder Return ('TSR') against the S&P ASX 100 Accumulation Index, excluding Banks and Resource companies
50% weighting (all Issues)

TSR Ranking achieved	Percentage of Options and Rights that vest
Below the 51st percentile	Nil options and rights to which PC1 applies
51st percentile	50% of options and rights to which PC1 applies
Greater than 51st and less than 75th percentile	Pro rata between 50% and 100% of options and rights to which PC1 applies
75th percentile and above	100% of options and rights to which PC1 applies

Under PC1, 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 Banks and Resource companies) over the relevant performance periods.

Relative TSR is used 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.

Remuneration Report (continued)

(d) Service agreements (continued)

(iii) Long-Term Incentives ('LTI') (continued)

PC1 (TSR) Results

Performance measurement period	TSR Rank Achieved	% Eligible to Vest	Vesting Options	Vesting Performance Rights	Forfeited Options	Forfeited Rights
1 July 2015 to 30 June 2018	33%	-	-	-	383,484	45,994
1 July 2016 to 30 June 2019	61%	70.83%	237,666	31,110	97,879	12,812

Performance Condition 2 ('PC2') – Compound Average Growth Rate ('CAGR') in Earnings Per Share ('EPS')
Weighting: FY2016 Issue: 50%, FY2017 Issue: 0%, FY2018 Issue: 0%, FY2019 Issue: 0%

CAGR EPS	Percentage of Options and Rights that vest
Less than 4% p.a.	Nil options and rights to which PC2 applies
4% p.a.	40% of options and rights to which PC2 applies
Greater than 4% and less than 10% p.a.	Pro rata between 40% and 100% of options and rights to which PC2 applies
10% p.a. or greater	100% of options and rights to which PC2 applies

EPS was calculated as Net Profit after Tax, divided by the fully diluted weighted average number of ordinary shares on issue during a year. Growth in EPS was chosen as a hurdle, as it is a direct measure of Company performance and maintains a strong correlation with long-term shareholder return.

PC2 (EPS) Results

Performance measurement period	Actual CAGR EPS	% Eligible to Vest	Vesting Options	Vesting Performance Rights	Forfeited Options	Forfeited Rights
1 July 2015 to 30 June 2018	9.3%	93%	356,641	42,775	26,844	3,219

Performance Condition 3 ('PC3') – Aggregate Earnings Per Share ('EPS') Growth
Weighting: FY2016 Issue: 0%, FY2017 Issue: 50%, FY2018 Issue: 25%, FY2019 Issue: 25%

This hurdle is measured by comparing the Company's aggregate EPS over three years against an aggregate EPS target. EPS is calculated as Net Profit after Tax, divided by the fully diluted weighted average number of ordinary shares on issue during a year. EPS is calculated on a 'Constant Currency' basis (other than for the FY2017 Issue), using the same exchange rates each year to convert the financial year foreign earnings into AUD as applied in the base financial year, being the average rates for that year. Using a Constant Currency measure of EPS removes volatility from exchange rate movements that are out of the control or influence of the executives. Growth in EPS has been chosen as a hurdle, as it is a direct measure of Company performance and maintains a strong correlation with long-term shareholder return. The percentage of options and performance rights subject to PC3 that vest will be as follows:

Aggregate EPS (cents) for 3 years ending	2019	2020	2021	Percentage of Options and Rights that vest
Less than	355	331	364	Nil options and rights to which PC3 applies
Equal to	355	331	364	40% of options and rights to which PC3 applies
Between	355-398	331-372	364-408	Pro rata between 40% and 100% of options and rights to which PC3 applies
Equal to or greater than	398	372	408	100% of options and rights to which PC3 applies

The hurdle levels equate to compound annual growth of 4-10% over the base year EPS.

PC3 (Aggregate EPS) Results

Performance measurement period	Actual EPS	% Eligible to Vest	Vesting Options	Vesting Performance Rights	Forfeited Options	Forfeited Rights
1 July 2016 to 30 June 2019	336.4	-	-	-	335,544	43,921

Remuneration Report (continued)

(d) Service agreements (continued)

(iii) Long-Term Incentives ('LTI') (continued)

Performance Condition 4 ('PC4') – Target Average Return on Invested Capital ('ROIC')
Weighting: FY2016 Issue: 0%, FY2017 Issue: 0%, FY2018 Issue: 25%, FY2019 Issue: 25%

ROIC is calculated as Earnings before Interest and Tax ('EBIT'), less related tax and minority interests, divided by average capital employed (see below for detailed calculation). It is expressed as a percentage. ROIC has been chosen as a performance hurdle, as the Board believes that a primary focus in coming years should be improvement in the return from the substantial investments the Company has made into its businesses.

ROIC = (EBIT[1] less minority interests[2] less cash taxes paid in year[3]) / Average[4] invested capital[5]

[1] EBIT is statutory EBIT per the Annual Report.
[2] Minority interests are as disclosed in the Income Statement of the Annual Report.
[3] Cash taxes paid are as per the Cash Flow Statement disclosure in the Annual Report adjusted for the tax impact of interest (using the Australian Corporate Tax Rate, currently 30% i.e. 30% of Net Interest Expense).
[4] The average is taken from the opening and closing invested capital position for each financial year.
[5] Invested capital is measured as shareholders' equity plus net interest bearing debt less deferred taxes.

The Board sets a ROIC target at the beginning of each measurement year, taking into account market conditions and company-specific factors at the time. The ROIC target for the first year (2018) was 8.3%. 2018 ROIC achieved was 8.6%. The ROIC target for 2019 was 8.6% (equal to FY2018 as the Board was aware of factors (including business acquisitions completed in July 2018) which would dilute ROIC in FY2019). 2019 ROIC achieved was 8.7%. After completion of the three-year measurement period, the average of the actual ROIC over the three years will be compared to the average of the three ROIC targets ('Target Average ROIC').

Measurement of the average actual ROIC will exclude any significant uncontrollable or one-off events, and the initial impact of business development initiatives, as approved by the Board.

The percentage of options and performance rights subject to PC4 that vest will be as follows:

Average ROIC over 3 years	Percentage of Options and Rights that vest
Less than Target Average ROIC	Nil options and rights to which PC4 applies
Equal to Target Average ROIC	40% of options and rights to which PC4 applies
Greater than Target Average ROIC and less than 110% of Target Average ROIC	Pro rata between 40% and 100% of options and rights to which PC4 applies
110% of Target Average ROIC or greater	100% of options and rights to which PC4 applies

Whilst the general intention is to use statutory reported numbers for transparency in measuring performance under PC3 and PC4, given the periods into the future involved, should the statutory numbers cause an anomalous result, adjustments to the statutory numbers may be made by the Board to ensure the intent of the incentive plan is maintained.

Options and performance rights for which the performance conditions are not satisfied are forfeited immediately after the performance measurement is finalised. There is 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, unvested options and rights may vest at the Board's discretion, having regard to pro rata performance and the circumstances leading to the potential change of control.

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.

Remuneration Report (continued)

(e) Equity disclosures relating to key management personnel

(i) Option holdings

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

Name	Balance at 1 July 2018	Issued during the 2019 year	(Forfeited) during the 2019 year	(Exercised) during the 2019 year	Balance at 30 June 2019	(Forfeited) since year end	Vested and exercisable at 30 June 2019
Dr C.S. Goldschmidt	2,057,230	462,372	(293,396)	(397,894)	1,828,312	(300,100)	433,814
C.D. Wilks	902,883	205,415	(116,932)	(198,947)	792,419	(133,323)	172,896

(ii) Performance rights

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

Name	Balance at 1 July 2018	Issued during the 2019 year	(Forfeited) during the 2019 year	(Exercised) during the 2019 year	Balance at 30 June 2019	(Forfeited) since year end	Vested and exercisable at 30 June 2019
Dr C.S. Goldschmidt	187,362	60,626	(35,189)	(30,585)	182,214	(39,282)	-
C.D. Wilks	80,231	26,934	(14,024)	(12,190)	80,951	(17,451)	-

(iii) Share holdings

The number of shares held personally or beneficially during the current financial year by the key management personnel of the Group are set out below:

Name	Balance at 1 July 2018	Issued during the 2019 year on the exercise of options or rights	Shares provided as remuneration during the 2019 year	Other changes during the 2019 year	Balance at 30 June 2019
Dr C.S. Goldschmidt	760,299	428,479	-	(397,894)	790,884
C.D. Wilks	686,702	211,137	-	(198,177)	699,662
Prof. M.R. Compton	6,741	-	-	770	7,511
Dr P.J. Dubois	8,000	-	-	770	8,770
N. Mitchell	5,000	-	-	4,770	9,770
L.J. Panaccio	5,256	-	-	770	6,026
K.D. Spargo	15,000	-	-	4,000	19,000
Dr E.J. Wilson	3,000	-	-	770	3,770

(f) Transactions with key management personnel

There were no other transactions with key management personnel during 2019 or 2018.

(g) Amounts receivable from/payable to other key management personnel

There were no amounts receivable from/payable to other key management personnel at 30 June 2019 (2018: $nil).

(h) Doubtful debts

No provision for doubtful debts has been raised in relation to any receivable or loan balance with key management personnel, nor has any expense been recognised.

Remuneration Report (continued)

(i) 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, five weeks after Sonic's Annual General Meeting, and 2-week periods following Sonic Healthcare's provision to the market at any other time of definitive guidance regarding the next annual result to be released. The Sonic Board of Directors must specifically consider and approve the opening of the 'trading window' in each instance. Exceptions to this prohibition can be approved by the Chairman (for Directors) or the Managing Director (for all other employees) in circumstances of severe financial hardship (as defined in the Policy). Sonic's Chair or Managing Director may impose other periods when Designated Officers are prohibited from trading because price–sensitive, non-public information may exist. 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 and from short-term trading and short selling arrangements in relation to Sonic securities. Designated Officers are required to commit to these prohibitions by signing the Securities Trading Policy and will forfeit their equity reward should they be found to be in breach. Directors of Sonic Healthcare Limited are also prohibited from entering into margin lending or other secured financing arrangements in relation to Sonic securities without the prior approval of the Chair and disclosure of such arrangements to the Board.

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

(j) Use of remuneration consultant

In 2019, Sonic Healthcare Limited's Remuneration and Nomination Committee employed the services of Ernst & Young to provide information in respect of comparator groups for benchmarking remuneration. Under the terms of the engagement, Ernst & Young did not provide remuneration recommendations as defined in Section 9B of the *Corporations Act 2001*.

(k) Voting at the Company's 2018 Annual General Meeting

More than 94% of votes cast on a poll on Sonic Healthcare Limited's Remuneration Report for the 2018 financial year were in favour.

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

Dr C.S. Goldschmidt
Director

C.D. Wilks
Director

Sydney
25 September 2019

Auditor's Independence Declaration

As lead auditor for the audit of Sonic Healthcare Limited for the year ended 30 June 2019, 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.

Brett Entwistle
Partner
PricewaterhouseCoopers

Sydney
25 September 2019

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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.

The principal features of Sonic's corporate governance framework are set out in this statement, which is current as at 25 September 2019, and has been approved by the Board.

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 ('the Recommendations') in advancing good corporate governance, and has complied with the third edition during the 2019 financial year. For the 2020 financial year, Sonic intends to report against the fourth edition of the Corporate Governance Principles and Recommendations, which was released in February 2019. Sonic's Board believes Sonic has been in compliance with the fourth edition from 1 July 2019. 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 in this report.

Sonic's Code of Ethics (replaced from 1 July 2019 with Sonic's Code of Conduct) 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**
  To keep all information pertaining to patients, as well as professional and commercial issues, in strict confidence.

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 2019 financial year. Any issues of non-compliance with the Recommendations are specifically noted and explained.

1. Board of Directors

Profiles of the Directors and Company Secretary are included in the Directors' Report.

(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:

- demonstrating leadership at strategic and cultural levels,
- providing strategic direction and approving corporate strategies,
- monitoring management and financial performance and reporting,
- appointing the Chair and Managing Director, and assessing the performance of Directors,
- 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, and is responsible for providing accurate and relevant information to enable the Board to perform its responsibilities. Senior executives reporting to the Managing Director have their roles and responsibilities defined in specific position descriptions. 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.

The Company Secretary is appointed by the Board and is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. Each Director is able to communicate directly with the Company Secretary.

1. Board of Directors (continued)

(b) Composition of the Board

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

Name	*Age*	*Term of office (Years)*	*Position*	*Expertise*	*Committees*
Prof. Mark Compton	58	5	Chairman, Non-executive, independent Director	Healthcare industry and company management	Member of Audit Committee and Remuneration and Nomination Committee
Dr Colin Goldschmidt	65	26	Managing Director, Chief Executive Officer	Healthcare industry and company management. Pathologist	Member of Risk Management Committee
Mr Chris Wilks	61	29	Finance Director, Chief Financial Officer	Finance, strategy, accounting, banking, secretarial and company management	
Dr Philip Dubois	73	18	Executive Director, Chief Executive Officer – Sonic Imaging	Diagnostic imaging industry and company management. Radiologist	
Mr Neville Mitchell	60	2	Non-executive, independent Director	Finance, tax, international healthcare and company management	Member of Audit Committee and Risk Management Committee
Mr Lou Panaccio	62	14	Non-executive, independent Director	Finance, healthcare industry and company management	Chair of Audit Committee, and member of Remuneration and Nomination Committee and Risk Management Committee
Ms Kate Spargo	67	9	Non-executive, independent Director	Law, governance and company oversight	Chair of Remuneration and Nomination Committee and member of Audit Committee
Dr Jane Wilson	61	9	Non-executive, independent Director	Medicine, finance, governance and company oversight. General Practitioner	Chair of Risk Management Committee and member of Remuneration and Nomination Committee

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 1993. Sonic's Managing Director is a 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. The Board currently comprises five independent and three Executive Directors.

Dr Dubois was appointed to the Board following the acquisition of Queensland X-Ray (Sonic's largest imaging practice), where he was the practice leader. His presence on the Board has played an important role in consolidating Sonic's imaging businesses 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, broader management experience, including senior leadership positions in listed companies, finance, tax and legal skills, expertise in corporate governance, and expertise in acquiring and merging healthcare businesses. The Board considers that it currently has an appropriate mix of skills, expertise, tenure and diversity.

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

1. Board of Directors (continued)

(b) Composition of the Board (continued)
The Board has resolved that the position of Chairman of the Board is to be held by an independent Director. The independence of each of the Non-executive Directors is assessed annually, and it is the view of the Board that each should continue to be regarded as independent. The tenure of Mr Panaccio was specifically addressed in his assessment and the Board was satisfied that he has not become too close to management such that his capacity to bring independent judgement to bear or to act in the best interests of all shareholders is compromised.

(c) Board renewal
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 twelve and no fewer than three 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.

The Board (with input from the Remuneration and Nomination Committee) regularly reviews its succession planning. A matrix is used to guide the assessment of the current Directors, and to identify desirable characteristics for future appointments. The matrix is as follows:

- Medical practitioners
- Industry-specific management experience
- Leadership experience (preferably CEO level)
- Experience on other listed entity boards
- Strategy and business development
- Strategic focus
- Medical technology development
- Financial acumen, including taxation knowledge
- Banking/treasury experience
- Risk management
- Corporate governance
- Legal
- International experience
- People management and remuneration
- Acquisitions and mergers
- Gender diversity
- Tenure diversity

Before appointing a Director, Sonic undertakes comprehensive reference checks including education, employment, character reference, criminal record and bankruptcy checks. Potential existing or foreseeable future conflicts of interest are also considered.

Directors receive a letter of appointment and a deed of access and indemnity. The letter of appointment outlines Sonic's expectations of Directors with respect to their participation, time commitment and compliance with Sonic policies. An induction process for incoming Directors is coordinated by the Company Secretary. To assist Directors to understand relevant developments, the Board receives regular updates at Board meetings, workshops and site visits, along with timely relevant reading materials.

(d) Board meetings
The Board meets formally at least six 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.

(e) 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.

1. Board of Directors (continued)

(f) 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.

(g) Securities trading

Under Sonic's Securities Trading Policy, 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, a 5-week window following the Annual General Meeting, 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. The Sonic Board of Directors must specifically consider and approve the opening of the 'trading window' in each instance. Exceptions to this prohibition can be approved by the Chair (for other Directors) or the Managing Director (for all other employees) in circumstances of severe financial hardship (as defined in the Policy). Sonic's Chair or Managing Director may impose other periods when Designated Officers are prohibited from trading because price–sensitive, non-public information may exist. All trading by Designated Officers must be notified to the Company Secretary. Prohibitions also apply to short-term trading, short selling, trading in financial instruments related to Sonic's securities, including products which limit the economic risk of unvested rights, options or share holdings in Sonic, and to trading in the securities of other entities using information obtained through employment with Sonic. Directors of Sonic Healthcare Limited are also prohibited from entering into margin lending or other secured financing arrangements in relation to Sonic securities without the prior approval of the Chair and disclosure of such arrangements to the Board. In addition, the Managing Director and Finance Director are required to obtain approval from the Chair before selling any shares. All Sonic securities dealings by Directors are promptly notified to the Australian Securities Exchange (ASX).

(h) Remuneration of Non-executive Directors

The current maximum total remuneration that may be paid to all Non-executive Directors is $2,000,000 per annum, as approved by shareholders in November 2017. The total amount paid to Non-executive Directors in the 2019 financial year was $1,376,000. Equity-based remuneration is 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)
Prof. M.R. Compton
Mr N. Mitchell
Ms K.D. Spargo

The Committee operates under a formal Charter. 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 Board.

The principal role of the Audit Committee is to provide the Board, investors and other 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.

2. Board Committees (continued)

(a) Audit Committee (continued)

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, including in relation to taxation,
  - compliance with the policy framework in place from time to time, and
  - internal controls, and the overall efficiency and effectiveness of financial operations.
- oversight of the Company’s internal audit function (known as the Sonic Business Assurance Program).
- 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. The Committee meets at least twice per year.

In fulfilling its responsibilities, the Audit Committee receives regular reports from management, the head of the Business Assurance Program 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 both the Chair of the Audit Committee and 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
Mr N. Mitchell
Mr L.J. Panaccio

The Committee operates under a formal Charter. The Charter requires that the Risk Management Committee comprises at least three members, the majority of whom must be independent Directors, and that the Chair of the Committee must be an independent Director.

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,
    - reputation risks,
    - operational risks, including clinical risks, business continuity and practice management risks,
    - insurable risks, including legal liability claims and property losses,
    - environmental, social and governance 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.

2. Board Committees (continued)

(c) Remuneration and Nomination Committee
Members of the Remuneration and Nomination Committee are:

Ms K.D. Spargo (Chair)
Prof. M.R. Compton
Mr L.J. Panaccio
Dr E.J. Wilson

The Remuneration and Nomination Committee operates under a formal Charter. 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'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, retirement 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.

The Committee meets on an as required basis.

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 Directors, 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 at all levels of the Company reflect our customers and the communities we serve.

Sonic Healthcare strives to maintain a healthy, safe, inclusive and productive environment that is free from discrimination and harassment based on race, colour, religion, political beliefs, gender, gender identity, socio-economic or cultural background, perspective, experiences, sexual orientation, marital or family status, 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 Managing Director has discretion with regard to the specific initiatives to be implemented by management to achieve the objectives.

3. Approach to diversity (continued)

The proportion of female employees to total employees within the Group at 30 June 2019 was:

	2019	2018
Non-executive Directors of Sonic Healthcare Limited	40%	40%
Directors of Sonic Healthcare Limited	25%	25%
Executive staff of the Group+	36%	34%
Other senior leadership positions	57%	57%
Total senior leadership positions*	53%	53%
All employees	75%	75%

+ Includes Executives to the 'CEO-2' level, plus, if not already included, direct reports to the heads of each of Sonic's operating subsidiaries.

* 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 2019. In addition, the Company has the objective to have not less than 30% female representation on the Board by June 2021.

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.

Sonic's material business risks are described in the operating and financial review section of the Directors' Report. Information on Sonic's impact on society and the environment can be found in Sonic's Corporate Responsibility Reports available on Sonic's website.

(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, compliance (including taxation compliance), environmental and social sustainability 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. The Risk Management Committee reviewed the Company's risk management framework and reported on that review to the Board.

4. Identifying and managing business risks (continued)

(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. 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,
- central team for management of taxation–related risks,
- 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's Core Values, a uniting code of conduct embraced by Sonic employees,
- centrally administered Group insurance program, ensuring a consistent and adequate approach across all operating areas, and
- the ongoing engagement of a professional Risk Manager to coordinate the Company's approach to material business risk management.

From July 2019 the control environment also included Sonic's Code of Conduct and Global Whistleblower Policy.

Control systems and policy compliance are reviewed by Sonic's Business Assurance Program (Sonic's internal audit function). The Head of Business Assurance reports to the Audit Committee, and to the Company Secretary for administrative purposes. The Business Assurance Program liaises with, but is independent of, the external auditor, and has full access to the Audit Committee and Risk Management Committee, Sonic management and staff, and records. The Audit Committee determines the scope for the Business Assurance Program each year and monitors management's response to recommended system enhancements.

(c) Regulatory compliance

Sonic's laboratory, imaging 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 imaging centres is 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.

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 2019 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 relevant 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 (replaced from July 2019 by Sonic's Code of Conduct) 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.

To augment the Code of Ethics and Core Values, the Company has formally implemented and disclosed the following global policies:

- Anti-bribery and Corruption Policy
- Labour Standards and Human Rights Policy
- Supplier Code of Conduct
- Taxation Governance Statement
- Global Whistleblower Policy (from July 2019)
- Diversity Policy
- Workplace Health and Safety Policy
- Privacy Policy
- Environmental Policy

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 coordinating 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 ahead of the presentation.

The Company's investor relations program facilitates effective two-way communication with investors and analysts. In addition to large/institutional investors, the Company seeks to engage with retail shareholder groups, including meeting with representatives of the Australian Shareholders' Association at least annually. All investor relations discussions are conducted or monitored by the Managing Director, Finance Director or Company Secretary and are limited to discussion of non-price sensitive information and material previously announced on the ASX platform.

7. The role of shareholders

The Board aims to provide access and communicate openly with shareholders and to ensure that shareholders are informed of all major developments affecting the Group's state of affairs. Information is communicated to shareholders as follows:

- via the Company's website (available at www.sonichealthcare.com), which includes electronic and other contact details,
- 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.

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. All shareholder enquiries are responded to in a fair and respectful manner.

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. AGMs are held at readily accessible locations and advance notice is provided on the Investor Calendar page of the Company's website. Ample opportunity is provided for shareholders to question the Board and the external auditor at the AGM. Important issues are presented to the shareholders as single resolutions and all substantive resolutions are decided by a poll.

The shareholders are responsible for voting on the appointment of Directors. The Company ensures that the relevant Notice of Meeting contains all material information in its possession relevant to a decision on whether to elect a Director.

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,
- 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, and
- periodically, an external consultant is engaged to coordinate the reviews and provide additional insights.

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.

Reviews of the performance of the Board, its Committees and individual Directors were conducted during the year.

(b) The Managing Director and Finance Director

The performances of the Managing Director and Finance Director are formally reviewed by the Board annually, including during the 2019 year. The performance criteria include:

- economic results of the Group,
- fulfilment of objectives and duties,
- personnel and resource management,
- promotion of and adherence to Sonic's Core Values, Foundation Principles, Federation model and culture 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 management personnel

The Managing Director evaluates key management personnel and other senior managers at least annually (including during the 2019 year) 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.

Key management personnel receive letters of appointment with terms of employment governed by applicable employment laws.

Sonic Healthcare Limited
ABN **24 004 196 909**
Financial Report - 30 June 2019

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Income Statement

For the year ended 30 June 2019

	Notes	Consolidated Group 2019 $'000	2018 $'000
Revenue from operations	3	**6,133,671**	5,541,371
Other income	3	**50,385**	-
Total		**6,184,056**	5,541,371
Labour and related costs		**(2,848,122)**	(2,543,798)
Consumables used		**(995,288)**	(918,211)
Operating lease rental expense	4	**(351,909)**	(334,451)
Depreciation and amortisation of physical assets	4	**(209,856)**	(191,809)
Repairs and maintenance		**(169,130)**	(151,661)
Transportation		**(158,562)**	(137,808)
Utilities		**(139,017)**	(126,509)
Borrowing costs	4	**(86,063)**	(78,444)
Amortisation of intangibles	4	**(63,288)**	(64,229)
Other expenses from ordinary activities		**(440,564)**	(377,470)
Profit from ordinary activities before income tax expense		**722,257**	616,981
Income tax expense	6	**(163,188)**	(131,916)
Profit from ordinary activities after income tax expense		**559,069**	485,065
Net (profit) attributable to minority interests		**(9,344)**	(9,459)
Profit attributable to members of Sonic Healthcare Limited	26(b)	**549,725**	475,606
		Cents	Cents
Basic earnings per share	35	**122.5**	112.6
Diluted earnings per share	35	**122.1**	112.2

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

Statement of Comprehensive Income

For the year ended 30 June 2019

	Notes	Consolidated Group 2019 $'000	2018 $'000
Profit from ordinary activities after income tax expense		**559,069**	485,065
Other comprehensive income			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations	26(a)	**109,109**	92,068
Items that will not be reclassified to profit or loss			
Actuarial (losses) on retirement benefit obligations	23(e)	**(22,203)**	(278)
Other comprehensive income for the period, net of tax		**86,906**	91,790
Total comprehensive income for the period		**645,975**	576,855
Total comprehensive income attributable to:			
Members of Sonic Healthcare Limited		**634,016**	561,824
Minority interests		**11,959**	15,031
		645,975	576,855

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

Balance Sheet
As at 30 June 2019

	Notes	Consolidated Group 2019 $'000	2018 $'000
Current assets			
Cash and cash equivalents	36(a)	**736,646**	313,268
Receivables	7	**827,932**	747,355
Inventories	8	**119,673**	106,780
Other	9	**68,933**	64,306
Total current assets		**1,753,184**	1,231,709
Non-current assets			
Receivables	10	**40,201**	23,916
Other financial assets	11	**88,135**	40,471
Property, plant and equipment	12	**1,268,319**	1,155,481
Intangible assets	13	**6,764,738**	5,722,188
Deferred tax assets	14	**39,166**	25,755
Other	15	**6,091**	1,414
Total non-current assets		**8,206,650**	6,969,225
Total assets		**9,959,834**	8,200,934
Current liabilities			
Payables	16	**627,311**	519,290
Interest bearing liabilities	17	**826,004**	3,752
Current tax liabilities	18	**125,455**	103,196
Provisions	19	**222,321**	207,619
Other	20	**48,293**	34,006
Total current liabilities		**1,849,384**	867,863
Non-current liabilities			
Interest bearing liabilities	21	**2,209,595**	2,792,297
Deferred tax liabilities	22	**151,116**	120,795
Provisions	23	**139,550**	114,431
Other	24	**118,323**	22,623
Total non-current liabilities		**2,618,584**	3,050,146
Total liabilities		**4,467,968**	3,918,009
Net assets		**5,491,866**	4,282,925
Equity			
Parent entity interest			
Contributed equity	25	**3,966,892**	3,005,875
Reserves	26(a)	**146,275**	27,889
Retained earnings	26(b)	**1,299,163**	1,143,643
Total parent entity interest		**5,412,330**	4,177,407
Minority interests		**79,536**	105,518
Total equity		**5,491,866**	4,282,925

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

Statement of Changes in Equity

For the year ended 30 June 2019

	Share capital $'000	Reserves $'000	Retained earnings $'000	Total $'000	Minority interests $'000	Total $'000
Balance at 1 July 2017	2,885,615	(53,020)	996,791	3,829,386	96,744	3,926,130
Profit for period	-	-	475,606	475,606	9,459	485,065
Other comprehensive income for the period	-	86,496	(278)	86,218	5,572	91,790
Total comprehensive income for the period	-	86,496	475,328	561,824	15,031	576,855
Transactions with owners in their capacity as owners:						
Dividends paid	-	-	(328,476)	(328,476)	-	(328,476)
Shares issued	118,284	(7,461)	-	110,823	-	110,823
Transaction costs on shares issued net of tax	(66)	-	-	(66)	-	(66)
Transfers to share capital	2,573	(2,573)	-	-	-	-
Share based payments	-	4,742	-	4,742	-	4,742
Acquisition of treasury shares	(499)	-	-	(499)	-	(499)
Allocation of treasury shares	(32)	(9)	-	(41)	-	(41)
Contribution from minority interests	-	-	-	-	(940)	(940)
Acquisition of minority interests	-	(286)	-	(286)	1,121	835
Dividends paid to minority interests	-	-	-	-	(6,438)	(6,438)
Balance at 30 June 2018	3,005,875	27,889	1,143,643	4,177,407	105,518	4,282,925
Change in accounting standards	-	-	(6,890)	(6,890)	-	(6,890)
Restated balance at 1 July 2018	3,005,875	27,889	1,136,753	4,170,517	105,518	**4,276,035**
Profit for period	-	-	549,725	549,725	9,344	**559,069**
Other comprehensive income for the period	-	106,494	(22,203)	84,291	2,615	**86,906**
Total comprehensive income for the period	-	106,494	527,522	634,016	11,959	**645,975**
Transactions with owners in their capacity as owners:						
Dividends paid	-	-	(365,112)	(365,112)	-	**(365,112)**
Shares issued	964,499	(11,430)	-	953,069	-	**953,069**
Transaction costs on shares issued net of tax	(6,366)	-	-	(6,366)	-	**(6,366)**
Transfers to share capital	2,413	(2,413)	-	-	-	**-**
Share based payments	-	3,878	-	3,878	-	**3,878**
Allocation of treasury shares	471	(471)	-	-	-	**-**
Sale of minority interests	-	1,505	-	1,505	(3,199)	**(1,694)**
Acquisition of minority interests	-	20,823	-	20,823	(26,015)	**(5,192)**
Dividends paid to minority interests in controlled entities	-	-	-	-	(8,727)	**(8,727)**
Balance at 30 June 2019	**3,966,892**	**146,275**	**1,299,163**	**5,412,330**	**79,536**	**5,491,866**

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 2019

	Notes	Consolidated Group 2019 $'000	2018 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		**6,258,438**	5,641,609
Payments to suppliers and employees (inclusive of goods and services tax)		**(5,207,533)**	(4,713,563)
Gross operating cash flow		**1,050,905**	928,046
Interest received		**6,636**	3,175
Borrowing costs		**(83,930)**	(73,969)
Income taxes paid		**(126,303)**	(89,332)
Net cash inflow from operating activities	36(b)	**847,308**	767,920
Cash flows from investing activities			
Payment for purchase of controlled entities, net of cash acquired	28(b)	**(863,405)**	(143,145)
Payments for property, plant and equipment		**(281,578)**	(225,617)
Proceeds from sale of subsidiaries and non-current assets		**141,433**	4,354
Payments for intangibles		**(105,070)**	(102,006)
Repayment of loans by other entities		**13,142**	6,261
Loans to other entities		**(3,851)**	(4,283)
Net cash (outflow) from investing activities		**(1,099,329)**	(464,436)
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities (net of transaction costs and related taxes)		**943,975**	15,427
Proceeds from borrowings		**1,363,839**	744,115
Repayment of borrowings		**(1,246,425)**	(952,431)
Transaction with non-controlling interest		**-**	(504)
Dividends paid to Company's shareholders		**(365,112)**	(233,673)
Dividends paid to minority interests in subsidiaries		**(8,611)**	(6,353)
Net cash inflow/(outflow) from financing activities		**687,666**	(433,419)
Net increase/(decrease) in cash and cash equivalents		**435,645**	(129,935)
Cash and cash equivalents at the beginning of the financial year		**313,268**	437,617
Effects of exchange rate changes on cash and cash equivalents		**(12,267)**	5,586
Cash and cash equivalents at the end of the financial year	36(a)	**736,646**	313,268
Financing arrangements	17,21		
Non-cash financing and investing activities	36(c)		

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

Notes to the Financial Statements
30 June 2019

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Notes to the Financial Statements

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 2019.

(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 38 also complies with IFRS.

Historical cost convention

These financial statements have been prepared under the historical cost convention, except for the revaluation of financial assets and liabilities (including derivative instruments) at fair value through profit or loss and plan assets of retirement benefit obligations measured at fair value.

Comparatives may be restated to enhance comparability with the current year.

Working capital

Sonic is required to disclose $826M of debt drawn under facilities which expire before 30 June 2020 as a current liability as at 30 June 2019. As a result the Balance Sheet shows a deficiency of working capital of $96M. Sonic intends to refinance this debt and foresees no difficulty in doing so based on discussions with existing lenders and approaches from potential new lenders. Sonic also has significant headroom available in cash and undrawn facilities. The financial report has therefore been prepared on a 'going concern' basis.

(b) Principles of consolidation and equity accounting

The Consolidated Group financial statements incorporate the assets and liabilities of all subsidiaries controlled by Sonic Healthcare Limited as at 30 June 2019 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 control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the 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 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.

Note 1 Summary of significant accounting policies (continued)

(b) Principles of consolidation and equity accounting (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.

Associates
Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group’s share of the post-acquisition profits or losses of the investee in profit or loss, and the Group’s share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

Where the Group’s share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group’s interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

(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.

Note 1 Summary of significant accounting policies (continued)

(c) Income tax (continued)

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.

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.

Note 1 Summary of significant accounting policies (continued)

(e) Business combinations (continued)
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.

(f) Revenue recognition
Revenue is recognised when services are transferred to a customer, in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services by applying the five step model set out in AASB 15. Revenue is recognised for the major business activities as follows:

(i) Laboratory medicine and imaging services
Laboratory medicine and imaging services revenue is recognised at a point in time when the test or service is completed.

(ii) Other medical services
Revenue from other medical services is recognised over time as the performance obligation is satisfied. Revenue is recognised based on the services provided at period end date. Payments to doctors in medical centre and occupational health businesses in exchange for contracting the Group's services for a period of time are capitalised as a contract asset and amortised on a straight-line basis against revenue over the life of the contract.

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

(iv) Interest income
Interest income is recognised using the effective interest method.

(v) 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 loss is recognised using the simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and days past due.

(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 value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

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

Note 1 Summary of significant accounting policies (continued)

(j) Investments and other financial assets

(i) Classification
The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments only when its business model for managing those assets changes.

(ii) Recognition and derecognition
Purchases and sales of financial assets settled through the regular settlement for that particular investment are recognised on trade date, being 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.

(iii) Measurement
At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(iv) Impairment
The Group assesses on a forward-looking basis the expected credit losses on its debt instruments carried at amortised cost and fair value through other comprehensive income. The impairment methodology depends on whether there has been a significant increase in credit risk.

(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.

Note 1 Summary of significant accounting policies (continued)

(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.

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 imaging) 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 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 laboratory businesses and controlled entities.

The 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.

Note 1 Summary of significant accounting policies (continued)

(m) Intangible assets (continued)

(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.

The costs of acquiring computer software for internal use are capitalised as intangible non-current assets where the software is used to support significant business systems and the expenditure leads to the creation of an asset. The expected useful life is generally 3-10 years.

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.

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.

(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.

(o) Interest bearing liabilities
All loans and borrowings are initially recognised at fair value plus transaction costs, thereafter interest bearing loans and borrowings are measured at amortised cost using the effective interest method. 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 37. Movements in the hedging reserve in shareholders' equity are shown in Note 26.

Note 1 Summary of significant accounting policies (continued)

(p) Derivative financial instruments (continued)

(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, 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 to 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.

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 corporate bonds with terms to maturity that match, as closely as possible, the estimated future cash outflows.

Note 1 Summary of significant accounting policies (continued)

(q) Employee benefits (continued)

(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 superannuation 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 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. The present value of the defined benefit obligation is based on expected future payments which arise from membership of the fund to the reporting date, calculated annually by independent actuaries using the projected unit credit method.

Consideration is given to expected future wages and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows. In countries where there is a deep market in high quality corporate bonds, the market rates on those bonds are used rather than government bonds. 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.

(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 33.

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

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

Note 1 Summary of significant accounting policies (continued)

(q) Employee benefits (continued)

(vi) Equity-based compensation benefits (continued)
No expense is recognised for shares and options that do not ultimately vest due to a failure to meet a non-market vesting condition.

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

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

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

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

(r) Borrowing costs
Borrowing costs include:

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

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

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

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

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

(u) Earnings per share

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

(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.

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) 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 Income Statement on a straight-line basis over the term of the lease.

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

Note 1 Summary of significant accounting policies (continued)

(aa) 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 within sundry debtors or sundry creditors 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.

(ab) Rounding of amounts

The Company is of a kind referred to in ASIC Legislation Instrument 2016/191 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 Instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

(ac) 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 13.

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 33.

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 28, 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 23.

Note 1 Summary of significant accounting policies (continued)

(ac) Significant accounting estimates and assumptions (continued)

Income tax
The Group is subject to income taxes in eight jurisdictions around the world. Significant judgement is required in determining the provision for income taxes on a worldwide basis. Where the final tax outcome is different from amounts provided, such differences will impact the current or deferred tax provisions in the period in which such outcome is obtained.

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.

(ad) New accounting standards and interpretations
Certain new accounting standards and interpretations have been published that are not applicable to the Group for the financial year ended 30 June 2019. 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:

AASB 16 Leases
AASB 16 primarily impacts accounting by lessees as it requires the recognition of right-of-use assets and lease liabilities for all leases unless the lease term is less than 12 months or the underlying asset is of a low value. Assets and liabilities arising from a lease are initially measured on a present value basis including non-cancellable lease payments and any payments to be made in optional periods if the lessee is reasonably certain to extend the lease. Lease payments, previously expensed through the operating lease rental expense line in the Income Statement, will be replaced with a straight-line amortisation of the right-of-use asset and an interest expense from carrying the lease liability at present value. The standard is effective for Sonic's financial statements commencing from 1 July 2019.

A team of senior Sonic Finance staff are project managing the implementation of this standard. Work completed so far includes reviewing the current systems that the Group has for managing lease data, analysing contracts for evidence of embedded lease arrangements, policy development, modelling the potential financial impacts of the standard using current lease information, and selecting an AASB 16 compliant third party lease management software system. Work is well advanced on system implementation and business processes.

Note that the application of AASB 16 will not impact cash flows.

Using currency exchange rates as at 30 June 2019 for the balance sheet and 2019 average rates for profit, Sonic estimates the impact on transition for AASB 16 to be:

- Lease liabilities to be recognised on 1 July 2019 of approximately A$1.2 billion
- Right-of-use assets to be recognised at similar or slightly lower level than lease liabilities
- 2020 Earnings before Interest, Tax, Depreciation and Amortisation ('EBITDA') to increase by approximately A$0.3 billion for leases in effect at 30 June 2019. The actual financial impact for 2020 will vary for new leases entered into, or any lease modifications, that occur during the year
- A minor decrease in net profit for 2020 due to the front loading of interest expense

Sonic will apply the modified retrospective transition approach and therefore will not restate comparative periods.

The estimated impact of AASB 16 adoption as at 1 July 2019 is subject to change until Sonic presents its first financial statements under the new standards for the half year to 31 December 2019.

Note 1 Summary of significant accounting policies (continued)

(ae) Changes in accounting policies

The Group adopted the new accounting standards AASB 15 Revenue from Contracts with Customers and AASB 9 Financial Instruments from 1 July 2018. The Group applied the modified retrospective approach to AASB 15 which means the cumulative impact of the adoption could be recognised in retained earnings as of 1 July 2018 with comparative information not required to be restated. There were no retrospective adjustments as a result of adopting AASB 9.

Impact of adopting AASB 15

AASB 15 supersedes the existing accounting standards and interpretations for revenue recognition. The core principle is that revenue must be recognised when goods or services are transferred to a customer, in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. This is achieved by applying a five step model:

- Identify the contract with the customer
- Identify the performance obligations
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract based upon relative standalone selling prices
- Recognise revenue when (or as) the performance obligations are settled

The main impact on the Group's revenue recognition policies from applying the new standard is the requirement to recognise consideration payable to a customer as a reduction of the transaction price, and therefore of revenue, where this payment is not for a distinct good or service. The Group makes payments to doctors (customers) in its medical centre and occupational health businesses in exchange for contracting the Group's services for an agreed period of time. These payments were previously capitalised as an intangible asset and amortised through the amortisation of intangibles line in the Income Statement. The amount that has been recognised against revenue for the year to 30 June 2019 is $9,284,000, with a balance of unamortised payments of $24,866,000 in the Receivables lines at the period end. Had the new standard applied in the comparative period the equivalent amounts would have been $8,057,000 and $23,697,000. Note that there is no net impact to the net profit, net assets or cash flows as a consequence of this change in accounting treatment. Medical services revenue will continue to be recognised on a completed test or service basis.

In accordance with the transition provisions in AASB 15, adjustments were made to the amounts recognised in the Balance Sheet and retained earnings as at the date of initial application. In addition to the changes noted above for revenue recognition it was deemed that certain capitalised costs could not be recognised under the new standard. The net reduction in retained earnings on transition was $6,890,000, with a corresponding decrease to the financial statement line item intangibles ($7,901,000) and deferred tax liabilities ($1,011,000).

Impact of adopting AASB 9

AASB 9 replaces the provisions of AASB 139 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting. The adoption of AASB 9 resulted in changes in accounting policies but there were no adjustments to amounts recognised in the financial statements.

Classification and measurement

AASB 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. The classification categories of held to maturity, loans and receivables and available for sale have been replaced by amortised cost, fair value through other comprehensive income and fair value through profit or loss. Note that the Group currently only has financial assets carried at amortised cost.

From 1 July 2018 financial assets are measured at fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Income Statement.

Impairment

The Group assesses on a forward-looking basis, the expected credit losses associated with its debt instruments carried at amortised cost. For trade receivables the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. To measure the expected credit losses trade receivables have been grouped on shared credit risk characteristics and days past due. There was no change in the impairment for trade receivables as at 30 June 2018. When a trade receivable is uncollectible it is written off against the provision account for trade receivables. Subsequent recoveries of amounts previously written off are credited against revenue in the Income Statement.

Note 1 Summary of significant accounting policies (continued)

(ae) Changes in accounting policies (continued)

Impact of adopting AASB 9 (continued)

Hedging
The Group has adopted the hedging principles of AASB 9. The new hedge accounting rules align the accounting for hedging instruments more closely with the Group's risk management practices due to changes in the approach for assessing hedge effectiveness. The Group's hedge documentation has been updated to align with the new requirements and the existing hedge relationships are therefore treated as continuing hedges.

(af) Parent Company financial information
The financial information for the Parent Company, Sonic Healthcare Limited, disclosed in Note 38 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.

(iv) Investment property
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.

Note 2 Segment information

Business segments
The Group's Chief Executive Officer and the Board of Directors (the chief operating decision makers) review the Group's performance both by the nature of services provided and geographic region. Discrete financial information about each operating segment is reported to the Chief Executive Officer and the Board of Directors on at least a monthly basis and is used to assess performance and determine the allocation of resources.

The Group has the following reportable segments.

(i) Laboratory
Pathology/clinical laboratory services provided in Australia, New Zealand, the United Kingdom, the United States of America, Germany, Switzerland, Belgium and Ireland. The geographic regions have been aggregated into one reportable segment as they provide similar services and have similar expected growth rates, cost structures, risks, and return profiles.

(ii) Imaging
Diagnostic imaging services provided in Australia.

(iii) Other
Includes corporate office functions, medical centre operations (IPN), occupational health services (Sonic HealthPlus), laboratory automation development (up until the sale on 26 June 2019 of GLP Systems) and other minor operations. The $50m gain on sale of GLP Systems is also included in 2019. In addition acquisition costs and certain other non-recurring costs are expensed in this segment.

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.

Note 2 Segment information (continued)

Business segments (continued)

2019	Laboratory $'000	Imaging $'000	Other $'000	Eliminations $'000	Consolidated Group $'000
Revenue (Constant Currency)					
External sales	4,987,419	499,553	438,086	-	5,925,058
Inter-segment sales	-	221	12,969	(13,190)	-
Other income	-	-	47,625	-	47,625
Total segment revenue (Constant Currency)	4,987,419	499,774	498,680	(13,190)	5,972,683
Currency exchange rate movements	201,354	-	3,383	-	204,737
Total segment revenue (Statutory)	5,188,773	499,774	502,063	(13,190)	6,177,420
Interest income					6,636
Total revenue					**6,184,056**
Result					
Segment result (Constant Currency)	745,523	68,341	20,734	-	834,598
Currency exchange rate movements	27,382	-	2,992	-	30,374
Segment result (Statutory)	772,905	68,341	23,726	-	864,972
Amortisation of intangibles					(63,288)
Unallocated net interest expense					(79,427)
Profit before tax					**722,257**
Income tax expense					(163,188)
Profit after income tax expense					**559,069**
Depreciation	146,796	31,469	31,591	-	**209,856**
Other non-cash items	15,889	1,899	(45,931)	-	**(28,143)**

2018	Laboratory $'000	Imaging $'000	Other $'000	Eliminations $'000	Consolidated Group $'000
Revenue					
External sales	4,625,062	473,024	440,110	-	5,538,196
Inter-segment sales	7	215	12,549	(12,771)	-
Total segment revenue	4,625,069	473,239	452,659	(12,771)	5,538,196
Interest income					3,175
Total revenue					5,541,371
Result					
Segment result	699,813	63,299	(6,633)	-	756,479
Amortisation of intangibles					(64,229)
Unallocated net interest expense					(75,269)
Profit before tax					616,981
Income tax expense					(131,916)
Profit after income tax expense					485,065
Depreciation	134,384	30,363	27,062	-	191,809
Other non-cash items	16,372	2,332	8,056	-	26,760

Note 2 Segment information (continued)

Geographical information

	Revenues from sales to external customers*		Non-current assets*^	
	2019	2018	**2019**	2018
	$'000	$'000	**$'000**	$'000
Australia	**2,389,473**	2,306,810	**2,327,746**	2,274,133
United States of America	**1,440,987**	1,130,946	**2,742,287**	1,811,980
Germany	**1,249,723**	1,157,527	**1,587,061**	1,431,283
Other	**1,046,852**	942,913	**1,510,390**	1,426,074
Total	**6,127,035**	5,538,196	**8,167,484**	6,943,470

* 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 and other income

	Consolidated Group	
	2019	2018
	$'000	$'000
Services revenue		
Medical services revenue	**6,075,618**	5,506,480
Other revenue		
Interest received or due and receivable	**6,636**	3,175
Rental income	**13,112**	12,744
Other revenue	**38,305**	18,972
	58,053	34,891
Revenue from operations	**6,133,671**	5,541,371
Other income		
Gain on GLP Systems sale	**50,385**	-
Disaggregated revenue		
Laboratory		
Australia	**1,469,028**	1,401,786
Germany	**1,231,507**	1,148,220
USA	**1,440,378**	1,130,782
Switzerland	**430,644**	390,137
UK & Ireland	**434,042**	382,167
Belgium	**146,378**	141,396
New Zealand	**33,797**	27,766
Non-laboratory		
Imaging	**499,249**	472,491
Other (medical centres, occupational health services etc.)	**428,900**	430,707
	6,113,923	5,525,452

Contract asset balances of $11,147,000 and $13,719,000 have been recognised in current receivables and non-current receivables as at 30 June 2019 relating to upfront doctor payments in the medical centre and occupational health businesses.

Note 4 Expenses

	Consolidated Group 2019 $'000	2018 $'000
Profit before income tax includes the following specific expenses		
Finance costs		
Finance charges on capitalised leases	**25**	78
Other borrowing costs	**86,038**	78,366
Total borrowing costs	**86,063**	78,444
Bad and doubtful debts		
Trade debtors	**149,096**	134,468
Amortisation of		
Intangibles	**63,288**	64,229
Leased plant and equipment	**1,809**	2,369
Total amortisation	**65,097**	66,598
Depreciation of		
Plant and equipment	**199,221**	180,955
Buildings	**8,826**	8,485
Total depreciation	**208,047**	189,440
Rental expense relating to operating leases		
Minimum lease payments	**351,909**	334,451
Defined contribution superannuation expense	**110,991**	103,044

Note 5 Dividends

	2019 $'000	2018 $'000
Total dividends paid on ordinary shares during the year		
Final dividend for the year ended 30 June 2018 of 49 cents (2017: 46 cents) per share paid on 27 September 2018 (2017: 11 October 2017), franked to 30% (2017: 20%)	**208,746**	193,176
Interim dividend for the year ended 30 June 2019 of 33 cents (2018: 32 cents) per share paid on 26 March 2019 (2018: 10 April 2018), franked to 20% (2018: 20%)	**156,366**	135,300
	365,112	328,476
Dividends not recognised at year end In addition to the above dividends, since year end the Directors declared a final dividend of 51 cents (2018: 49 cents) per ordinary share, franked to 30% (2018: 30%) based on tax paid at 30%. The aggregate amount of the final dividend payable on 25 September 2019 out of retained earnings at the end of the year, but not recognised as a liability is:	**242,148**	208,746

Franked dividends
The 2019 final dividend declared after the year end was 30% franked out of franking credits available at year end and those arising from the payment of income tax in the year ending 30 June 2020.

	2019 $'000	2018 $'000
Franking credits available at the year end for subsequent financial years based on a tax rate of 30%	**8,579**	-

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 Company's Dividend Reinvestment Plan is suspended for the 2019 final dividend, as it was for the 2019 interim dividend and the 2018 final dividend. The DRP operated for the 2018 interim dividend.

Note 6 Income tax

(a) Income tax expense

	Consolidated Group 2019 $'000	Consolidated Group 2018 $'000
Current tax	**147,732**	139,777
Deferred tax	**11,981**	(4,383)
Under/(over) provision in prior years	**3,475**	(3,478)
Income tax expense	**163,188**	131,916
Deferred income tax expense included in income tax expense comprises:		
(Increase)/decrease in deferred tax assets (Note 14)	**(12,623)**	6,301
Increase/(decrease) in deferred tax liabilities (Note 22)	**24,604**	(10,684)
	11,981	(4,383)

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

	2019 $'000	2018 $'000
Profit before income tax expense	**722,257**	616,981
Tax at the Australian tax rate of 30% (2018: 30%)	**216,677**	185,094
Tax effect of amounts which are not deductible/ (taxable) in calculating taxable income:		
Impact of US tax rate change on net deferred tax liabilities and related adjustments	**-**	(20,115)
Non-assessable amount of GLP Systems gain	**(16,880)**	-
Other deductible/non-taxable items (net)	**(36,609)**	(33,063)
Income tax expense	**163,188**	131,916

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

	2019 $'000	2018 $'000
Actuarial (losses) on retirement benefit obligations	**(2,221)**	(111)

(d) Amounts recognised directly in equity

	2019 $'000	2018 $'000
Aggregate current and deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but credited directly to equity:		
Capital raising costs	**(2,728)**	(28)

(e) Tax losses

Deferred tax assets of $69,325,000 (2018: $48,853,000) on the Group's Balance Sheet at 30 June 2019 relate to income tax losses (Note 14) across the Group. The Directors estimate that the potential deferred tax asset at 30 June 2019 in respect of income tax losses not brought to account is $4,481,000 (2018: $13,048,000), which relate to offshore operations.

The benefit of tax losses will only be obtained if:

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

Note 6 Income tax (continued)

(f) Unrecognised temporary differences

	Consolidated Group 2019 $'000	2018 $'000
Temporary differences relating to investments in subsidiaries for which deferred tax assets and liabilities have not been recognised:		
Foreign currency translation	**65,105**	32,787
Undistributed earnings	**2,604**	2,601
	67,709	35,388

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

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

(g) Tax consolidation legislation

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

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

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

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

Note 7 Receivables – current

	Consolidated Group 2019 $'000	2018 $'000
Trade debtors	**770,636**	716,101
Less: Provision for impairment (a)	**(160,070)**	(146,473)
	610,566	569,628
Accrued revenue	**114,820**	95,775
Amounts owing from other entities and contract assets	**13,039**	5,134
Sundry debtors	**89,507**	76,818
	827,932	747,355

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 using the simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. As at 30 June 2019 current trade debtors of the Group with a nominal value of $160,070,000 (2018: $146,473,000) were impaired.

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

	Consolidated Group	
	2019	2018
	$'000	$'000
Opening balance at 1 July	**146,473**	133,040
Provisions on acquisition of controlled entities	**31,262**	250
Provision for impairment expensed+	**137,455**	134,468
Foreign exchange movements	**7,315**	(4,906)
Receivables written off	**(162,435)**	(116,379)
Closing balance at 30 June	**160,070**	146,473

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.

+ Excludes amounts written off directly to the Income Statement.

(b) Ageing analysis
At 30 June 2019, the ageing analysis and expected credit losses of trade debtors are as follows:

	Gross value		Consolidated Group Expected credit losses	
	2019	2018	**2019**	2018
	$'000	$'000	**$'000**	$'000
Not past due	**446,854**	416,846	**32,978**	33,572
30-60 days past due	**105,855**	89,912	**18,641**	18,114
60-90 days past due	**60,670**	51,892	**21,897**	17,298
90-120 days past due	**43,239**	52,056	**22,273**	19,829
120 days+ past due	**114,018**	105,395	**64,281**	57,660
Closing balance at 30 June	**770,636**	716,101	**160,070**	146,473

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 37. 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.

Note 8 Inventories – current

	Consolidated Group 2019 $'000	Consolidated Group 2018 $'000
Consumable stores at cost	**119,673**	106,780

Note 9 Other assets – current

	2019 $'000	2018 $'000
Prepayments	**68,933**	64,306

Note 10 Receivables – non-current

	2019 $'000	2018 $'000
Amounts owing from other entities and contract assets	**40,201**	23,916

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 or impaired.

Note 11 Other financial assets – non-current

	Consolidated Group 2019 $'000	Consolidated Group 2018 $'000
Investments and capitalised costs	**88,135**	40,471

Note 12 Property, plant and equipment – non-current

Consolidated Group	Freehold land & buildings $'000	Plant & equipment $'000	Leased plant & equipment $'000	Total $'000
At 1 July 2017				
Cost	346,736	2,046,710	26,575	2,420,021
Accumulated depreciation	(49,466)	(1,247,694)	(20,971)	(1,318,131)
Net book amount	297,270	799,016	5,604	1,101,890
Year ended 30 June 2018				
Opening net book amount at 1 July 2017	297,270	799,016	5,604	1,101,890
Additions	6,940	211,604	108	218,652
Additions through business combinations	-	2,961	-	2,961
Disposals	-	(4,319)	(49)	(4,368)
Transfers	884	(884)	-	-
Depreciation/amortisation expense (Note 4)	(8,485)	(180,955)	(2,369)	(191,809)
Foreign exchange movements	5,410	22,806	(61)	28,155
Closing net book amount	302,019	850,229	3,233	1,155,481
At 30 June 2018				
Cost	362,407	2,245,821	23,757	2,631,985
Accumulated depreciation	(60,388)	(1,395,592)	(20,524)	(1,476,504)
Net book amount	302,019	850,229	3,233	1,155,481
Year ended 30 June 2019				
Opening net book amount at 1 July 2018	302,019	850,229	3,233	1,155,481
Additions	6,816	287,017	330	294,163
Additions through business combinations (Note 28)	-	14,606	2,697	17,303
Disposals	-	(9,344)	(69)	(9,413)
Transfers	186	807	(993)	-
Depreciation/amortisation expense (Note 4)	(8,826)	(199,221)	(1,809)	(209,856)
Foreign exchange movements	5,427	15,042	172	20,641
Closing net book amount	**305,622**	**959,136**	**3,561**	**1,268,319**
At 30 June 2019				
Cost	376,946	2,532,591	30,900	2,940,437
Accumulated depreciation	(71,324)	(1,573,455)	(27,339)	(1,672,118)
Net book amount	**305,622**	**959,136**	**3,561**	**1,268,319**

Non-current assets pledged as security
Refer to Note 31 for information on non-current assets pledged as security by the Group.

Note 13 Intangible assets – non-current

Consolidated Group	Brand Names $'000	Goodwill $'000	Software* $'000	Other $'000	Total $'000
At 1 July 2017					
Cost	189,981	5,042,181	500,946	120,814	5,853,922
Accumulated amortisation and impairment	(56,031)	(101,736)	(255,754)	(59,167)	(472,688)
Net book amount	133,950	4,940,445	245,192	61,647	5,381,234
Year ended 30 June 2018					
Opening net book amount	133,950	4,940,445	245,192	61,647	5,381,234
Acquisition of businesses	-	127,483	-	34	127,517
Additions – externally acquired	-	-	20,882	12,468	33,350
Additions – internally generated	-	-	61,425	-	61,425
Disposals	-	-	(48)	(110)	(158)
Foreign exchange movements	-	172,071	9,358	1,620	183,049
Amortisation charge (Note 4)	-	-	(51,635)	(12,594)	(64,229)
Closing net book amount	133,950	5,239,999	285,174	63,065	5,722,188
At 30 June 2018					
Cost	188,282	5,337,656	600,251	132,795	6,258,984
Accumulated amortisation and impairment	(54,332)	(97,657)	(315,077)	(69,730)	(536,796)
Net book amount	133,950	5,239,999	285,174	63,065	5,722,188
Year ended 30 June 2019					
Opening net book amount	133,950	5,239,999	285,174	63,065	5,722,188
Change in accounting standards	-	-	-	(31,598)	(31,598)
Acquisition of businesses (Note 28)	-	925,459	770	-	926,229
Additions – externally acquired	-	-	28,406	-	28,406
Additions – internally generated	-	-	57,345	-	57,345
Disposals	-	(37,364)	(16,297)	(19,534)	(73,195)
Foreign exchange movements	-	192,636	4,182	1,833	198,651
Amortisation charge (Note 4)	-	-	(59,815)	(3,473)	(63,288)
Closing net book amount	**133,950**	**6,320,730**	**299,765**	**10,293**	**6,764,738**
At 30 June 2019					
Cost	190,148	6,422,865	671,689	16,858	7,301,560
Accumulated amortisation and impairment	(56,198)	(102,135)	(371,924)	(6,565)	(536,822)
Net book amount	**133,950**	**6,320,730**	**299,765**	**10,293**	**6,764,738**

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

Note 13 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.

2019

Australia Laboratory $'000	UK Laboratory $'000	USA Laboratory $'000	Germany Laboratory $'000	Switzerland Laboratory $'000	Belgium Laboratory $'000	Imaging $'000	Total $'000
976,249	127,436	2,397,328	1,320,492	597,814	532,663	368,748	6,320,730

2018

Australia Laboratory $'000	UK Laboratory $'000	USA Laboratory $'000	Germany Laboratory $'000	Switzerland Laboratory $'000	Belgium Laboratory $'000	Imaging $'000	Total $'000
968,727	125,562	1,546,709	1,151,959	561,671	518,117	367,254	5,239,999

The carrying value of brand names of $133,950,000 at 30 June 2019 and 2018 relates solely to the Australia Laboratory 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/forecasts approved by management covering a five year period. Cash flows beyond the five year period are extrapolated using the terminal 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:

- 2019/2020 Board approved profit and loss and cash flow budgets for each cash-generating unit;
- average (2018: range) cash flow growth factors consistent with historical growth rates and current performance: Australia Laboratory ~7% (2018: 6-9%), UK ~11% (2018: 7-8%), USA ~6%% (2018: 10-11%), Germany ~4% (2018: 6-8%), Switzerland ~5% (2018: 6-8%), Belgium ~2% (2018: 2-3%), Imaging ~7% (2018: 4-8%);
- prevailing market based pre-tax discount rates of 4-8%, taking into account the interest rate environment of different geographies (2018: 5-10%); and
- terminal growth rates: 2-4% (2018: 3-4%)

After performing sensitivity analysis, management believes that any reasonably possible change in the key assumptions on which the recoverable amount has been assessed would not cause the carrying amount to exceed the recoverable amount in any of the cash-generating units.

Note 14 Deferred tax assets – non-current

	Consolidated Group 2019 $'000	2018 $'000
Deferred tax assets	**39,166**	25,755
The balance comprises temporary differences attributable to:		
Amounts recognised in profit or loss		
Doubtful debts	**39,779**	37,373
Employee benefits	**60,488**	56,999
Sundry accruals	**47,298**	38,801
Unrealised foreign exchange movements	**1,030**	655
Tax losses	**69,325**	48,853
	217,920	182,681
Amounts recognised directly in equity/other comprehensive income		
Share issue costs	**2,217**	54
Deferred tax assets	**220,137**	182,735
Less: amounts offset against deferred tax liabilities (Note 22)	**(180,971)**	(156,980)
Net deferred tax assets	**39,166**	25,755
Movements:		
Opening balance at 1 July	**25,755**	32,044
Credited/(charged) to the Income Statement (Note 6)	**12,623**	(6,301)
Foreign exchange movements	**788**	(28)
Acquisition/disposal of subsidiaries	**-**	40
Closing balance at 30 June	**39,166**	25,755
Deferred tax assets to be recovered within 12 months	**22,133**	15,530
Deferred tax assets to be recovered after more than 12 months	**17,033**	10,225
	39,166	25,755

Note 15 Other assets – non-current

	2019 $'000	2018 $'000
Prepayments	**6,091**	1,414

Note 16 Payables – current

	2019 $'000	2018 $'000
Trade creditors	**229,670**	207,024
Sundry creditors and accruals	**397,641**	312,266
	627,311	519,290

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 37.

Note 17 Interest bearing liabilities – current

	Consolidated Group 2019 $'000	2018 $'000
Secured		
Lease liabilities (Note 29(b))	**1,120**	1,052
Unsecured		
Bank loans	**603,834**	-
USPP notes (Note 21(b))	**221,050**	-
Amounts owing to vendors (a)	**-**	2,700
	826,004	3,752

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 31 and Note 37.

(a) Amounts owing to vendors

The amounts owing to vendors comprised deferred consideration for business acquisitions. These amounts were interest bearing. The carrying value of these amounts approximated their fair value.

Note 18 Tax liabilities – current

	Consolidated Group 2019 $'000	2018 $'000
Income tax	**125,455**	103,196

Note 19 Provisions – current

	Consolidated Group 2019 $'000	2018 $'000
Employee benefits	**221,068**	204,342
Lease exit costs	**1,253**	3,277
	222,321	207,619

The lease exit costs represent future payments for leased premises under non-cancellable operating leases. Movements in lease exit costs during the financial year are set out below:

	Consolidated Group $'000
Carrying amount at 1 July 2018	12,007
Amounts used during year	(2,743)
Acquisition of controlled entities	68
Additional provisions recognised	72
Foreign exchange movements	316
Carrying amount at 30 June 2019	**9,720**
Representing lease exit costs:	
Current	1,253
Non-current (Note 23)	8,467
	9,720

Note 20 Other liabilities – current

	Consolidated Group 2019 $'000	2018 $'000
Unsecured		
Amounts owing to vendors	**45,024**	16,220
Put option relating to minority interest	**-**	17,437
Other	**3,269**	349
	48,293	34,006

The amounts owing to vendors comprise deferred consideration for business acquisitions made in the current and prior periods (refer Note 28). Amounts owing to vendors and other loans are non-interest bearing. The carrying value of these amounts approximates their fair value.

The put option in 2018 related to the purchase of the remaining shares in Labor Dr. Steinberg.

Note 21 Interest bearing liabilities – non-current

	Consolidated Group 2019 $'000	2018 $'000
Secured		
Lease liabilities (Note 29(b))	**1,711**	184
Unsecured		
Amounts owing to vendors (a)	**1,021**	1,197
Bank loans	**1,014,645**	1,430,265
USPP notes (b)	**1,192,028**	1,360,651
Other	**190**	-
	2,209,595	2,792,297

Details of the security, fair values and interest rate risk exposure relating to each of the secured and unsecured liabilities is set out in Note 31 and Note 37.

(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$405M of long-term (10 year) debt. In November 2014 Sonic issued €110M of notes in the United States Private Placement market with a tenor of 10 years. In June 2016 and November 2016 Sonic issued €45M and €200M of notes in the United States Private Placement market with tenors of 10 years. In October 2017 Sonic issued a further €75M and €85M of notes in the United States Private Placement market with tenors of 7 and 15 years respectively.

Note 21 Interest bearing liabilities – non-current (continued)

(c) Financing facilities available

At 30 June 2019, the following financing facilities were available:

2019	Total facilities at 30 June 2019 000's	Facilities used at 30 June 2019 000's	Facilities unused at 30 June 2019 000's
Bank overdraft	A$4,477	A$0	A$4,477
Bank loans			
- Syndicated facilities multi-currency USD limits	US$186,000	US$85,795	US$100,205
- Syndicated facilities multi-currency Euro limits	€425,000	€267,100	€157,900
- Syndicated facilities multi-currency CHF limits	CHF316,500	CHF264,642+	CHF51,858
- Bilateral facility USD limits	US$313,064	US$313,064	US$0
- Club revolving facility AUD limits	A$48,000	A$0	A$48,000
- Club revolving facility USD limits	US$161,000	US$161,000	US$0
Notes held by USA investors – USD	US$405,000	US$405,000	US$0
Notes held by USA investors – Euro	€515,000	€515,000	€0
Leasing and hire purchase facilities	A$7,831	A$2,831	A$5,000

+ Includes debt drawn in GBP (£59M)

2018	Total facilities at 30 June 2018 000's	Facilities used at 30 June 2018 000's	Facilities unused at 30 June 2018 000's
Bank overdraft	A$7,360	A$0	A$7,360
Bank loans			
- Syndicated facilities multi-currency USD limits	US$360,000	US$323,295	US$36,705
- Syndicated facilities multi-currency Euro limits	€425,000	€298,550	€126,450
- Syndicated facilities multi-currency AUD limits	A$50,000	A$0	A$50,000
- Syndicated facilities multi-currency CHF limits	CHF325,000	CHF220,612	CHF104,388
- Bilateral revolving facility USD limits	US$75,000	US$75,000	US$0
- Club revolving facility AUD limits	A$155,000	A$119,472+	A$35,528
- Club revolving facility USD limits	US$85,000	US$0	US$85,000
Notes held by USA investors – USD	US$405,000	US$405,000	US$0
Notes held by USA investors – Euro	€515,000	€515,000	€0
Leasing and hire purchase facilities	A$6,236	A$1,236	A$5,000

+ Debt drawn in GBP (£67M)

(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 37.

(f) Security

Details of the security relating to each of the secured liabilities are set out in Note 31.

Note 22 Deferred tax liabilities – non-current

	Consolidated Group 2019 $'000	2018 $'000
Provision for deferred income tax	**151,116**	120,795
The balance comprises temporary differences attributable to:		
Amounts recognised in profit or loss		
Prepayments & sundry debtors	**4,415**	4,071
Inventories	**10,293**	8,604
Accrued revenue	**18,700**	16,522
Leased assets	**2,102**	2,100
Intangibles	**210,177**	172,924
Property, plant & equipment	**81,193**	70,293
Capitalised costs	**5,207**	3,261
	332,087	277,775
Less: amounts offset against deferred tax assets (Note 14)	**(180,971)**	(156,980)
Net deferred tax liabilities	**151,116**	120,795
Movements:		
Opening balance at 1 July	**120,795**	127,709
Charged/(credited) to the Income Statement (Note 6)	**24,604**	(10,684)
(Credited) to other comprehensive income	**(2,278)**	(111)
(Credited) to equity	**(2,728)**	(28)
Change in accounting standard	**(1,011)**	-
Acquisition/disposal of subsidiaries	**7,079**	-
Foreign exchange movements	**4,655**	3,909
Closing balance at 30 June	**151,116**	120,795
Deferred tax liabilities to be settled within 12 months	**21,775**	18,180
Deferred tax liabilities to be settled after more than 12 months	**129,341**	102,615
	151,116	120,795

Note 23 Provisions – non-current

	2019 $'000	2018 $'000
Employee benefits	**28,801**	28,100
Retirement benefit obligations	**102,282**	77,601
Lease exit costs	**8,467**	8,730
	139,550	114,431

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.

Note 23 Provisions – non-current (continued)

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

(a) Balance Sheet amounts

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

	Consolidated Group 2019 $'000	2018 $'000
Present value of the defined benefit plan obligations	**343,057**	279,344
Fair value of defined benefit plan assets	**(240,775)**	(201,743)
Net liability in the Balance Sheet	**102,282**	77,601

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 Medisupport Group and Medica Laboratory Group defined benefit plans at a percentage of insured salaries (2.3% to 10.3% 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 Group defined benefit plan as future benefits are paid directly by Bioscientia and not from a separate plan asset pool.

(b) Categories of plan assets

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

	Consolidated Group 2019 %	2018 %
Cash – quoted	**1.9**	0.8
Mortgages – quoted	**1.3**	1.5
Real estate – unquoted	**13.7**	15.4
Bonds – quoted	**34.0**	33.4
Equities – quoted	**42.8**	43.5
Alternative investments – quoted	**6.3**	5.4
	100.0	100.0

(c) Reconciliations

	Consolidated Group 2019 $'000	2018 $'000
Reconciliation of the present value of the defined benefit obligation, which is partly funded		
Balance at the beginning of the year	**279,344**	258,352
Current service cost	**9,464**	9,400
Past service cost (due to plan amendment)	**(4,520)**	-
Interest cost	**3,077**	2,351
Actuarial losses	**31,058**	989
Benefits paid	**(5,242)**	(3,802)
Member contributions	**6,685**	5,940
Other	**3,776**	2,562
Foreign exchange movements	**19,415**	3,552
Balance at the end of the year	**343,057**	279,344

Note 23 Provisions – non-current (continued)

(c) Reconciliations (continued)

	Consolidated Group 2019 $'000	2018 $'000
Reconciliation of the fair value of plan assets		
Balance at the beginning of the year	**201,743**	182,775
Interest income	**2,327**	1,683
Actuarial gains	**6,634**	600
Contributions by Group companies	**9,766**	8,913
Benefits paid	**(4,223)**	(2,796)
Member contributions	**6,685**	5,940
Other	**3,776**	2,562
Foreign exchange movements	**14,067**	2,066
Balance at the end of the year	**240,775**	201,743

(d) Amounts recognised in Income Statement

	Consolidated Group 2019 $'000	2018 $'000
Current service cost	**9,464**	9,400
Past service cost	**(4,520)**	-
Net interest expense	**750**	668
Total included in the employee benefit expense	**5,694**	10,068

(e) Amounts recognised in Statement of Comprehensive Income

	Consolidated Group 2019 $'000	2018 $'000
Actuarial (losses) recognised in the year	**(22,203)**	(278)
Cumulative actuarial (losses) recognised in the Statement of Comprehensive Income	**(43,925)**	(21,722)

(f) Principal actuarial assumptions

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

	Consolidated Group 2019 %	2018 %
Discount rate	**0.49**	1.07
Future salary increases	**1.48**	1.50

If the discount rate had increased/decreased by 25 basis points (2018: 25 basis points), the impact on the defined benefit obligation would have been a decrease by 11.3%/increase by 11.8% (2018: decrease by 11.6%/increase by 12.1%).

The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Note 23 Provisions – non-current (continued)

(g) Employer contributions

Medisupport Group and Medica Laboratory Group defined benefit plans
Employer contributions to the defined benefit plans are based on recommendations by the plan's 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 2.3% to 10.3% (2018: 2.3% to 10.3%) 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 2020 are based on the 2019 rates and are estimated at $9,039,000 (2018: $8,044,000).

The weighted average duration of the defined benefit obligation is 16.1 years (2018: 16.1 years).

	Consolidated Group	
	2019	2018
	$'000	$'000
(h) Experience adjustments		
Experience adjustments arising on plan liabilities	**(8,726)**	(6,560)
Experience adjustments arising on plan assets	**6,634**	600

Note 24 Other liabilities – non-current

	2019	2018
Unsecured		
Amounts owing to vendors	**86,265**	4,195
Other	**32,058**	18,428
	118,323	22,623

The amounts owing to vendors comprises deferred consideration for business acquisitions made in current and prior periods (refer Note 28). These amounts are non-interest bearing. The carrying amount approximates their fair value.

Note 25 Contributed equity

	2019 Shares	2018 Shares	**2019 $'000**	2018 $'000
(a) Share capital				
Fully paid ordinary shares	**473,956,404**	424,704,991	**3,967,101**	3,006,555
Other equity securities				
Treasury shares	**(8,835)**	(28,083)	**(209)**	(680)
	473,947,569	424,676,908	**3,966,892**	3,005,875

Note 25 Contributed equity (continued)

(b) Movements in ordinary share capital

Date	Details	Number of shares	Issue price	Consolidated Group $'000
2018				
1/7/17	Opening balance of the Group	419,195,981		2,885,764
11/10/17	Shares issued under the Dividend Reinvestment Plan	2,648,707	$20.9214	55,415
10/4/18	Shares issued under the Dividend Reinvestment Plan	1,687,232	$23.3445	39,388
Various	Shares issued following exercise of employee options/rights	1,173,071	Various	23,481
Various	Transfers from equity remuneration reserve	-		2,573
Various	Costs associated with shares issued net of future income tax benefits	-		(66)
30/6/18	Balance of the Group	424,704,991		3,006,555
2019				
1/7/18	Opening balance of the Group	424,704,991		3,006,555
18/12/18	Shares issued under an Institutional Placement	30,769,231	$19.50	600,000
12/2/19	Shares issued under a Shareholder Purchase Plan	16,830,066	$19.50	327,839
Various	Shares issued following exercise of employee options/rights	1,652,116	Various	36,660
Various	Transfers from equity remuneration reserve	-		2,413
Various	Costs associated with shares issued net of future income tax benefits	-		(6,366)
30/6/19	Balance of the Group	**473,956,404**		**3,967,101**

(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 and performance rights
Details of options and performance rights issued, exercised and forfeited during the financial year and options and performance rights outstanding at the end of the financial year are set out in Note 33.

(e) Dividend reinvestment plan
The Company's DRP is suspended for the 30 June 2019 final dividend, as it was through the 2019 financial year.

(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
1/7/17	Opening balance	6,849	149
Various	On market purchase of Sonic shares by SHEST	22,091	499
Various	Subscription for unissued shares by SHEST	798,071	17,302
Various	Transfer of shares to employees to satisfy exercise of options/rights	(798,928)	(17,270)
30/6/18	Balance	28,083	680
1/7/18	Opening balance	28,083	680
Various	Subscription for unissued shares by SHEST	945,616	24,151
Various	Transfer of shares to employees to satisfy exercise of options/rights	(964,864)	(24,622)
30/6/19	Balance	**8,835**	**209**

Note 26 Reserves and retained earnings

(a) Reserves

		Consolidated Group 2019 $'000	2018 $'000
Equity remuneration reserve	(i)	**(78,574)**	(68,138)
Foreign currency translation reserve	(ii)	**217,016**	109,291
Share option reserve	(iii)	**16,427**	16,427
Revaluation reserve	(iv)	**3,272**	3,272
Transactions with minority interests	(v)	**(11,866)**	(32,963)
		146,275	27,889

Movements

	Consolidated Group 2019 $'000	2018 $'000
Equity remuneration reserve		
Balance 1 July	**(68,138)**	(62,837)
Share based payments	**3,878**	4,742
Employee share scheme issue	**(11,901)**	(7,470)
Transfer to share capital (options exercised)	**(2,413)**	(2,573)
Balance 30 June	**(78,574)**	(68,138)
Foreign currency translation reserve		
Balance 1 July	**109,291**	21,280
Net exchange movement on translation of foreign subsidiaries	**107,725**	88,011
Balance 30 June	**217,016**	109,291
Share option reserve		
Balance 1 July	**16,427**	16,427
Movement	**-**	-
Balance 30 June	**16,427**	16,427
Revaluation reserve		
Balance 1 July	**3,272**	3,272
Movement	**-**	-
Balance 30 June	**3,272**	3,272
Transactions with minority interests		
Balance 1 July	**(32,963)**	(31,162)
Net exchange movement	**(1,231)**	(1,515)
Sale of minority interests	**1,505**	-
Acquisition of minority interests	**20,823**	(286)
Balance 30 June	**(11,866)**	(32,963)

Note 26 Reserves and retained earnings (continued)

(a) Reserves (continued)

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.

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

(v) Transactions with minority interests
This reserve is used to record the differences described in Note 1(b) which may arise as a result of transactions with minority interests that do not result in a loss of control in addition to transfers from the minority interests account on disposal of a subsidiary. The reserve in the prior year included the fair value of put options granted to the vendors to sell to the Group the remaining shares in Labor Dr. Steinberg that were not already owned by the Group.

	Consolidated Group	
	2019	2018
	$'000	$'000
(b) Retained earnings		
Retained earnings at the beginning of the financial year	**1,143,643**	996,791
Net profit attributable to members of Sonic Healthcare Limited	**549,725**	475,606
Dividends paid in the year (Note 5)	**(365,112)**	(328,476)
Change in accounting standards	**(6,890)**	-
Actuarial (losses) on retirement benefit obligations (Note 23)	**(22,203)**	(278)
Retained earnings at the end of the financial year	**1,299,163**	1,143,643

Note 27 Deed of cross guarantee

The 'Closed Group' (refer Note 28) 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 ASIC Corporations (Wholly-owned Companies) Instrument 2016/785.

The companies represent a 'Closed Group' for the purposes of the Instrument, 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'.

	2019 $'000	2018 $'000
(a) Consolidated Income Statement of the Extended Closed Group		
Revenue	**2,721,085**	2,554,423
Labour and related costs	**(1,257,751)**	(1,197,100)
Consumables used	**(269,915)**	(261,151)
Operating lease rental expense	**(240,786)**	(235,846)
Depreciation and amortisation of physical assets	**(95,233)**	(88,929)
Utilities	**(68,145)**	(64,682)
Repairs and maintenance	**(63,896)**	(62,873)
Borrowing costs expense	**(34,850)**	(28,441)
Transportation	**(17,300)**	(16,627)
Amortisation of intangibles	**(24,787)**	(31,293)
Other expenses from ordinary activities	**(156,515)**	(177,073)
Profit before income tax expense	**491,907**	390,408
Income tax expense	**(81,121)**	(80,729)
Net profit attributable to members of the Extended Closed Group	**410,786**	309,679
(b) Consolidated Statement of Comprehensive Income of the Extended Closed Group		
Profit from ordinary activities after income tax expense	**410,786**	309,679
Other comprehensive income		
Items that may be reclassified to profit or loss		
Exchange differences on translation of foreign operations	**5,461**	(538)
Other comprehensive income for the period, net of tax	**5,461**	(538)
Total comprehensive income for the period	**416,247**	309,141
(c) Reconciliation of retained earnings		
Retained earnings at the beginning of the financial year	**384,450**	403,247
Change in accounting standards	**(1,903)**	-
Profit from ordinary activities after income tax expense	**410,786**	309,679
Dividends paid during the year	**(365,112)**	(328,476)
Retained earnings at the end of the financial year	**428,221**	384,450

Note 27 Deed of cross guarantee (continued)

(d) Consolidated Balance Sheet of the Extended Closed Group

	2019 $'000	2018 $'000
Current assets		
Cash and cash equivalents	**349,074**	46,075
Receivables	**424,394**	347,746
Inventories	**34,356**	33,078
Other	**17,375**	16,947
Total current assets	**825,199**	443,846
Non-current assets		
Receivables	**33,186**	19,538
Other financial assets	**3,706,510**	2,502,205
Property, plant and equipment	**621,472**	583,325
Intangible assets	**1,610,392**	1,613,524
Deferred tax assets	**19,804**	13,906
Other	**72**	53
Total non-current assets	**5,991,436**	4,732,551
Total assets	**6,816,635**	5,176,397
Current liabilities		
Payables	**334,891**	292,636
Interest bearing liabilities	**446,469**	-
Current tax liabilities	**69,377**	49,298
Provisions	**168,842**	160,361
Other	**1,346**	2,313
Total current liabilities	**1,020,925**	504,608
Non-current liabilities		
Interest bearing liabilities	**1,362,831**	1,240,807
Provisions	**21,968**	21,776
Deferred tax liabilities	**27,917**	25,883
Other	**3,080**	4,097
Total non-current liabilities	**1,415,796**	1,292,563
Total liabilities	**2,436,721**	1,797,171
Net assets	**4,379,914**	3,379,226
Equity		
Parent Company interest		
Contributed equity	**3,990,775**	3,028,883
Reserves	**(39,082)**	(34,107)
Retained earnings	**428,221**	384,450
Total equity	**4,379,914**	3,379,226

Note 28 Investments in subsidiaries

Details of subsidiaries	Country of incorporation	Class of share	Beneficial interest % 2019	Beneficial interest % 2018
Subsidiaries of Sonic Healthcare Limited:				
Clinpath Laboratories Pty Limited (i)	Australia	Ord	**100**	100
Douglass Hanly Moir Pathology Pty Limited (i)	Australia	Ord	**100**	100
Lifescreen Australia Pty Limited (i)	Australia	Ord	**100**	100
Sonic 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
Sonic Clinical Services Pty Limited (i)	Australia	Ord	**100**	100
Sonic Healthcare (UK) Pty Limited	Australia	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
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 Services Pty Limited (i)	Australia	Ord	**100**	100
Hanly Moir Pathology Pty Limited (i)	Australia	Ord	**100**	100
San Pathology Pty Limited (i)	Australia	Ord	**100**	100
Hunter Imaging Group Pty Limited (i)	Australia	Ord	**100**	100
Hunter Valley X-Ray Pty Limited	Australia	Ord	**100**	100
Hyperion Health Services Pty Limited (i)	Australia	Ord	**100**	100
IRG Co Pty Limited (i)	Australia	Ord	**100**	100
L & A Services Pty Limited (i)	Australia	Ord	**100**	100
Melbourne Pathology Pty Limited (i)	Australia	Ord	**100**	100
Melbourne Pathology Services Pty Limited	Australia	Ord	**100**	100
Epworth Pathology	Australia		**50.1**	50.1
Northern Pathology Pty Limited (i)	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
Ultrarad No 2 Trust	Australia	Units	**99.9**	99.9
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
Sonic Pathology (Queensland) Pty Limited (i)	Australia	Ord	**100**	100
Sonic Pathology (Victoria) Pty Limited (i)	Australia	Ord	**100**	100
A.C.N. 002 889 545 Pty Limited (i)	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
IPN Healthcare Pty Limited (i)	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
IPN Medical Centres (NSW) Pty Limited (i)	Australia	Ord	**100**	100
IPN Medical Centres (VIC) Pty Limited (i)	Australia	Ord	**100**	100

Note 28 Investments in subsidiaries (continued)

Details of subsidiaries (continued)	**Country of incorporation**	**Class of share**	**Beneficial interest % 2019**	Beneficial interest % 2018
Medihelp Services Pty Limited (i)	Australia	Ord	**100**	100
Sonic HealthPlus Pty Limited (i)	Australia	Ord	**100**	100
Gemini Medical Services Pty Limited (i)	Australia	Ord	**100**	100
Prime Health Group Pty Limited (i)	Australia	Ord	**100**	100
IPN Clinics Victoria Pty Limited (i)	Australia	Ord	**100**	100
IPN Medical Victoria Pty Limited (i)	Australia	Ord	**100**	100
Matrix Skin Cancer Clinics Pty Limited (i)	Australia	Ord	**100**	100
DoctorDoctor Pty Limited	Australia	Ord	**100**	100
Sonic Nurse Connect Pty Limited	Australia	Ord	**100**	100
LabKom Biochemische Dienstleistungen GmbH	Germany	Ord	**100**	100
Bioscientia Institut für medizinische Diagnostik GmbH	Germany	Ord	**100**	100
Labor Augsburg MVZ GmbH	Germany	Ord	**100**	100
Labor 28 GmbH	Germany	Ord	**100**	100
GLP medical GmbH	Germany	Ord	**100**	100
GLP systems GmbH	Germany	Ord	**-**	85
Dr. Von Froreich - Bioscientia GmbH	Germany	Ord	**100**	100
Labor Lademannbogen MVZ GmbH	Germany	Ord	**100**	100
MVZ Labor für Cytopathologie Dr. Steinberg GmbH	Germany	Ord	**100**	51
MVZ Medizinisches Labor Oldenburg Dr. Müller GmbH	Germany	Ord	**100**	100
MVZ Pathologie Berlin Berger Fietze Linke Nadjari GmbH	Germany	Ord	**100**	-
Labor Deutscher Platz Leipzig MVZ GmbH	Germany	Ord	**100**	-
MVZ für Histologie, Zytologie und molekulare Diagnostik Trier GmbH	Germany	Ord	**100**	-
MVZ für Histologie, Zytologie und molekulare Diagnostik Düren GmbH	Germany	Ord	**100**	-
MVZ Medizinisches Labor Nord GmbH	Germany	Ord	**100**	-
MVZ Labor Duisberg GmbH	Germany	Ord	**100**	-
Labdiagnostik GmbH	Germany	Ord	**-**	100
Biovis Diagnostik MVZ GmbH	Germany	Ord	**100**	95
Dr. Staber & Kollegen GmbH	Germany	Ord	**100**	100
Med-Lab Med. Dienstleistungs GmbH	Germany	Ord	**100**	100
Med-Lab GmbH Kassel	Germany	Ord	**100**	100
MVZ Medizinisches Labor Bremen GmbH	Germany	Ord	**100**	100
MVZ Medizinisches Labor Celle GmbH	Germany	Ord	**100**	100
Medlab Central Limited (i)	New Zealand	Ord	**100**	100
Medica Ärztebedarf AG	Switzerland	Ord	**100**	100
Medica Medizinische Laboratorien Dr F Käppeli AG	Switzerland	Ord	**100**	100
Medisupport SA	Switzerland	Ord	**100**	100
Dianalabs SA	Switzerland	Ord	**99.8**	99.8
Dianapath SA	Switzerland	Ord	**100**	100
MCL Medizinische Laboratorien AG	Switzerland	Ord	**100**	100
Ortho-Analytic AG	Switzerland	Ord	**100**	100
Polyanalytic S.A.	Switzerland	Ord	**90**	100
Proxilab analyses médicales SA	Switzerland	Ord	**100**	100
Aurigen SA	Switzerland	Ord	**100**	100
Laboratoires BBV S.A.	Switzerland	Ord	**100**	100
Bioexam AG	Switzerland	Ord	**100**	100
Medizinische Laboratorien Dr. Toggweiler AG	Switzerland	Ord	**100**	100
Bioanalytica AG	Switzerland	Ord	**100**	100
Ecobion SA	Switzerland	Ord	**100**	100
The Doctors Laboratory Limited	United Kingdom	Ord	**100**	100
TDL Analytical Limited	United Kingdom	Ord	**-**	100
TDL Facilities Limited	United Kingdom	Ord	**-**	100
TDL Genetics Limited	United Kingdom	Ord	**100**	100

Note 28 Investment in subsidiaries (continued)

Details of subsidiaries (continued)	**Country of incorporation**	**Class of share**	**Beneficial interest % 2019**	Beneficial Interest % 2018
NWLHT Analytical LLP	United Kingdom		**100**	100
NWLHT Facilities LLP	United Kingdom		**100**	100
Health Services Laboratories LLP	United Kingdom		**51**	51
HSL (Nominee) Ltd	United Kingdom	Ord	**51**	51
HSL (Analytics) LLP	United Kingdom		**51**	51
HSL (FM) LLP	United Kingdom		**51**	51
HSL Pathology LLP	United Kingdom		**51**	51
SH Euro Finance PLC	United Kingdom	Ord	**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
Pathology Laboratories, Inc.	United States	Ord	**100**	100
American Esoteric Laboratories, 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
Clinical Laboratories of Hawaii, LLP	United States		**100**	100
Pan Pacific Pathologists, LLC	United States		**100**	100
BMHSI/AEL Microbiology Laboratory GP	United States		**74.6**	74.6
East Side Clinical Laboratory, Inc.	United States	Ord	**100**	100
Connecticut Laboratory Partnership, LLC	United States		**51**	51
CBLPath, Inc.	United States	Ord	**100**	100
WestPac Labs, Inc.	United States	Ord	**100**	100
Aurora Diagnostics, LLC	United States		**100**	-
Aurora Research Institute, LLC	United States		**100**	-
Bernhardt Laboratories, Inc.	United States	Ord	**100**	-
Cleveland Skin Pathology, Inc.	United States	Ord	**100**	-
Consultants in Laboratory Medicine of Greater Toledo, Inc.	United States	Ord	**100**	-
Cytopath, Inc.	United States	Ord	**100**	-
Dermpath New England, LLC	United States		**100**	-
Greensboro Pathology, LLC	United States		**100**	-
Pathology Solutions, LLC	United States		**100**	-
Richard Bernert, LLC	United States		**100**	-
Seacoast Pathology, Inc.	United States	Ord	**100**	-
Twin Cities Dermatopathology, LLC	United States		**100**	-
Sonic Healthcare Benelux NV	Belgium	Ord	**100**	100
Labo-Lokeren BV BVBA	Belgium	Ord	**-**	100
Medvet BV BVBA	Belgium	Ord	**100**	100
A.M.L. 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
Laboratoires J. Woestyn SPRL	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 ASIC Corporations (Wholly-owned Companies) Instrument 2016/785. For further information see Note 27.

Note 28 Investment in subsidiaries (continued)

Business combinations

(a) Acquisition of subsidiaries/business assets
Acquisitions of subsidiaries/business assets in the period included:

- US anatomical pathology business, Aurora Diagnostics, LLC on 30 January 2019.
- A number of small healthcare businesses.

The contribution to net profit after tax for the Sonic Group by Aurora for the current financial period was $22M. The profit of Aurora in the prior financial year is not comparable to the profit under Sonic's ownership due to a materially different capital structure. The accounting for this business combination is provisional at the date of this report.

The contribution the other acquisitions made to the Group's profit during the period was immaterial individually and in aggregate. The accounting for these other business combinations has been finalised at the date of this report.

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

	Aurora $'000	Other $'000	Total $'000
Consideration – cash paid	726,017	118,374	**844,391**
Less: Cash of entities acquired	(1,606)	(1,369)	**(2,975)**
	724,411	117,005	**841,416**
Deferred consideration	-	68,988	**68,988**
Total consideration	724,411	185,993	**910,404**
Fair value of identifiable net assets of businesses acquired:			
Debtors & other receivables	53,375	5,625	**59,000**
Prepayments	5,903	228	**6,131**
Inventory	868	1,404	**2,272**
Property, plant & equipment	11,757	5,546	**17,303**
Identifiable intangibles	532	238	**770**
Trade creditors	(16,362)	(588)	**(16,950)**
Sundry creditors and accruals	(36,637)	(1,165)	**(37,802)**
Current tax liabilities	(187)	-	**(187)**
Deferred tax liabilities	(9,127)	-	**(9,127)**
Lease liabilities	(2,787)	-	**(2,787)**
Lease exit costs	(68)	-	**(68)**
Provisions	(2,156)	(699)	**(2,855)**
Other liabilities	(30,497)	-	**(30,497)**
Borrowings	-	(202)	**(202)**
	(25,386)	10,387	**(14,999)**
Minority interests	-	56	**56**
Goodwill	749,797	175,662	**925,459**

The goodwill arising from the business acquisitions 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. $438,104,000 of the purchased goodwill recognised is expected to be deductible for income tax purposes, over a 15 year period.

Acquisition related costs of $7,867,000 are included in other expenses in the Income Statement.

The fair value of acquired debtors and other receivables is $59,000,000. The gross contractual amount due is $90,262,000, of which $31,262,000 is expected to be uncollectible.

Note 28 Investments in subsidiaries (continued)

Business combinations (continued)

(b) Reconciliation of cash paid to Cash Flow Statement

	Consolidated Group 2019 $'000	2018 $'000
Cash consideration and acquisition costs for acquisitions in the financial year	**844,391**	133,179
Acquisition costs	**7,867**	2,651
Cash consideration paid to vendors for acquisitions in previous financial years	**14,122**	14,911
Less: Cash of entities acquired	**(2,975)**	(7,596)
Payment for purchase of controlled entities, net of cash acquired	**863,405**	143,145

Note 29 Commitments for expenditure

(a) Capital commitments

	2019 $'000	2018 $'000
Commitments for the acquisition of property, plant and equipment contracted for at the reporting date but not recognised as liabilities, payable:		
Within one year	**12,804**	15,827
Later than one year but not later than 5 years	**-**	6,952
	12,804	22,779

(b) Lease commitments

	2019 $'000	2018 $'000
Commitments in relation to leases contracted for at the reporting date but not recognised as liabilities, payable:		
Within one year	**320,703**	293,020
Later than one year but not later than 5 years	**655,300**	576,201
Later than 5 years	**378,461**	233,913
	1,354,464	1,103,134
Representing:		
Cancellable operating leases	**1,847**	1,103
Non-cancellable operating leases	**1,352,585**	1,101,982
Future finance charges on finance leases	**32**	49
	1,354,464	1,103,134

(i) Operating leases

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

	2019 $'000	2018 $'000
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Within one year	**319,309**	292,165
Later than one year but not later than 5 years	**654,885**	575,982
Later than 5 years	**378,391**	233,835
Commitments not recognised in the financial statements	**1,352,585**	1,101,982
Future minimum lease payments expected to be received in relation to non-cancellable sub-leases of operating leases not recognised in the financial statements	**26,557**	24,631

Note 29 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	
	2019	2018
	$'000	$'000
Commitments for minimum lease payments in relation to cancellable operating leases are payable as follows:		
Within one year	**1,378**	826
Later than one year but not later than 5 years	**399**	199
Later than 5 years	**70**	78
Commitments not recognised in the financial statements	**1,847**	1,103

(ii) Finance leases
The Group finance leases various plant and equipment with a carrying amount of $3,561,000 (2018: $3,233,000) under contracts expiring within eleven months to five years.

Within one year	**1,136**	1,081
Later than one year but not later than 5 years	**1,727**	204
Minimum lease payments	**2,863**	1,285
Less: Future finance charges	**(32)**	(49)
Total lease liabilities	**2,831**	1,236
Representing lease liabilities:		
Current (Note 17)	**1,120**	1,052
Non-current (Note 21)	**1,711**	184
	2,831	1,236
The present value of finance lease liabilities is as follows:		
Within one year	**1,120**	1,052
Later than one year but not later than 5 years	**1,711**	184
Minimum lease payments	**2,831**	1,236

The weighted average interest rate implicit in the contracts is 0.58% (2018: 2.59%).

Note 30 Contingent liabilities

Sonic Healthcare Limited and certain subsidiaries, as disclosed in Note 28, 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 $10,124,000 (2018: $10,442,000) and for the performance of certain contracts by subsidiary entities. It is not expected that these guarantees will be called upon.

Note 31 Secured borrowings

	Consolidated Group 2019 $'000	Consolidated Group 2018 $'000
The total secured liabilities (current and non-current) are as follows:		
Lease liabilities	**2,831**	1,236

Assets pledged as security
Lease 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:

	Consolidated Group 2019 $'000	Consolidated Group 2018 $'000
Non-current		
Finance lease & hire purchase agreements		
Property, plant and equipment	**3,561**	3,233

Note 32 Remuneration of auditors

	Consolidated Group 2019 $	Consolidated Group 2018 $
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	**907,116**	933,764
Taxation and accounting services	**33,833**	99,000
Total audit, taxation and accounting services	**940,949**	1,032,764
Related practices of PricewaterhouseCoopers Australian firm (including overseas PricewaterhouseCoopers firms)		
Audit and review of the financial reports of Group entities	**1,237,666**	1,051,057
Taxation and accounting services	**229,742**	180,000
Total audit, taxation and accounting services	**1,467,408**	1,231,057
Non PricewaterhouseCoopers audit firms		
Audit and review of financial reports of Group entities	**281,121**	317,011

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

Note 33 Share based payments

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 (unless otherwise specified) 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 2 July 2012, 18 October 2013, 13 December 2013 and 11 December 2015 are subject to different vesting and expiry periods. Options granted on 2 July 2012 are exercisable from 2 July 2017 until expiry on 2 July 2019. Options granted on 18 October 2013 are exercisable from 18 October 2016 until expiry on 18 October 2018. For the options granted on 13 December 2013, up to 600,000 options are exercisable from 13 December 2016 until expiry on 13 December 2018. For the options granted on 11 December 2015, one third are exercisable after 11 June 2018, two thirds after 11 June 2019 and up to 100% after 11 June 2020, subject to satisfying vesting conditions.

Executive Long-Term Incentives

The following options and performance rights were granted under executive Long-Term Incentive ('LTI') arrangements.

Vesting is subject to challenging performance conditions, details of which are set out in the Remuneration Report.

Grant Date	Options	Performance Rights	Earliest Vesting Date*	Performance conditions measurement period	Expiry date
18 November 2011	1,705,263	188,976	18 November 2016	5 years to 30 June 2016	18 November 2018
27 November 2014	706,108	100,085	27 November 2017	3 years to 30 June 2017	27 November 2019
20 November 2015	766,969	91,988	20 November 2018	3 years to 30 June 2018	20 November 2020
17 November 2016	671,089	87,843	17 November 2019	3 years to 30 June 2019	17 November 2021
22 November 2017	675,145	87,762	22 November 2020	3 years to 30 June 2020	22 November 2022
21 November 2018	667,787	87,560	21 November 2021	3 years to 30 June 2021	21 November 2023

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

Of the options and performance rights granted on 18 November 2011, 1,108,422 options and 122,835 performance rights (65% of each) were forfeited as the performance conditions were not satisfied. Of the options and performance rights granted on 27 November 2014, 456,039 options and 64,640 performance rights (64.6% of each) were forfeited as the performance conditions were not satisfied. Of the options and performance rights granted on 20 November 2015, 410,328 options and 49,213 performance rights (53.5% of each) were forfeited as the performance conditions were not satisfied. Of the options and performance rights granted on 17 November 2016, 433,423 options and 56,733 performance rights (64.6% of each) were forfeited as the performance conditions were not met.

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.

Note 33 Share based payments (continued)

Share based payments relating to remuneration (continued)

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

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

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercis-able at end of the year	Balance at date of this report
			Number	Number	Number	Number	Number	Number	Number	Number
Consolidated Group - 2019										
18/11/11	18/11/18	$11.43	596,841	-	-	(596,841)	-	-	-	-
18/10/13	18/10/18	$15.43	125,000	-	-	(110,000)	(15,000)	-	-	-
13/12/13	13/12/18	$15.21	50,000	-	-	(50,000)	-	-	-	-
02/07/12	02/07/19	$12.57	35,000	-	-	(35,000)	-	-	-	-
27/11/14	27/11/19	$17.32	250,069	-	-	-	-	250,069	250,069	-
30/01/15	30/11/19	$18.84	515,000	-	-	(294,500)	-	220,500	45,500	26,500
20/10/15	20/08/20	$18.49	850,000	-	-	(297,500)	-	552,500	321,250	552,500
20/11/15	20/11/20	$19.41	766,969	-	(410,328)	-	-	356,641	356,641	356,641
11/12/15	11/10/20	$19.78	1,886,833	-	-	(225,500)	-	1,661,333	1,034,667	1,356,333
17/11/16	17/09/21	$21.62	800,000	-	-	-	-	800,000	400,000	725,000
17/11/16	17/09/21	$22.02	200,000	-	-	-	-	200,000	100,000	180,000
17/11/16	17/11/21	$21.62	671,089	-	-	-	-	671,089	-	237,666
05/07/17	05/05/22	$23.34	1,000,000	-	(30,000)	-	-	970,000	-	950,000
22/11/17	22/11/22	$21.64	675,145	-	-	-	-	675,145	-	675,145
21/11/18	21/11/23	$21.69	-	667,787	-	-	-	667,787	-	667,787
14/12/18	14/10/23	$21.83	-	2,000,000	-	-	-	2,000,000	-	2,000,000
21/02/19	21/12/23	$24.30	-	1,000,000	-	-	-	1,000,000	-	980,000
Total			8,421,946	3,667,787	(440,328)	(1,609,341)	(15,000)	10,025,064	2,508,127	8,707,572
Weighted average exercise price			$19.72	$22.48	$19.68	$15.68	$15.43	$21.39	$19.68	

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercis-able at end of the year
			Number	Number	Number	Number	Number	Number	Number
Consolidated Group - 2018									
18/11/11	18/11/17	$11.43	651,126	-	-	(651,126)	-	-	-
18/11/11	18/11/18	$11.43	596,841	-	-	-	-	596,841	596,841
18/10/13	18/10/18	$15.43	185,000	-	-	(60,000)	-	125,000	125,000
13/12/13	13/12/18	$15.21	75,000	-	-	(25,000)	-	50,000	50,000
02/07/12	02/07/19	$12.57	125,000	-	-	(90,000)	-	35,000	35,000
27/11/14	27/11/19	$17.32	706,108	-	(456,039)	-	-	250,069	250,069
30/01/15	30/11/19	$18.84	750,000	-	-	(235,000)	-	515,000	165,000
20/10/15	20/08/20	$18.49	925,000	-	-	(75,000)	-	850,000	387,500
20/11/15	20/11/20	$19.41	766,969	-	-	-	-	766,969	-
11/12/15	11/10/20	$19.78	2,153,333	-	(250,000)	(16,500)	-	1,886,833	633,505
17/11/16	17/09/21	$21.62	800,000	-	-	-	-	800,000	-
17/11/16	17/09/21	$22.02	200,000	-	-	-	-	200,000	-
17/11/16	17/11/21	$21.62	671,089	-	-	-	-	671,089	-
05/07/17	05/05/22	$23.34	-	1,000,000	-	-	-	1,000,000	-
22/11/17	22/11/22	$21.64	-	675,145	-	-	-	675,145	-
Total			8,605,466	1,675,145	(706,039)	(1,152,626)	-	8,421,946	2,242,915
Weighted average exercise price			$18.24	$22.65	$18.19	$13.90	-	$19.72	$16.53

The weighted average share price at the date of exercise for options exercised in the 2019 year was $25.62 (2018: $22.27). The weighted average remaining contractual life of share options on issue at the end of the year was 2.8 years (2018: 2.6 years).

Fair value of options granted
The average assessed fair value of options granted during the year ended 30 June 2019 was $2.03 per option (2018: $2.48).

Note 33 Share based payments (continued)

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 ended 30 June 2019 and 30 June 2018 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
05/07/17	05/05/22	$23.34	$24.28	4.0	18.6%	2.0%	3.6%
22/11/17	22/11/22	$21.64	$21.64	4.0	19.7%	2.2%	3.8%
21/11/18	21/11/23	$21.69	$21.69	4.0	18.5%	2.2%	3.5%
14/12/18	14/10/23	$21.83	$21.83	4.0	17.9%	2.1%	4.2%
21/02/19	21/12/23	$24.30	$24.30	4.0	17.2%	1.7%	3.7%

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

(ii) 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.

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Exercis-able at end of the year	Balance at date of this report
Consolidated Group - 2019										
20/11/15	20/11/20	Nil	91,988	-	(49,213)	(42,775)	-	-	-	-
17/11/16	17/11/21	Nil	87,843	-	-	-	-	87,843	-	31,110
22/11/17	22/11/22	Nil	87,762	-	-	-	-	87,762	-	87,762
21/11/18	21/11/23	Nil	-	87,560	-	-	-	87,560	-	87,560
14/12/18	01/10/19	Nil	-	2,748	-	(2,748)	-	-	-	-
Total			267,593	90,308	(49,213)	(45,523)	-	263,165	-	206,432
Consolidated Group - 2018										
27/11/14	27/11/19	Nil	100,085	-	(64,640)	(35,445)	-	-	-	
20/11/15	20/11/20	Nil	91,988	-	-	-	-	91,988	-	
17/11/16	17/11/21	Nil	87,843	-	-	-	-	87,843	-	
22/11/17	02/10/18	Nil	-	2,357	-	(2,357)	-	-	-	
22/11/17	22/11/22	Nil	-	87,762	-	-	-	87,762	-	
Total			279,916	90,119	(64,640)	(37,802)	-	267,593	-	

The weighted average remaining contractual life of performance rights on issue at the end of the year was 3.4 years (2018: 3.4 years).

Fair value of rights granted

The average assessed fair value of rights granted during the year ended 30 June 2019 was $13.33 per right (2018: $13.19).

Note 33 Share based payments (continued)

Share based payments relating to remuneration (continued)

(ii) Sonic Healthcare Limited Performance Rights Plan (continued)

The valuation model inputs for performance rights granted during the years ended 30 June 2019 and 30 June 2018 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
22/11/17	02/10/18	Nil	$21.64	0.3	19.7%	1.7%	3.8%
22/11/17	22/11/22	Nil	$21.64	3.0	19.7%	1.9%	3.8%
21/11/18	21/11/23	Nil	$21.69	3.0	18.5%	2.1%	3.5%
14/12/18	01/10/19	Nil	$21.83	0.2	17.9%	1.9%	4.2%

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

(iii) 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	
	2019	2018
	$'000	$'000
Equity remuneration	**3,878**	4,742

(iv) Shares issued on the exercise of options/rights up to the date of this report

(a) Sonic Healthcare Limited Employee Option Plan options

A total of 1,609,341 ordinary shares of Sonic were issued during the year ended 30 June 2019 under the Sonic Healthcare Limited Employee Option Plan. 844,069 options have been exercised since that date, but prior to the date of this report, resulting in the issue of 844,069 ordinary shares. The amounts paid on issue of those shares were:

Number of Options	Amounts paid (per share)
596,841	$11.43
110,000	$15.43
50,000	$15.21
35,000	$12.57
250,069	$17.32
297,500	$18.49
488,500	$18.84
530,500	$19.78
75,000	$21.62
20,000	$22.02
2,453,410	

(b) Sonic Healthcare Limited Performance Rights Plan

A total of 45,523 performance rights were exercised during the year ended 30 June 2019 under the Sonic Healthcare Limited Performance Rights Plan, satisfied by the issue of 42,775 new ordinary shares and by 2,748 shares purchased on-market. Nil performance rights have been exercised since 30 June 2019 and up to the date of this report. No amounts were payable on issue of those shares.

(v) Options and rights granted to officers

During the year nil options or rights were issued to the five highest remunerated officers of the Company who are not already disclosed as key management personnel.

Note 34 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 28.

(b) Key management personnel compensation
Details of remuneration of key management personnel and transactions with them have been disclosed in the Remuneration Report within the Directors' Report. The aggregate remuneration of the key management personnel is shown below:

	Consolidated Group	
	2019	2018
	$	$
Short-term employee benefits	**10,018,589**	9,322,798
Long-term employee benefits	**56,654**	56,978
Post employment benefits	**165,832**	159,816
Share based payments	**1,009,313**	2,315,562
	11,250,388	11,855,154

(c) Transactions and outstanding balances with associates

	Consolidated Group	
	2019	2018
	$'000	$'000
Provision of services to associates	**57,090**	19,024
Provision of services from associates	**4,045**	3,869
Interest income	**698**	644
Current payables	**8,746**	1,279
Current receivables	**13,214**	6,760
Loans receivable	**16,746**	16,736

Note 35 Earnings per share

	Consolidated Group 2019 Cents	2018 Cents
Basic earnings per share	**122.5**	112.6
Diluted earnings per share	**122.1**	112.2

Weighted average number of ordinary shares used as the denominator	2019 Shares	2018 Shares
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**448,784,480**	422,212,272
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	**450,309,430**	423,777,046

Options and performance rights 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 and rights have not been included in the determination of basic earnings per share.

Details of the options and rights exercised, forfeited and issued in the period between the reporting date and the date of this report are detailed in Note 33.

Reconciliations of earnings used in calculating earnings per share	Consolidated Group 2019 $'000	2018 $'000
Net profit	**559,069**	485,065
Net (profit) attributable to minority interests	**(9,344)**	(9,459)
Earnings used in calculating basic and diluted earnings per share	**549,725**	475,606

Note 36 Statement of cash flows

	Consolidated Group 2019 $'000	2018 $'000
(a) Cash at bank and on hand	**736,646**	313,268

Cash balances bear interest rates of between 0.00% - 2.65% (2018: 0.00% - 1.71%).

(b) Reconciliation of net cash inflow from operating activities to operating profit after income tax

	2019 $'000	2018 $'000
Operating profit after income tax	**559,069**	485,065
Add non-cash items	**231,335**	257,549
Add/(less) changes in assets and liabilities during the financial year:		
(Increase)/decrease in sundry debtors and prepayments	**(7,873)**	(24,915)
(Increase)/decrease in trade debtors and accrued revenue	**12,190**	19,960
(Increase)/decrease in inventories	**(12,878)**	(5,034)
(Increase)/decrease in deferred tax assets	**(8,620)**	7,450
Increase/(decrease) in trade creditors and accrued expenses	**19,768**	(4,828)
Increase/(decrease) in deferred tax liabilities	**17,889**	(12,204)
Increase/(decrease) in current tax liabilities	**20,602**	43,641
Increase/(decrease) in other provisions	**(2,724)**	(6,163)
Increase/(decrease) in other liabilities	**6,687**	119
Increase/(decrease) in provision for employee entitlements	**11,863**	7,280
Net cash inflow from operating activities	**847,308**	767,920

(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 $330,000 (2018: $108,000) was acquired by means of finance leases.

(d) Reconciliation of liabilities arising from financing activities

	Balance at 1 July 2018 $'000	Cash flows $'000	Acquisition/ (disposal) $'000	Other non-cash movements $'000	Foreign exchange adjustments $'000	Balance at 30 June 2019 $'000
Lease liabilities	1,236	(1,644)	2,787	330	122	2,831
Other loans	3,897	(77)	(2,563)	(131)	85	1,211
Bank loans	1,430,265	119,135	-	-	69,079	1,618,479
USPP notes	1,360,651	-	-	-	52,427	1,413,078
	2,796,049	**117,414**	**224**	**199**	**121,713**	**3,035,599**

Note 37 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; and
- 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.

Note 37 Financial risk management (continued)

(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 senior 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 senior debt facilities. Future compliance with these debt covenants is modelled by reference to a rolling 5 year financial forecast model.

During 2018 and 2019 the Group maintained a Net Debt to EBITDA ratio of between 2.0 to 2.7 times. Short-term spikes are considered to accommodate significant business acquisitions. The Company's history demonstrates Net Debt to EBITDA being conservatively and consistently managed around 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 Company's USPP note agreements. The Gearing Ratio is no longer a covenant under the Company's bank 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 2019 and 30 June 2018 were as follows:

	2019	2018
Net Debt to EBITDA (times)	**2.06**	2.50
Gearing	**29.5%**	36.7%
Interest Cover (times)	**10.52**	10.15

(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, interest rates change 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.

Note 37 Financial risk management (continued)

(b) Market risk (continued)

(i) Foreign currency risk (continued)
The carrying amount of the Group's bank loans and USPP notes are denominated in the following currencies:

	Consolidated Group	
	2019	2018
	$'000	$'000
USD	**1,376,012**	1,086,856
EURO	**1,268,819**	1,283,809
CHF	**279,842**	300,779
GBP	**106,884**	119,472
	3,031,557	2,790,916

Hedge of net investments in foreign operations
Of the total bank loans and USPP notes of $3,031,557,000 (2018: $2,790,916,000), $1,010,870,000 (2018: $1,053,416,000) 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 $798,431,000 (2018: $187,390,000) are denominated in USD and qualify as a hedge of the Group's net investment in operations in the United States and $279,842,000 (2018: $295,870,000) are denominated in CHF and qualify as a hedge of the Group's net investment in operations in Switzerland. 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 (2018: $nil).

The remaining bank loans and USPP notes of $942,414,000 (2018: $1,254,240,000) denominated in USD, EUR and GBP are in the same functional currencies as Sonic's operations in the United States, Belgium 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 2019, had the Australian dollar weakened/strengthened by 10% (2018: 10%) against all relevant currencies, the Group's post-tax profit would have been $nil higher/$nil lower (2018: $nil higher/$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 (2018: $nil lower/higher).

(ii) Interest rate risk
Sonic Healthcare Limited and certain subsidiaries are party (from time to time) 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 fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in AASB 7.

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 (relevant loans totalling 2019: $1,618,479,000; 2018: $1,430,265,000). It is the Group's policy to protect against increasing interest rates by maintaining a level of fixed rate debt instruments such as USPP notes, which represented 47% of total bank loans and USPP notes in 2019 (2018: 49%), and/or by entering into interest rate swap contracts under which it is obliged to receive interest at variable rates and to pay interest at fixed 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.

There were no fixed interest rate swaps in place at balance sheet date in the current or previous financial year. There was no ineffective portion of 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 enters into interest rate swap contracts from time to time 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. There were no contracts of this nature in place during 2019 and 2018.

Note 37 Financial risk management (continued)

(b) Market risk (continued)

(ii) Interest rate risk (continued)

Interest rate risk exposures
The Group's exposure to interest rate risk and the effective weighted average interest rate by maturity periods is set out in the following tables.

Consolidated Group		Fixed interest rate maturities							
	Notes	1 year or less	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	Total
		$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
30 June 2019									
Assets									
Cash and deposits		230,147	-	-	-	-	-	83,984	314,131
Trade debtors	7	-	-	-	-	-	-	770,636	770,636
Accrued revenue	7	-	-	-	-	-	-	114,820	114,820
Sundry debtors	7	-	-	-	-	-	-	89,507	89,507
Amounts owing from other entities	7,10	1,294	1,030	769	365	263	661	26,250	30,632
Other financial assets	11	-	-	-	-	-	-	88,135	88,135
Total assets		231,441	1,030	769	365	263	661	1,173,332	1,407,861
Liabilities									
Trade and other creditors	16	-	-	-	-	-	-	627,311	627,311
Amounts owing to vendors	20,21,24	-	-	-	-	-	-	131,289	131,289
Other liabilities	20,24	-	88	44	15	15	28	35,327	35,517
Lease liabilities	17,21	1,120	944	637	72	58	-	-	2,831
USPP notes	17,21	221,050	356,532	-	-	-	835,496	-	1,413,078
Total liabilities		222,170	357,564	681	87	73	835,524	793,927	2,210,026

Consolidated Group		Fixed interest rate maturities							
	Notes	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	Total
		$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
30 June 2018									
Assets									
Cash and deposits		-	-	-	-	-	-	116,170	116,170
Trade debtors	7	-	-	-	-	-	-	716,101	716,101
Accrued revenue	7	-	-	-	-	-	-	95,775	95,775
Sundry debtors	7	-	-	-	-	-	-	76,818	76,818
Amounts owing from other entities	7,10	4,497	1,210	823	472	253	569	1,696	9,520
Other financial assets	11	-	-	-	-	-	-	40,471	40,471
Total assets		4,497	1,210	823	472	253	569	1,047,031	1,054,855
Liabilities									
Trade and other creditors	16	-	-	-	-	-	-	519,290	519,290
Amounts owing to vendors	17,20,24	2,700	-	-	-	-	-	37,852	40,552
Other liabilities	20,24	-	-	-	-	-	-	18,777	18,777
Lease liabilities	17,21	1,052	112	69	3	-	-	-	1,236
USPP notes	21	-	209,715	338,249	-	-	812,687	-	1,360,651
Total liabilities		3,752	209,827	338,318	3	-	812,687	575,919	1,940,506

Note 37 Financial risk management (continued)

(b) Market risk (continued)

(ii) Interest rate risk (continued)

Consolidated Group		Floating interest rate maturities							
30 June 2019	**Notes**	**1 year or less $'000**	**Over 1 and less than 2 years $'000**	**Over 2 and less than 3 years $'000**	**Over 3 and less than 4 years $'000**	**Over 4 and less than 5 years $'000**	**Over 5 years $'000**	**Total $'000**	**Weighted average interest rate %**
Assets									
Cash and deposits		422,515	-	-	-	-	-	422,515	0.52
Amounts owing from other entities	10	-	16,520	-	5,100	-	988	22,608	3.15
		422,515	16,520	-	5,100	-	988	445,123	
Liabilities									
Bank loans	17,21	603,834	-	678,155	229,606	106,884	-	1,618,479	2.02
Amounts owing to vendors	21	-	1,021	-	-	-	-	1,021	1.12
		603,834	1,021	678,155	229,606	106,884	-	1,619,500	

Consolidated Group		Floating interest rate maturities							
30 June 2018	**Notes**	**1 year or less $'000**	**Over 1 and less than 2 years $'000**	**Over 2 and less than 3 years $'000**	**Over 3 and less than 4 years $'000**	**Over 4 and less than 5 years $'000**	**Over 5 years $'000**	**Total $'000**	**Weighted average interest rate %**
Assets									
Cash and deposits		197,098	-	-	-	-	-	197,098	0.33
Amounts owing from other entities	10	-	16,520	-	-	-	3,010	19,530	3.80
		197,098	16,520	-	-	-	3,010	216,628	
Liabilities									
Bank loans	21	-	208,604	101,475	860,845	168,828	90,513	1,430,265	1.82
Amounts owing to vendors	21	-	1,197	-	-	-	-	1,197	1.12
		-	209,801	101,475	860,845	168,828	90,513	1,431,462	

Sensitivity analysis

If interest rates in all relevant currencies applied to financial instruments held at 30 June 2019 had changed by -50/+100 basis points (2018: -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 $1,614,000/$8,627,000 higher/lower (2018: $850,000/$8,504,000 higher/lower) mainly as a result of lower/higher interest expense from bank loans. Note that the impact is reduced as Euro and CHF floating interest rates are currently negative, however Sonic's bank facilities have a zero base rate floor. Other components of equity would have been $1,614,000/$8,627,000 higher/lower (2018: $850,000/$8,504,000 higher/lower) as a result of a decrease/increase in borrowing costs.

(iii) Other price risk

The Group does not have significant exposure to fluctuations in the fair values or future cash flows of financial instruments associated with changes in market prices.

Note 37 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. 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 the syndicated bank loan market in Europe, and keeping sufficient committed credit lines available for short- to medium-term needs (balanced against the cost of maintaining such lines) in accordance with Sonic's Treasury Policy.

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 are estimated using forward interest rates applicable at the reporting date.

Note 37 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 2019							
Liabilities							
Trade and other creditors	16	627,311	-	-	-	627,311	627,311
Amounts owing to vendors	20,21,24	45,035	7,643	68,739	10,903	132,320	132,310
Bank loans	17,21	630,610	17,892	1,035,928	-	1,684,430	1,618,479
USPP notes	17,21	271,187	392,321	52,819	883,322	1,599,649	1,413,078
Other	20,21,24	3,275	1,166	7,357	23,734	35,532	35,517
Lease liabilities	17,21	1,136	953	774	-	2,863	2,831
Financial guarantee contracts		10,124	-	-	-	10,124	-
Total liabilities		1,588,678	419,975	1,165,617	917,959	4,092,229	3,829,526

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 2018							
Liabilities							
Trade and other creditors	16	519,290	-	-	-	519,290	519,290
Amounts owing to vendors	17,20,21,24	36,404	3,965	1,427	-	41,796	41,749
Bank loans	21	26,415	234,093	1,164,525	90,516	1,515,549	1,430,265
USPP notes	21	46,393	256,108	406,877	877,969	1,587,347	1,360,651
Other	20,24	349	2,195	5,887	10,346	18,777	18,777
Lease liabilities	17,21	1,081	204	-	-	1,285	1,236
Financial guarantee contracts		10,442	-	-	-	10,442	-
Total liabilities		640,374	496,565	1,578,716	978,831	3,694,486	3,371,968

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.

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

(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)).

Note 37 Financial risk management (continued)

(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).

Level 3 includes amounts owing to vendors which are recognised based on the assessed fair value using the contractual nature of the terms and conditions of the deferred consideration.

There were no transfers between fair value hierarchies or changes to valuation techniques for recurring fair value measurements in the period.

Note 38 Parent Company financial information

(a) Summary financial information

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

	2019 $'000	2018 $'000
Balance sheet		
Current assets	**2,460,486**	3,020,977
Total assets	**6,734,384**	6,430,785
Current liabilities	**2,450,677**	3,183,069
Total liabilities	**2,459,386**	3,191,753
Shareholders' equity		
Contributed equity	**4,029,225**	3,063,271
Reserves		
Equity remuneration reserve	**(77,577)**	(67,141)
Share option reserve	**16,427**	16,427
Retained earnings	**306,923**	226,475
	4,274,998	3,239,032
Profit or loss for the year	**445,560**	310,362
Total comprehensive income	**445,560**	310,362

Note 38 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 27. 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 $80,655,000 (2018: $68,470,000) 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 had no contingent liabilities as at 30 June 2019 or 30 June 2018 other than as described in (b) above.

(d) Contractual commitments for the acquisition of property, plant or equipment

The Parent Company had contractual commitments of $1,106,000 for the acquisition of property, plant or equipment as at 30 June 2019.

Note 39 Events occurring after reporting date

Since the end of the financial year, no matter or circumstance not otherwise dealt with in these financial statements has arisen that has significantly or may significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years.

Directors' Declaration

For the year ended 30 June 2019

In the Directors' opinion:

(a) the financial statements and Notes set out on pages 49 to 116 are in accordance with the *Corporations Act 2001,* including:
- (i) complying with Accounting Standards, the *Corporations 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 2019 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 28 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 27.

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 2019

Independent auditor's report

To the members of Sonic Healthcare Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of Sonic Healthcare Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended

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

What we have audited

The Group's consolidated financial report comprises:

- the balance sheet as at 30 June 2019
- the statement of comprehensive income for the year then ended
- the statement of changes in equity for the year then ended
- the cash flow statement for the year then ended
- the income statement for the year then ended
- the notes to the financial statements, which include a summary of significant accounting policies
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

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

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

Materiality

- For the purpose of our audit we used overall Group materiality of $33 million, which represents approximately 5% of the Group's profit before tax, adjusting for the non recurring gain on disposal of GLP systems.
- We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole.
- We chose Group profit before tax because, in our view, it is the benchmark against which the performance of the Group is most commonly measured.
- We utilised a 5% threshold based on our professional judgement, noting it is within the range of commonly acceptable thresholds.

Audit Scope

- Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.

- The Group comprises entities located in Australia, the United States of America ("USA"), Germany, Switzerland, United Kingdom, Ireland, Belgium and New Zealand, with the most financially significant operations being those located in Australia, USA and Germany. Accordingly, we structured our audit as follows:

    - The group audit was led by our team from PwC Australia ("group audit team"). The group audit team conducted an audit of the special purpose financial information of businesses operating in Australia and the USA used to prepare consolidated financial statements.

    - Under instruction from and on behalf of the group audit team, component auditors in:

        - Germany and Switzerland performed an audit and review of the special purpose financial information for those locations used to prepare the consolidated financial statements.

        - United Kingdom performed specified audit procedures over selected financial statement items within the respective special purpose financial information used to prepare the consolidated financial statements.

- The group audit team communicated regularly with these component audit teams during the year through face-to-face meetings, phone calls or written instructions. The group audit team also met with local management of each financially significant operation.

- The group audit team undertook the remaining audit procedures, including over significant financial statement items controlled at the Group level, the Group consolidation, the financial report preparation and audit procedures over the remuneration report.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit Committee.

Key audit matter	***How our audit addressed the key audit matter***
Estimated recoverable amount of goodwill and other indefinite life intangibles assets *Refer to note 13, note 1(m),note 1(ac)* Goodwill and other indefinite life intangible assets of \$6.5 billion are recognised on the balance sheet. Under Australian Accounting Standards, the Group is required to test the goodwill and indefinite lived intangible assets annually for impairment, irrespective of whether there are indications of impairment. This assessment is inherently complex and judgemental. It requires judgement by the Group in forecasting the operational cash flows of the cash generating units of the Group, and determining discount rates and terminal value growth rates used in the discounted cash flow models used to assess impairment (the models). The recoverable amount of goodwill and other indefinite life intangible assets was considered a key audit matter given: • the financial significance of the intangible assets on the balance sheet; and • the judgement applied by the Group in completing the impairment assessments.	Assisted by PwC valuation experts in aspects of our work, our audit procedures in assessing the recoverable amount of goodwill and other indefinite intangible assets included, amongst others; • developing an understanding and testing the overall calculation and methodology of the Group's impairment assessment • assessing the identification of the cash generating units for the purposes of impairment testing and the attribution of net assets, revenues and costs to those cash generating units • assessing the cash flow forecasts included in the models with reference to actual historical earnings • comparing the forecasts to the Board approved budget • testing the mathematical accuracy of calculations within the models • assessing the terminal value growth rates and discount rates applied in the models by comparing them to external information sources • performing sensitivity analyses over the key assumptions used in the models and applied other values within a range that we assessed as being reasonably possible • evaluating the related financial statement disclosures for consistency with Australian Accounting Standards requirements

Key audit matter	How our audit addressed the key audit matter
Income tax and deferred tax balances *Refer to note 1(c), 6, 14 & 22 - Income tax and deferred tax balances* Income tax was a key audit matter because the Group is subject to taxation in multiple jurisdictions and, in many cases, the final tax treatment is not certain until resolved with the relevant tax authority. Consequently, the Group has made judgements about the incidence and quantum of tax exposures and liabilities which are subject to the future outcome of assessments by relevant tax authorities.	We focussed our efforts on obtaining an understanding of the businesses and associated taxation considerations. Our procedures included, amongst others; • evaluating the analysis conducted by the Group for judgements made in respect of the ultimate amounts expected to be paid to tax authorities • obtaining relevant correspondence with tax authorities and the Group's tax advisors • engagement of PwC tax experts to consider potential global tax risks within the Group • assessing the appropriateness of the Group's disclosure in the financial report in light of Australian Accounting Standard requirements

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 24 to 35 of the directors' report for the year ended 30 June 2019.

In our opinion, the remuneration report of Sonic Healthcare Limited for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

PricewaterhouseCoopers

PricewaterhouseCoopers

Brett Entwistle
Partner

Sydney
25 September 2019

Shareholders' Information

1. Information relating to shareholders

(a) Distribution schedule as at 13 September 2019

	No. of holders ordinary shares
1 – 1,000	37,402
1,001 – 5,000	26,080
5,001 – 10,000	2,106
10,001 – 100,000	918
100,001 and over	93
	66,599
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	72.69%
Number of holders holding less than a marketable parcel	636

(b) Substantial shareholders as at 13 September 2019

The Company has received substantial shareholding notices to 13 September 2019 in respect of the following holdings:

	No. of securities	Percentage held
BlackRock Group (including 2,028,166 American Depositary Receipts)	37,246,603	7.84%
The members of the Veritas Group	34,010,324	7.16%

(c) Names of the 20 largest registered holders of equity securities as at 13 September 2019

	No. of securities	Percentage held
HSBC Custody Nominees (Australia) Limited	185,656,351	39.10%
J P Morgan Nominees Australia Pty Limited	68,656,132	14.46%
Citicorp Nominees Pty Limited	26,904,423	5.67%
Jardvan Pty Ltd	15,109,474	3.18%
National Nominees Limited	11,237,659	2.37%
BNP Paribas Nominees Pty Ltd <Agency Lending DRP A/C>	5,901,845	1.24%
BNP Paribas Noms Pty Ltd <DRP>	4,473,662	0.94%
Argo Investments Limited	3,626,053	0.76%
Australian Foundation Investment Company Limited	3,159,672	0.67%
Polly Pty Ltd <A/C Patterson Family>	2,817,416	0.59%
Blaise Mentha	2,775,230	0.58%
HSBC Custody Nominees (Australia) Limited-GSCO ECA	2,067,196	0.44%
Australian Executor Trustees Limited <IPS Super A/C>	1,972,115	0.42%
Citicorp Nominees Pty Limited <Colonial First State INV A/C>	1,873,292	0.39%
HSBC Custody Nominees (Australia) Limited <NT-Comnwlth Super Corp A/C>	1,824,668	0.38%
Netwealth Investments Limited <Wrap Services A/C>	1,709,230	0.36%
Quintal Pty Ltd <Harken Family A/C>	1,521,908	0.32%
AMP Life Limited	1,344,276	0.28%
Warbont Nominees Pty Ltd <Unpaid Entrepot A/C>	1,337,364	0.28%
HSBC Custody Nominees (Australia) Limited	1,220,296	0.26%
	345,188,262	**72.69%**

2. Unquoted equity securities as at 13 September 2019

	No. on issue	No. of holders
Options over unissued ordinary shares	9,140,995	110
Performance rights	263,165	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
With your support of electronic communication channels, Sonic Healthcare has significantly decreased its shareholder communication print production. Less than 2.5% of Sonic's shareholders still request a hard copy Annual Report, and more than 66% of shareholders receive communications electronically. The result is a reduction in energy and water resources associated with paper production.

4. Annual General Meeting
The Annual General Meeting will be held in the Fort Macquarie Room at the InterContinental Sydney Hotel, 117 Macquarie Street, Sydney at 10.00am on Tuesday 19 November 2019.