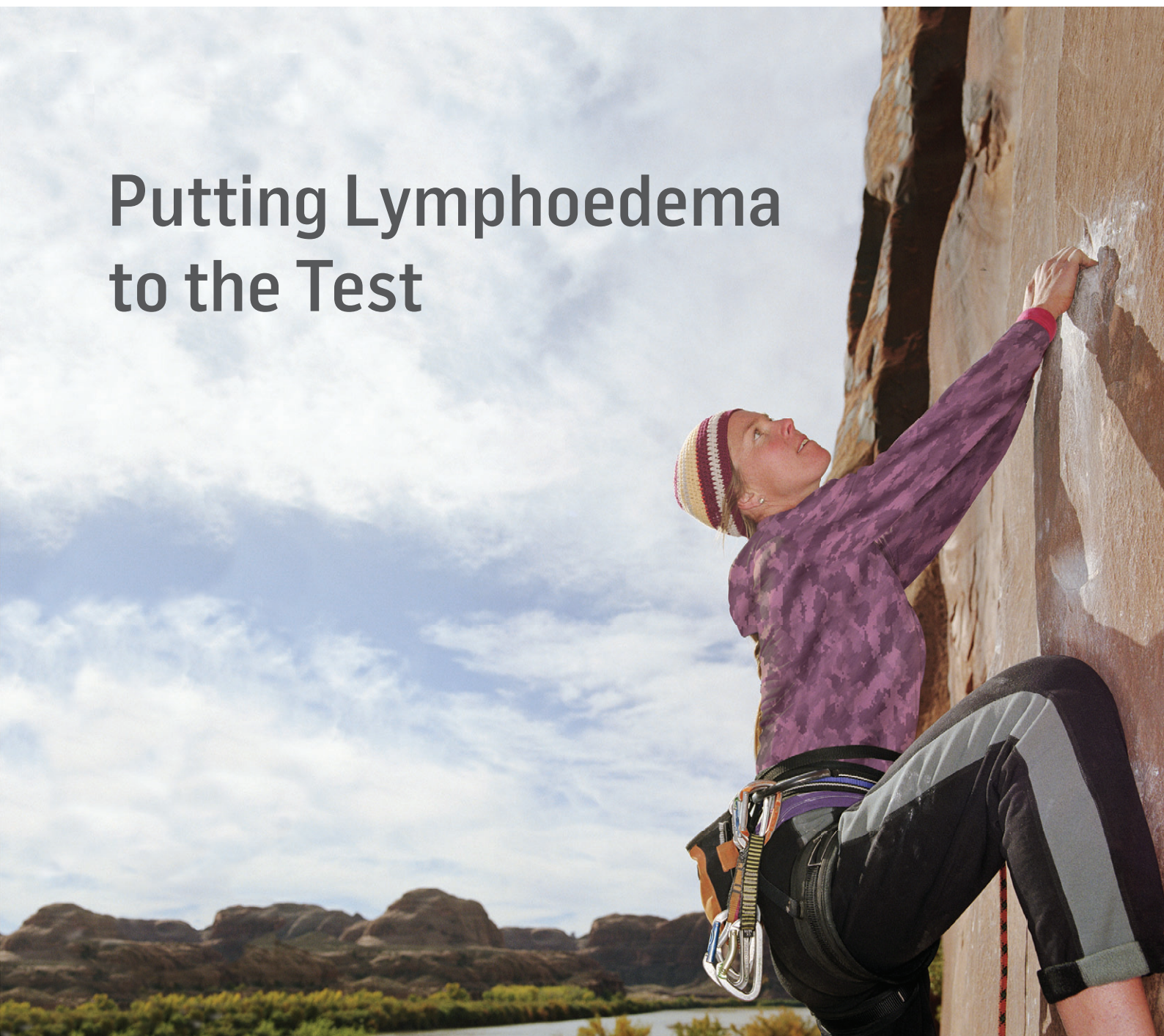


# Putting Lymphoedema to the Test





## Annual General Meeting

The Annual General Meeting of the Company  
will be held at 11:00 am on Tuesday  
13 November 2012 at Tattersalls Club,  
cnr Queen and Edward Streets, Brisbane.  
Respect Club Dress Policy

ImpediMed Limited ABN 65 089 705 144



# A New Level of Confidence for Everyone



# Chairman's Report

## Dr. Cherrell Hirst, AO Chairman of the Board

I am pleased to present the Annual Report for ImpediMed Limited ("the Group"), outlining the significant events of the 2011/2012 year. As this is my first report as Chairman, I would like to convey my pride in this Company, our people and the enormous potential of our technology. In saying this, I fully recognise that our key challenge as a Company is to complete the successful commercialisation of that technology. The past year has been very demanding and we have confronted many challenges. While we achieved a number of our goals, we fell short in meeting our critical milestones.

This past year has been one of significant internal change. The Board successfully completed its search for a U.S. based Chief Executive Officer with medical device experience and we are delighted to welcome Richard Carreon as ImpediMed's new President and CEO. Richard joined us in early July and I look forward to introducing him to you in the coming months.

Richard is a seasoned executive in the medical devices field in North America, having spent 11 years in senior (Vice President) roles with Medtronic Inc., a global provider of medical technologies and devices. During that time, he has been involved in successfully bringing six new technologies to market and expanding existing product penetration. His strong sales background is coupled with leadership in cost management and synergistic leverage across business units. I am confident Richard's operating and industry experience, particularly in U.S. sales and reimbursement, will assist us in working toward achieving our milestones, thereby driving shareholder value.

As we welcome Richard we farewell Greg Brown from the CEO role, which he has held since 2004. Our progress as a Company during those years is to a very large degree attributed to Greg Brown; his vision and tireless effort. Greg took the vision of Company founder Mel Bridges and, with his team, developed a first to market opportunity in the detection of subclinical lymphoedema. Greg's strategic direction and focus on establishing the clinical, regulatory and reimbursement platform has made this Company what it is today. I want to take this opportunity to thank Greg for his contribution, energy and commitment to this Company. We are delighted that ImpediMed will continue to benefit from his expertise through his roles as a consultant and Executive Director.

This past year we made slow progress in building the platform to support the use of L-Dex® U400 devices in the U.S. marketplace. The slower than desired success was, in part, due to several significant external factors; the nationwide debate in the U.S. marketplace around healthcare reform for its citizens, continued weak global economic conditions, volatility in the Australian capital and share markets and the upcoming U.S. Presidential election.

The manifestation of these factors for ImpediMed meant slower than anticipated reimbursement of our device procedures from payers. We failed to meet our reimbursement milestones of 20 and 50 million covered lives. This in turn resulted in a slower take-up of our device by physicians into their practices. We did, however, continue to achieve moderate success through the implementation of our strategy, with early outcomes data demonstrating improvements in healthcare outcomes for patients.

In June 2012, Magee Women's hospital presented preliminary findings for its lymphoedema screening, early detection and prevention program. This was the first report of routine clinical use of L-Dex to aid in the diagnosis of subclinical lymphoedema in a prevention program. The preliminary data presented supported the use of L-Dex as an early diagnostic aid. The direct L-Dex-based outcomes evidence is currently limited to a 12 month timeframe, however, additional data will continue to emerge over the coming months. The preliminary results from this prevention program demonstrate the important role that L-Dex can play in improving health outcomes in routine clinical practice, but also the high level of patient compliance with earlier treatment.



**Cherrell Hirst** Chairman

## The Year Ahead

ImpediMed's cleared medical products provide a strong foundation for our continued growth and success in the future. We are well positioned to take advantage of global healthcare system changes to advance healthcare for lymphoedema – a widely underserved area of medicine.

Our focus for 2012/13 is to continue to strengthen our business through the implementation of our strategy, which is designed to enable us to establish a sustainable, defendable and profitable business and build long-term shareholder value. Our core strategy foundation is:

- ✓ **Intellectual Property (IP) – protecting the longer term business**
- ✓ **Continuing clinical validation**
- ✓ **First-to-market in fluid status is an advantage**
- ✓ **Importance of regulatory claims**
- ✓ **US reimbursement is a critical demand driver**

**ImpediMed's cleared medical products provide a strong foundation for our continued growth and success in the future. We are well positioned to take advantage of global healthcare system changes to advance healthcare for lymphoedema – a widely underserved area of medicine.**

The Board and management recognise the commercial establishment of BIS technology has taken longer than anticipated, however, we are making tactical changes in 2013 to focus on quality execution around reimbursement and revenue. We expect that as these changes are made, we will begin to see a strong and a focussed approach to reimbursement and sales which will more confidently deliver future improved outcomes for individuals with lymphoedema and success for ImpediMed's shareholders.

On behalf of the Board, I would like to thank all our team members for their continued loyalty, achievements and hard work throughout the year. I'm looking forward to the opportunities and challenges of the year ahead and to sharing our success with our shareholders.





# President and Chief Executive Officer's Letter

## Mr. Richard Carreon President and Chief Executive Officer

I am pleased to have joined ImpediMed at this challenging juncture in the Company's development. ImpediMed is a global leader in providing the tools for the non-invasive clinical assessment and monitoring of lymphoedema through the use of Bioimpedance Spectroscopy (BIS) and I am very excited to be part of such a dynamic and pioneering Company.

Since starting at ImpediMed less than two (2) months ago, I have enjoyed getting to know the team and am impressed with the calibre, dedication and passion they bring to their roles, and the Company, each and every day.

I have also spent a considerable amount of time meeting with clinicians, advocacy groups, payers and customers. Although their views and opinions varied, they all expressed the desire to find a way to effectively deal with the debilitating impact that lymphoedema has on patients. It is our job to ensure that ImpediMed is part of the solution.

**My First Actions** – Working with management, we have developed a strategic organisational realignment to better position the Company for the future. This realignment dramatically streamlines our non-core business activities to improve the Group's cost structure and focus on growing the core lymphoedema business.

The Chairman has outlined in her report the key drivers for ImpediMed in the coming year. I am committed to these changes and, with management, will work to reduce our cash burn and sharpen our focus.

**Our Work Ahead** – 2013 will be structured around three key initiatives

### 1. Disciplined execution

### 2. Favourable reimbursement

### 3. Accelerated adoption of our L-Dex technology

The positive impact that ImpediMed has had, and will continue to have, on the lives of breast cancer patients is extraordinary. This Company has strong foundations that we can continue to build upon and I look forward to working closely with the Board, management, staff and our clinicians to accelerate access to our technology.

I want to thank all of our employees, past and present, for their commitment to quality, their passion and enthusiasm. It is their daily contributions that will allow ImpediMed to accelerate access to our technology and aid patients. We look forward to updating shareholders throughout the financial year as we drive and leverage these opportunities.

On a final note, I look forward to meeting the shareholders when I am in Australia for the Annual General Meeting (AGM) on 13 November 2012. Thank you for your continued support and belief in ImpediMed and our technology.

**The positive impact that ImpediMed has had, and will continue to have, on the lives of breast cancer patients is extraordinary.**



**Richard Carreon** President and  
Chief Executive Officer

# Board of Directors and Executives

## Board



**Cherrell Hirst**  
Chairman,  
Non-executive  
Director



**Mel Bridges**  
Non-executive  
Director



**Jim Hazel**  
Non-executive  
Director



**Martin Kriewaldt**  
Non-executive  
Director



**Michael Panaccio**  
Non-executive  
Director



**Greg Brown**  
Executive  
Director

## Executives



**Richard Carreon**  
President and Chief  
Executive Officer



**Peggy Brooker**  
Chief Operating  
Officer and Chief  
Financial Officer



**Jack Butler**  
Senior Vice  
President Corporate  
Development,  
North America



**William Gearhart**  
Senior Vice  
President Sales  
and Marketing,  
North America



**Catherine  
Kingsford**  
Vice President  
Quality Clinical  
Trials and IP



**Belinda Robinson**  
Vice President  
International  
Sales



**Dennis Schlaht**  
Vice President  
XiTRON Test and  
Measurement

Directors' profiles appear on pages 2 and 3 of the Directors' Report.

# Financial Report

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## Corporate Information

ABN: 65 089 705 144

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This financial report covers the consolidated entity comprising ImpediMed Limited (“the Parent”) with its wholly-owned subsidiaries (the “Group” or “Company”). The Parent’s functional and presentational currency and the Group’s presentational currency is the Australian dollar (AUD or \$). A description of the Group’s operations and of its principal activities is included in the operating and financial review in the Directors’ Report. The Directors’ Report is not part of the financial report.

### Directors

C Hirst, Chairman  
M Bridges  
J Hazel  
M Kriewaldt  
M Panaccio  
G Brown

### Company Secretary

S Denaro

### Registered office

Unit 1, 50 Parker Court  
Pinkenba QLD 4008

### Principal places of business

Unit 1, 50 Parker Court  
Pinkenba QLD 4008 Australia  
Phone: +61 7 3860 3700

5959 Cornerstone Court West, Suite 100  
San Diego CA 92121 U.S.A  
Phone: +1 858 412-0200

### Share Register

Link Market Services  
Level 15, 324 Queen Street  
Brisbane QLD 4000  
Phone: +61 7 3320 2200

ImpediMed Limited shares are listed on the Australian Securities Exchange (ASX): ASX code “IPD”.  
ImpediMed Limited listed options are listed on the Australian Securities Exchange (ASX): ASX code “IPDO”.

### Solicitors

Corrs Chambers Westgarth  
Level 35, 1 Eagle Street  
Brisbane QLD 4000

Sheppard Mullin Richter & Hampton LLP  
12275 El Camino Real, Suite 200  
San Diego CA 92130-2006 U.S.A.

### Bankers

Commonwealth Bank of Australia  
240 Queen Street  
Brisbane QLD 4000

Bank of America  
450 B Street, Suite 1500  
San Diego, CA 92101-8001 U.S.A.

### Auditors

Ernst & Young  
Level 51, 111 Eagle Street  
Brisbane QLD 4000

### Remuneration Advisors to the Board of Directors

Barney & Barney LLC  
9171 Towne Centre Drive Suite 500  
San Diego CA 92122 U.S.A.



## Directors' Report

Your Directors submit their report for the year ended 30 June 2012.

### Directors

The names and details of the Group's Directors in office during the year and until the date of this report are outlined below. Directors were in office for this entire period.

#### **Cherrell Hirst, AO FTSE MBBS BEdSt DUniv FAICD – Non-executive Chairman**

Cherrell Hirst is a medical doctor and was a leading practitioner in the area of breast cancer screening and diagnosis. Cherrell serves as the Chairman of the Board. Cherrell was appointed Deputy Chairman on 12 July 2011 and Chairman on 8 November 2011. Presently, she is also the Chair of ImpediMed Limited's Nomination Committee and serves on the Remuneration Committee and the Audit and Risk Committee. She is a Non-executive Director of Tissue Therapies Limited, Avant Mutual Group and Medibank Private. Cherrell is also Deputy Chair and Chief Executive Officer of QIC BioVentures.

Cherrell's areas of experience include medical practice, with extensive experience as a breast cancer clinician, the medical/biotechnology industry and corporate governance.

#### **Listed company directorships held since 1 July 2009:**

<b>Company Name</b>	<b>Appointed</b>	<b>Resigned</b>
ImpediMed Limited	01-Aug-2005	-
Peplin, Inc. (formerly Peplin Limited)	17-Aug-2000	01-Oct-2009
Suncorp Metway Limited	08-Feb-2002	16-Apr-2010
Tissue Therapies Limited	30-Jun-2009	-

#### **Mel Bridges, B.Sc FAICD – Non-executive Director**

Mel Bridges is a shareholder and co-founder of ImpediMed Limited. Through his founding shareholding and subsequent investments in ImpediMed Limited, he holds approximately 2.9% of the ordinary shares on issue. Mel has over 30 years of international business experience in the healthcare industry. Mel stepped down as ImpediMed's Chairman on 8 November 2011. Presently, Mel serves on the Audit and Risk Committee, Remuneration Committee and the Nomination Committee. Mel is also Chairman of ASX listed Alchemia Limited, Chairman of Leaf Energy Limited (formerly known as AquaCarotene Limited), and Chairman of Genetic Technologies Limited. He is a Non-executive Director of Benitec Limited, Tissue Therapies Limited, and ALS Limited.

Mel's areas of experience include the medical/biotechnology industry, ASX listed companies, investor relations, mergers and acquisitions and corporate governance and he is a former CEO of several companies.

#### **Listed company directorships held since 1 July 2009:**

<b>Company Name</b>	<b>Appointed</b>	<b>Resigned</b>
ImpediMed Limited	27-Sep-1999	-
Alchemia Limited	11-Sep-2003	-
Benitec Limited	12-Oct 2007	-
Incitive Limited	01-Nov-2007	1 June 2010
Genera Biosystems Limited	11-Dec-2008	25-Nov-2010
Tissue Therapies Limited	13-Mar-2009	-
ALS Limited (formerly Campbell Brothers)	29-Sept-2009	-
Leaf Energy Limited	11-Aug-2010	-
Genetic Technologies Limited	16 December 2011	-

## Directors' Report

### Jim Hazel, B.Ec, F Fin, FAICD – Non-executive Director

Jim Hazel chairs the Audit and Risk Committee and serves on the Remuneration Committee and Nomination Committee. Jim had an extensive career in retail and investment banking and was former Chief General Manager of Adelaide Bank Limited. Jim is a Director of Bendigo & Adelaide Bank Limited, Rural Bank Limited, Centrex Metals Limited, Coopers Brewery Limited and Motor Accident Commission. Jim is the Chairman of the Board of Ingenia Communities Group.

Jim's areas of experience include finance and accounting, ASX listed companies, former CEO, chairman of audit committees and corporate governance.

#### Listed company directorships held since 1 July 2009:

Company Name	Appointed	Resigned
ImpediMed Limited	27-Nov-2006	-
Becton Property Group Limited	07-Apr-2008	01-Jul-2010
Bendigo & Adelaide Bank Limited	01-Mar-2010	-
Centrex Metals Limited	12-Jul-2010	-
Ingenia Communities Group	1 Mar-2012	-

### Martin Kriewaldt, BA LLB (Hons) FAICD – Non-executive Director

Martin Kriewaldt chairs the Remuneration Committee and serves on the Audit and Risk Committee and Nomination Committee. Martin is a Non-executive Director of ASX listed BrisConnections Unit Trusts and Non-executive Chairman of unlisted Hyne Timber. Martin is a former partner of law firm Allen Allen and Hemsley (now Allens), specialising in banking and insurance law. Martin has served as Chairman of Suncorp Insurance and Finance, Infratil Ltd and Opera Queensland and director of numerous ASX listed companies. He is the former Queensland President of the Australian Institute of Company Directors.

Martin's areas of experience include legal, ASX listed companies, chairman of remuneration, audit, risk, environment, sustainability and investment committees, corporate governance and contracts.

#### Listed company directorships held since 1 July 2009:

Company Name	Appointed	Resigned
ImpediMed Limited	24-Mar-2005	-
Suncorp Metway Limited	06-Dec-1996	16-Apr-2010
Campbell Brothers Limited	12-Jun-2001	26-Jul-2011
Oil Search Limited	16-Apr-2002	8-May-2012
Macarthur Coal Limited	13-Oct-2008	21-Oct-2011
BrisConnection Unit Trusts	24-Oct-2008	-

### Michael Panaccio, PhD, MBA, B.Sc (Hons), FAICD – Non-executive Director

Michael Panaccio serves on the Audit and Risk Committee, Remuneration Committee, and the Nomination Committee. Michael is an investment principal and founder of leading Australian venture capital firm Starfish Ventures, a venture capital manager focusing on investments in medical devices, therapeutics and IT companies. Michael and entities he is associated with including funds managed by Starfish Ventures hold approximately 13.6% of ImpediMed Limited's ordinary shares.

Michael's experience includes more than five years with Singapore based venture capital firm Nomura/JAFCO investment (Asia) Limited and 11 years at Starfish Ventures. Michael has experience in capital raising, ASX listed companies, medical/biotechnology industry, mergers and acquisitions and corporate governance.

#### Listed company directorships held since 1 July 2009:

Company Name	Appointed	Resigned
ImpediMed Limited	25-Jan-2007	-

## Directors' Report

### Greg Brown, B.Sc MBA – Executive Director

Greg Brown has over 20 years of business experience in the healthcare industry in Australia, Japan, the U.S. and in Europe. He joined ImpediMed Limited in April 2004 as Managing Director and Chief Executive Officer and through investments in ImpediMed Limited holds approximately 2.7% of the ordinary shares on issue. On 10 July 2012, Greg resigned as Managing Director and Chief Executive Officer and was appointed Executive Director. Greg is a Non-executive Director of Genetic Technologies Limited.

Greg's areas of experience include the medical/biotechnology industry, U.S. and European medical markets, product commercialisation and sales and marketing.

#### Listed company directorships held since 1 July 2009:

Company Name	Appointed	Resigned
ImpediMed Limited (i)	14-Dec-2001	-
Genetic Technologies Limited	24-July 2012	-

- (i) Executive Director (appointed 10 July 2012); Managing Director and Chief Executive Officer (1 April 2004 to 9 July 2012); Non-executive Director (14 December 2001 to 31 March 2004).

### Interest in the shares and options of the Group and related body corporate

As at the date of this report, the interests of the Directors in ImpediMed Limited were:

	Ordinary Shares	IPO Options	CEO Options
C Hirst	339,859	17,250	-
M Bridges	5,212,257	45,000	-
J Hazel	379,009	33,750	-
M Kriewaldt	320,825	-	-
M Panaccio	24,641,940	2,877,700	-
G Brown	4,952,092	14,000	2,075,115

### Company Secretary

#### Stephen Denaro, B.Bus, CA, MAICD – Company Secretary

Stephen Denaro has served as the Company Secretary since 11 September 2009. Stephen has extensive experience in mergers and acquisitions, business valuations, accountancy services, and income tax compliance gained from positions as Company Secretary and Chief Financial Officer of various public companies and with major chartered accountancy firms in Australia and the United Kingdom. He provides company secretarial services for a number of start-up technology and public companies.

Stephen has a Bachelor of Business in Accountancy, Graduate Diploma in Applied Corporate Governance and is a member of the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors.

### Principal activities

The principal activities of the Group during the year were the development, manufacture and sale of bioimpedance instruments and consumables and the sale of electronic test and measurement devices.



## Directors' Report

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### Operating and financial review

#### Group overview

ImpediMed Limited was founded in Brisbane, Australia in October 1999, and was listed on the ASX on 24 October 2007.

The Group consists of three entities:

- ImpediMed Limited, the Parent company operating in medical markets in regions outside the U.S.; incorporated in 1999 and listed on the ASX on 24 October 2007.
- ImpediMed, Inc, a Delaware corporation operating in medical markets in North America.
- XiTRON Technologies, Inc, a California corporation operating in power test and measurement markets globally. XiTRON Technologies, Inc was acquired by ImpediMed Limited on 1 October 2007.

#### Operating results for the year

The loss from continuing operations after income tax and the net loss for the year ended 30 June 2012 was \$12.2 million (2011 \$14.8 million). The smaller loss, when compared with the prior year is attributed to the unrealised exchange gain on cash held as a result of foreign currency fluctuations (a component of administrative and governance expense), compared with an unrealised loss in the prior year. The loss from continuing operations had reduced spending on salaries and benefits, consulting fees, and general and administrative expenses offset by higher spending on research and development, professional fees and governance expense.

The average exchange rate for the reporting period was U.S. dollar (USD) 1.032 to the AUD \$1.00 (2011 USD 0.989). During 2012, the Group incurred an unrealized mark-to-market foreign currency translation gain of \$0.4 million (2011 \$2.9 million loss). The Group maintains a significant portion of available funds in U.S. dollars to match U.S. dollar expenses.

Revenue related to goods and services decreased for the year ended 30 June 2012 to \$2.9 million (2011 \$3.9 million), a decrease of 24% year over year. The decrease by operating segment was a 19% decrease in medical, and a 31% decrease in Test & Measurement (T&M). The 19% decline in the medical segment was due to a 32% decrease in body composition and veterinary products, while total lymphoedema product revenue held steady year over year.

In February of 2011, the Group altered its offering in the U.S. lymphoedema market from an L-Dex<sup>®</sup> U400 device operating lease model to a Product Supply Agreement (PSA). Under a PSA, the device is placed with the customer and revenue is generated through the sale of electrode packages/consumables. The PSA defines the terms of use in which the customer must maintain the device and the pricing of the consumables.

The PSA is a customary sales method in the U.S. medical practice market place.

By 30 June 2012, the Group had 185 L-Dex devices in the U.S. marketplace. Of these placements, 117 are PSA agreements, 59 are operating leases and 9 are sold devices. In 2011 there were 142 devices, 38, 95 and 9, respectively. The timing of transition from operating lease to PSA has varied by customers. Some customers maintain their device under the operating lease until its conclusion and then convert to a PSA, while others have renewed their agreements early through a new PSA.

Salaries and benefits decreased to \$5.5 million, a decrease of 12% (2011 \$6.2 million). The employee headcount at 30 June 2012 was 39 (2011 42). Wages and salaries decreased due to a hiring freeze the Group began in May 2012. Since year-end, the headcount has decreased by a further nine (9) employees due to a strategic realignment.

Research and development project costs increased 102% to \$2.8 million in 2012 (2011 \$1.4 million) as further progress was made on the commercialisation of the next generation UB500 device. By 30 June 2012, the Group had completed the manufacture of twelve (12) pre-production UB500 units.

Administrative and governance expense decreased to \$1.0 million in 2012 (2011 \$4.2 million). The decrease was due primarily to the unrealized mark-to-market foreign currency translation gain of \$0.4 million in 2012 (2011 loss of \$2.9 million).

Advertising and promotion expense for the financial year was \$0.8 million (2011 \$0.5 million) as the Group continues to develop U.S. managed care and sales and marketing initiatives in an effort to improve reimbursement on the Group's Category III Current Procedural Terminology (CPT) code and increase revenue through device placements. The Group developed two (2) iPad applications to assist in the sales and training of L-Dex device placements during the current year.

# Directors' Report

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## Significant changes in the state of affairs

### Review of financial condition – liquidity and capital resources

Cash and cash equivalents decreased to \$14.5 million at 30 June 2012 (2011 \$17.9 million) due to cash used in operating activities offset by capital raising activities during the year. Net cash used in operating activities during 2012 was \$11.8 million, an increase of \$0.5 million (2011 \$11.3 million).

### Raised capital – share issues during the year

Cash flow from financing activities generated \$8.1 million in 2012 (2011 \$13.4 million) from the issuance of ordinary shares in May and June 2012. Issued capital increased to \$106.1 million at 30 June 2012 (2011: \$98.0 million). Total equity decreased to \$17.3 million at 30 June 2012 (2011: \$20.7 million). Total liabilities increased to \$2.3 million at 30 June 2012 (2011 \$2.1 million).

The following outlines the capital raised during the years ended 30 June 2012 and 30 June 2011.

- \$0.8 million, net of transaction costs, on 29 May 2012 through the issue of 2,412,096 ordinary shares under a rights offer to retail investors at \$0.35 per share.
- \$7.3 million, net of transaction costs, on 14 May 2012 through the issue of 22,384,898 ordinary shares under an entitlement offer to institutional investors at \$0.35 per share.
- \$4.0 million, net of transaction costs, on 28 January 2011 through the issue of 6,100,186 ordinary shares under a share placement plan with current investors at \$0.70 per share.
- \$9.4 million, net of transaction costs, on 17 December 2010 through the issue of 14,300,000 ordinary shares under a placement to institutional investors at \$0.70 per share.

### Dynamics of the business

The Parent and its wholly owned subsidiary, ImpediMed, Inc., are the entities that generate the bioimpedance spectroscopy (BIS) revenue for the Group. These companies enter into agreements to place the U400 devices with customers.

Under either agreement (operating lease or PSA), ImpediMed retains title to the device and carries it in property, plant and equipment, depreciating it over 3 years. As the U.S. marketplace business scales up, the investment in L-Dex devices is expected to have some impact on the working capital needs of the Group which are expected to be offset by revenue and profitability.

Revenue is generated when customers purchase electrode consumables to perform readings using the U400 device. Another source of revenue in the medical line is from the sale of U400 or body composition devices such as our DF50 or SFB7 and their associated electrode consumables.

ImpediMed remains committed to advancing research and development, as well as commercialisation of its products to succeed in the lymphoedema markets of the United States, Australia and selected regions in Europe and Asia. During the year ended 30 June 2012, ImpediMed continued to make progress in increasing the adoption by U.S. physicians and healthcare payers of L-Dex technology in aiding in the subclinical assessment of lymphoedema in the arms of female breast cancer patients.

In July 2011 the Group verified the first covered lives in the U.S. market through a health benefits program for federal employees.

L-Dex placements with many physicians is directly related to the Group continuing to develop healthcare payer coverage through reimbursement to physicians using the Category III CPT 0239-T code. We are also targeting placements with other physician groups where coverage is less critical.

The combined efforts around reimbursement will continue, in an effort to support the current market and future market revenue opportunities. U.S. lymphoedema revenue from L-Dex readings is up 16.3% over the same twelve months in the prior year. Customers ordered more electrodes/consumables than in the prior year.

## Directors' Report

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### Significant changes in the state of affairs (continued)

#### Dynamics of the business (continued)

The Group's achievements and progress during 2012 are planned to continue into the next year as part of the execution of the Company's strategy:

- U.S. FDA Clearance** - In November 2011, a major milestone with the U.S. FDA (the "Agency") was achieved with the clearance of the L-Dex U400 device to aid in the clinical assessment of unilateral lymphoedema of the arm in women and legs for both men and women. Additionally, the Agency has allowed the indication to be expanded to include patients who will have, or have had lymph nodes from the axillary and pelvic regions removed, damaged or irradiated. This broadens the claim beyond just cancer and no longer links it to any one specific cancer.
- Reimbursement and coverage** – Medical policy is not required in the U.S. healthcare for coverage of an L-Dex procedure and we have seen geographical pockets of reimbursement from insurance payer to physicians. Explanation of Benefits (EOB) payments are collected from doctors at the local levels. Coverage continues to build; however, it is still well short of levels needed to support the testing regime ImpediMed is targeting. Payment amounts to physicians for reimbursement for L-Dex readings continue to be at targeted levels.
- 23.4 Million Covered Lives** - ImpediMed reached a total of 23.4 million covered lives under medical policy achieving our December 2011 milestone in March 2012. We missed our 50 million covered lives milestone for 30 June 2012. Medical policy is not required in U.S. healthcare for coverage of a reading and the Company believes that the rising hurdle of medical policy now under U.S. healthcare reform will lead to more reading coverage being achieved without medical policy.
- North America Revenue** - Lymphoedema revenue from L-Dex readings is up 16.3% over the same twelve months in the prior year. Customers ordered more electrodes/consumables than in the prior year; however, revenue growth was lower than planned due to the less than anticipated covered lives and effective coverage.
- Advanced Intellectual Property (IP)** – Acquired an important exclusive U.S. license agreement for IP in January 2012 around protecting the core areas of business ImpediMed targets. ImpediMed continued to expand on its patent portfolio through both acquisition of patents, licences or writing new applications for inventions born out of ongoing research and development projects.
- Developing new BIS markets** – By 30 June 2012, the Group had completed the manufacturing of twelve (12) pre-production UB500 units. The Beta II prototypes of this device will be used in the planned GOG trial (see page 9). The UB500 device is the next generation device for aiding in the clinical assessment of both unilateral and bilateral lymphoedema in men and women.
- BIOCOM "Life Changing" Technology Awarded to L-Dex** – the Company won an award for the L-Dex U400 in May 2012 at the Medical Device & Diagnostics Expo hosted by BIOCOM in California, USA. The BIOCOM award was for the category of "Life Changing" technology – "for a company that has had the biggest difference on an individual while addressing the greatest medical need". BIOCOM is the largest regional life science association in the world representing 560 biotech, pharmaceutical and medical device / diagnostic companies throughout Southern California, USA.
- Lymphoedema Advocacy** - Provided a support forum for lymphoedema advocacy – The Company created and launched a sponsored community website, <http://lymphconnect.com>, an online community dedicated to promoting awareness and providing educational resources for women about lymphoedema. Our seven-minute educational video, "Breast Cancer's Dirty Little Secret", produced to promote awareness about lymphoedema, won the prestigious Silver Telly award.
- Lymphoedema Registry** - Stanford University Medical Center launched their National Breast Cancer and Lymphoedema Registry (the "Registry") which enrolled its first patient in February 2012. This Registry collects clinical outcomes data to help define both health and demographic information on breast cancer patients, with the intent to gain insight into the natural history and optimal diagnosis and treatment for lymphoedema. The Registry is governed by a Stanford University's Institutional Review Board (IRB) and is listed on [www.clinicaltrials.gov](http://www.clinicaltrials.gov) website. The non-control patients registered in the Registry are monitored using the Company's L-Dex U400 device.



## Directors' Report

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### Significant changes in the state of affairs (continued)

#### Dynamics of the business (continued)

- **U.S. National Institute of Health (NIH)** - The NIH presented its preliminary five (5) year follow-up data at a major breast cancer conference in December 2011. The follow-up data tracks a subset of patients from its study published in "Cancer" in 2008. The findings, while preliminary, support that unilateral lymphoedema is not an insignificant problem in breast cancer patients. In the study, lymphoedema appears to have developed in around 38% of patients by the fifth year. Additionally, a minimum of 71% of patients with subclinical lymphoedema looked to have been prevented from progressing to irreversible forms.
- **Medical Publications Supporting BIS** - Further independent medical articles supporting ImpediMed's first-to-market position, with the only FDA cleared device aiding in the early assessment of lymphoedema published. One key review publication included a critical review article challenging traditional techniques and supporting the use of L-Dex technology for earlier detection. The article was in the Red Journal and titled 'Breast Cancer Related Arm Lymphedema: Incidence rates, Diagnostic Techniques, Optimal Management and Risk Reduction Strategies'.

### Significant events after the balance date

On 9 July 2012, Richard Carreon assumed responsibility as ImpediMed's President and CEO. The employment contract is at will and provides for a base salary of USD \$375,000 plus health, life and disability related insurance premiums paid on his behalf. A one-time short term performance bonus of USD \$100,000 is payable on 1 November 2012 based on achievement of the objectives outlined in a short term plan as agreed between Mr. Carreon and the Board.

The Board also issued 7,252,561 share options to Mr. Carreon at an elevated exercise price of \$0.35 per share in the Group. The options have a ten (10) year life from date of grant and will vest over a four (4) year period with 25% vesting on the one-year anniversary of his employment with the Group and then at a rate of 1/48th per month thereafter. In addition, the options contain the following market condition: (i) 75% of the options are not eligible to exercise unless the share price of the Group's ordinary shares is trading above AU\$0.50 per share on the Australian Securities Exchange at the time of the exercise; (ii) the remaining options are not eligible for exercise unless the share price of the Group's ordinary shares is trading above AU\$0.70 per share on the Australian Securities Exchange at the time of exercise. The fair value of these options was calculated using a Monte Carlo probability distribution simulation and the non-cash expense will be AUD \$748,244 in 2013, AUD \$326,704 in 2014, AUD \$160,732 in 2015, and AUD \$49,545 in 2016, in 37 tranches.

Greg Brown as Executive Director will continue to be a key part of ImpediMed's future by supporting management through his understanding of Company history, BIS technology, intellectual property and industry relationships. The Board has entered into a two (2) year consulting contract totalling \$440,000 with a company operated by Mr. Brown. He will consult to the Group by working with the CEO and other key executives.

Subsequent to year end, the Group had a strategic organisational realignment which included headcount reductions to 29 employees and delays in further expansion into Germany and Japan. The onetime cost for the reductions was USD \$180,000. On an annual basis the cash savings from these changes will be approximately \$1.5 million.

### Likely developments and expected results

The following are likely developments in the business of the Group expected to impact its financial results in the near term:

The Group expects to experience continued placements of L-Dex devices via PSAs following the clinicians' ability to use the American Medical Association Category III CPT code, 0239T, combined with decisions by health insurance payers to reimburse clinicians for the cost of L-Dex readings.

The Group expects an increase in revenue growth, year over year, in the U.S. market from electrode/consumable purchases from customers.

Clinician groups targeted for placements are breast and general surgeons, radiation oncologists, radiation oncology centres, academic medical/cancer centres and health management organizations (HMOs).

## Directors' Report

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### Likely developments and expected results (continued)

Obtaining reimbursement through medical policy, ("covered lives") or by evidence of continued coverage without policy by explanation of benefits (EOBs) statements documenting payment from health care insurance payers in the U.S. is critical to the success of the Group. Coverage from health care payers who recognize the clinical and economic value of the pre-emptive care model will facilitate the use of L-Dex by clinicians in the ongoing care of their patients by providing reimbursement for the cost of L-Dex readings.

The Group secured its first 23.4 million covered lives by 30 June 2012 and is working on securing additional covered lives or evidence of coverage through EOBs. The Group's ability to generate revenue has been constrained at this early stage due to lack of or inconsistency of reimbursement. Revenue is expected to increase slowly during financial year 2013 before increasing at a more accelerated rate as reimbursement by health care insurance payers and/or Medicare becomes more consistent. Then the increase in use of our products will begin to have a positive effect on the Group.

The Group supports clinical trials using our technology to supplement the outcomes data of L-Dex measures being a standardised and objective metric and support the benefits of early detection of lymphoedema. In 2013, we will continue to build publication support and expect to see more outcomes data published as these studies advance.

**Magee-Women's Hospital of UPMC** in 2010, launched a "Lymphedema Screening, Early Detection and Prevention Program" to help breast cancer patients. The program selected L-Dex as the diagnostic aid for the program. UPMC is currently still collecting clinical outcomes data directly linked to the use of L-Dex U400 technology (BIS) in a routine setting for helping lymphoedema prevention in breast cancer patients. Four hundred and ninety-seven (497) patients are recorded in the UPMC Breast Cancer Lymphoedema prevention program database to date and through one year none have progressed to past subclinical lymphoedema. A total of one hundred and twenty-eight (128) patients had completed L-Dex assessment prior to their surgery, to determine their baseline L-Dex unit, and all patients had between 3 to 9 months of follow up readings. Of these one hundred and twenty-eight (128) patients, sixteen (16) were detected as having subclinical lymphoedema (incidence of 13%). All 16 patients received early intervention with none having progressed beyond subclinical lymphoedema. The intervention consisted of the use of an over-the-counter compression sleeve, physical therapy, daily exercise, and reducing the use of the affected arm.

The Group has contracted with the **Gynecologic Oncology Group (GOG)** to include Beta II UB500 devices in a clinical trial. The GOG is a group of affiliated academic medical centres and gynaecologists across the U.S. which focuses on the advancement of scientific understanding and treatment of gynaecologic cancers. GOG-0269 trial is a subset of a larger parallel protocol, GOG-0244 which will enrol approximately 1,200 patients with cervical, endometrial, ovarian and vulvar cancer and evaluate lymphoedema incidence. The GOG-0269 trial will compare BIS and tape measure for the early identification of lymphoedema. GOG-0269 trial is a multi-site trial with ten (10) enrolment sites. ImpediMed will provide these sites with Beta II UB500 devices.

We are redefining our approach with a greater concentration on the core business and reducing the short-term distraction of non-core business. We will focus on quality not quantity in all aspects of the business. We will further direct our activities on the U.S. marketplace, concentrating on reimbursement and revenue and for the time being limit our distractions of investing further in new markets until we have established the U.S. market. We are approaching reimbursement on two fronts. The first is meeting with payers for coverage or effective coverage without policy. The second is working on converting our current Category III Current Procedural Terminology (CPT) code to a Category I CPT code.

This second reimbursement front, the assignment of a Category I CPT code to replace the current Category III CPT code is an important component of reimbursement success for the Group. A Category III CPT code is part of the American Medical Association (AMA) set of temporary codes for emerging technology, services, and procedures. These codes are intended to be used to track the usage of these services, and the data collected may be used to substantiate widespread usage to support a replacement Category I CPT code. The Group will be working on the important steps to prepare for this process in the coming years.

During the year ended 2012 the Group had 5% higher net cash flows used in operating activities of \$11.8 million in 2012 as compared with the prior year, (2011 \$11.3 million). The 5% increase, or \$0.5 million, in spending increase included a \$1.4 million increase in spending in the research and development to complete the UB 500 pre-production units. In several areas the Group has cut spending, including in salaries and benefits and consultant fees. Subsequent to year end, the Group continued to focus on bringing the cash expenditure down in several areas including a reduction in non-core business headcount. Management will focus on reducing the cash burn; however, the Group expects to continue to generate a net loss in financial year 2013 while building a market position among breast surgeons, radiation oncologist and other physicians in the U.S. The Group expects to fund these losses with current cash and with consideration of a future fund raise as required.

# Directors' Report

## Environmental regulations and performance

The Group's activities are subject to licences and regulations under environmental laws that apply in the jurisdictions of its operations. These licenses specify limits for and regulate the management of moving to lead free components. The Group is supporting the global move towards lead free components in its device electronics and is working with its contract manufacturers to identify lead free replacement parts to substitute into its device designs.

In addition, the Group's Australian operations must comply with the Clean Energy Act 2011 which commenced on 1 July 2012. The Company does not emit over 25,000 tonnes of carbon dioxide equivalent, however, purchases services including electricity from providers who do. The Group uses contract manufacturers for its products and continues to evaluate the indirect impact of the requirements on its operations.

There have been no significant known breaches of the license conditions or other environmental regulations.

ImpediMed has an environmental health and safety management system, which includes regular monitoring, periodic auditing and reporting within the Group. The system is designed to continually improve ImpediMed's performance and systems with training, regular review, improvement plans and corrective action as priorities.

## Share options

Details of options granted to key management personnel and exercised during the year are set out in the Remuneration Report.

## Unissued shares

As at the date of this report and the reporting date, there were unissued ordinary shares under options as outlined below:

	30 August 2012	30 June 2012
IPO options (Quoted - IPDO)	12,478,500	12,478,500
CEO options	2,075,115	2,228,448
ESOP options	12,833,342	6,079,298
Total Options	<u>27,386,957</u>	<u>20,786,246</u>

The IPO Options were issued as part of the Parent's initial public offering on the ASX on the basis of one option for every two shares subscribed. They are listed options and trade under the ASX code IPDO.

Refer to Note 26 of the financial statements for further details of options outstanding and the value of the options.

Option holders do not have the right, by virtue of the option, to participate in any share issue of the Group or any related body corporate or in the interest issue of any other registered scheme.

During the financial year, no listed IPO, CEO or ESOP options have been exercised.

## Dividends

No dividends were paid or proposed to be paid to shareholders for the year ended 30 June 2012.

## Indemnification and insurance of directors and officers

The Group has insured its Directors, Secretary and executive officers for the financial year ended 30 June 2012. Under the Group's Directors' and Officers' Liability Insurance Policy, the Group cannot release to any third party or otherwise publish details of the nature of the liabilities insured by the policy or the amount of the premium.

To the extent permitted by law and subject to the restrictions in section 199A and 199B of the Corporations Act 2001, the Group indemnifies every person who is or has been an officer of the Group against any liability (other than for legal costs) incurred by that person as an officer of the Group where the Group requested the officer to accept appointment as Director.



## Directors' Report

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### Indemnification and insurance of directors and officers (continued)

To the extent permitted by law and subject to the restrictions in sections 199A and 199B of the Corporations Act 2001, the Group indemnifies every person who is or has been an officer of the Group against reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Group.

### Employees

As at the 30 June 2012, ImpediMed and its subsidiaries had a total of 39 full and part-time employees (2011: 42 employees).

### Diversity

The Group approved a Diversity Policy in 2011. The policy has been developed with a company much larger than the current size of the ImpediMed Group in mind. Accordingly, the policy contains a number of aspirational aspects which the Group may not necessarily be capable of achievement in the short term.

The diversity of an appropriate mix of Australian and United States workers / employees and the appropriate qualifications of all staff are of prime concern at present.

The purpose of the diversity policy is to acknowledge that a talented and diverse workforce is a key competitive advantage and to show the Group is committed to workplace diversity. Diversity includes, but is not limited to, age, cultural background, disability, ethnicity, gender, marital status, national origin, race, religion, or sexual orientation.

The diversity policy defines the initiatives which assist the Group with maintaining and improving the diversity of its workforce.

To the extent practicable, the Group will address the recommendations and guidance provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles).

### ImpediMed's commitment to workplace diversity

ImpediMed is committed to providing a respectful environment where employees and others in the workplace are treated fairly and all decisions are based on merit, without regard to their differences or similarities.

The Board is committed to diversity and promoting a policy to maximise the achievement of corporate goals.

### Details of the number of management level females of the Group as of:

Level	30 June 2012		30 June 2011	
	Female	Total	Female	Total
Board of Directors	1	6	1	6
Vice Presidents and Above	3	7	2	6
Senior Managers and Above	4	11	4	12

### Corporate governance

Details of ImpediMed's corporate governance policies and procedures including information about Board Committees are set out in the section of this report entitled "Corporate Governance".

# Directors' Report

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## Remuneration report (audited)

This remuneration report outlines the director and executive remuneration arrangements of the Group in accordance with the requirements of the *Corporation Act 2001* (the Act) and its Regulations. For the purposes of this report, the key management personnel (KMP) of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group. This information has been audited as required by section 308(3c) of the Act.

### Details of the key management personnel of the Group:

#### Directors

Cherrell Hirst	Chairman (appointed 8 November 2011) Non-executive Director Deputy Chairman (appointed 9 July 2011 to 7 November 2011)
Mel Bridges	Non-executive Director Chairman (27 September 1999 to 7 November 2011)
Jim Hazel	Non-executive Director
Martin Kriewaldt	Non-executive Director
Michael Panaccio	Non-executive Director
Greg Brown	Executive Director (appointed 10 July 2012) Managing Director and Chief Executive Officer (1 January 2004 to 9 July 2012) Non-executive Director (14 December 2001 to 31 December 2003)

#### Executives

Richard Carreon	President and Chief Executive Officer (appointed 10 July 2012)
Peggy Brooker	Chief Operating Officer (appointed 29 July 2011) and Chief Financial Officer
Jack Butler	Senior VP Corporate Development, North America
William Gearhart	Senior VP Sales and Marketing, North America

Other than noted above, there were no changes to the above positions between the reporting date and the date this annual financial report was authorised for issue.

### Remuneration committee

The Remuneration Committee of the Board of Directors of the Group is responsible for making recommendations to the Board on the remuneration arrangements for each Non-executive Directors (NED), Executive Directors (ED), the CEO and executives reporting to the CEO.

The Remuneration Committee assesses the appropriateness of the nature and amount of remuneration of executives on a periodic basis by reference to relevant employment market conditions with the overall objective of maximizing shareholder benefit through the retention of high-quality, high-performing directors and executive team. In determining the level and composition of executive remuneration, the Remuneration Committee may also engage external consultants to provide independent advice.

The Remuneration Committee comprises five independent NEDs. The primary responsibilities of the Remuneration Committee are to:

- Recommend to the Board of Directors the amount and form of compensation to be paid to the Chief Executive Officer and the at risk component based on his performance.
- Review the CEO's recommendations of the amount and form of compensation to be paid to the executives reporting to the CEO and the at risk component based on their performance.
- Exercise oversight of the remuneration philosophy, plans and practices for all other employees.
- Exercise oversight and recommend to the Board of Directors any compensation pursuant to the Group's equity compensation plans.
- Recommend to the Board of Directors the amount of and form of compensation arrangements for NEDs and EDs.

Additional information on the Remuneration Committee's roles, responsibilities and membership can be seen at [www.impedimed.com.au](http://www.impedimed.com.au)

# Directors' Report

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## Remuneration report (audited) (continued)

### Remuneration strategy

The Remuneration Committee reviews the overall remuneration strategies and recommends the nature and amount of remuneration of directors and certain executives. ImpediMed's remuneration strategy is designed to attract, motivate and retain employees, EDs and NEDs in Australia and the United States by identifying and rewarding high performers and recognising the contribution of each employee to the continued growth and success of the Group. To this end, key objectives of the Group's reward framework are to:

- Align remuneration with the Group's business strategy;
- Offer an attractive mix of remuneration benchmarked against the applicable market's region and country practices;
- Provide strong linkage between individual and Group performance and rewards;
- Offer remuneration based on internal equity with other employees' and individuals' skills matching the role requirements with their experience and responsibilities;
- Align the interests of executives and shareholders and share the success of the Company with the employees; and
- Support the corporate mission statement, values and policies through the approach to recruiting, organising and managing people.
- Align remuneration with the Group's business strategy;
- Offer an attractive mix of remuneration benchmarked against the applicable market's region and country practices;
- Provide strong linkage between individual and Group performance and rewards;
- Offer remuneration based on internal equity with other employees' and individuals' skills matching the role requirements with their experience and responsibilities;
- Align the interests of executives and shareholders and share the success of the Company with the employees; and
- Support the corporate mission statement, values and policies through the approach to recruiting, organising and managing people.

### Remuneration structure

The remuneration structure for NEDs and executives is separate and distinct.

#### Remuneration structure of non-executive directors

The maximum aggregate remuneration for NEDs is approved by shareholders. The Remuneration Committee considers the level of remuneration required to attract and retain directors with the necessary skills and experience for the Group's board. This remuneration is reviewed with regard to market practice and director duties and accountability.

NED fees are determined within an aggregate directors' fee pool, approved by shareholders at the annual general meeting (AGM). The maximum aggregate remuneration approved for NEDs was \$600,000 as approved by shareholders in 2006. The sum of NEDs' fees paid in 2012 was \$579,789. Each NED received a base fee of \$67,900. Additional fees of \$20,000 each was also paid for serving as Chairman of the Audit and Risk Management and Remuneration Committees. The Chairman received additional fees of \$140,000 for serving as Chairman of the Board of Directors and Chairman of the Nominations Committee. In addition, superannuation is paid at the statutory rate, currently 9%.

Mel Bridges worked with the Group to access certain business opportunities and was compensated \$20,000 for this role for the financial year ended 30 June 2012. This amount is reported as part of his aggregate director remuneration.

On 2 August 2012, the base fee for the Chairman of the Board was reduced to \$175,000 per annum.

The Board will not seek any increase for the NEDs' pool at the 2012 AGM. The remuneration of the NEDs for the year ended 30 June 2012 is detailed in Table 1 of this section of the report.

# Directors' Report

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## Remuneration report (audited) (continued)

### Remuneration structure of executives

In the financial year 2012, the remuneration structure for executives and employees consisted of the following elements. Other than fixed remuneration, the other components are subject to the discretion of the Board.

- Fixed remuneration or base salary including comprehensive employee benefits package and
- Variable remuneration – short term cash incentive (STI) in the form of an annual incentive plan(s); and long term equity incentive (LTI).

### Fixed remuneration / base salary

As an early stage company where cash is constrained, fixed remuneration is targeted at the lower end of the normal range of remuneration. The overwhelming majority of the Company's employees are based in the United States of America and are remunerated according to the laws and norms of that country. These differ in many important respects from Australia. For example, North American employees are awarded options which have comparatively small present value, which may deliver comparative large rewards should the Group be successful. In this case the shareholders will have benefited from the share price too. North American practice is for these options to be seen as part of fixed remuneration and not subject to performance conditions.

ImpediMed aims to set fixed remuneration by reference to market levels for positions of comparable responsibility in both industry and country, based on a formal job evaluation process. Fixed remuneration consists of base salary, superannuation or similar retirement benefits and other entitlement benefits that vary by country and sometimes by state of residence of the employee. Fixed remuneration is not "at risk" as it does not vary with the performance of the Group.

Executive remuneration costs are reviewed periodically by the Remuneration Committee. This review process consists of a review of Group, business unit and individual performance, relevant comparison of remuneration internally and externally and, where appropriate, external independent advice. Executives are not guaranteed pay increases. In financial year 2011, the Group refrained from increasing fixed remuneration for all executives and employees, except in the case of promotion. For financial year 2012, the Group provided a pool of 4.6% of fixed remuneration to be allocated to executives and employees based on merit and in some cases equalisation increases.

The Company endeavours to set remuneration at the lower end of the normal range for remuneration of similar positions in similar sized companies. It does this based on comparative market information obtained from the remuneration filings from a comparator group of peer companies and from two proprietary surveys of remuneration at similar sized companies across a wider industry grouping. This material is obtained independently of management by the Remuneration Committee, through its Chairman, from remuneration consultants who have no other role with the Company. Based on the material from these surveys, the Board accepted the recommendation from the Remuneration Committee that the salary of certain executives be increased to align them with the Group's remuneration target.

### Variable remuneration / Short-term Incentives (STI) & Long-term Incentives (LTI)

The fixed remuneration is supplemented by providing short and long term incentives to enable all employees to earn further remuneration based on Group performance, team performance and demonstrated individual performance.

Sales people may earn commission based upon performance compared to sales related targets such as placement of L-Dex devices and/or electrode revenue. Other employees may earn a cash incentive / STI based on work performance, meeting business development milestones and personal goals. The maximum STI available to the KMPs is between 20% and 30% of fixed remuneration, depending on level of responsibility. Actual STI payments awarded to each employee depends on the extent which specific key performance indicator (KPI) targets are achieved. Senior executives have more of their STI tied to corporate outcomes.

The KPIs consist of a set of both financial and non-financial targets for the Group and individual measures of performance. Those selected represent key drivers for the short-term success of the business and provide a framework for delivering long-term value. 100% performance measured against KPIs would result in the maximum STI payment. There is a minimum level of performance required to earn any of the STI and executives may have gating KPIs. Gating is a minimum level of performance against these KPIs which is required for payment of any STI. The STI award period is the financial year in order to align the timing of individual performance incentives with Group-wide operating and financial targets and related results.

The STI measures for senior executive remuneration for financial year 2012 were focused toward Group-wide operating and financial targets rather than individual performance. These included KPIs related to reimbursement milestones, L-Dex device revenue, Group funding, and financial performance against operating plan.



# Directors' Report

## Remuneration report (audited) (continued)

### Variable remuneration / STI & LTI (continued)

No STI was payable for the financial year 2012 to the KMPs as these targets were not met during the year. Non-executive staff received some portion of their STI based on their performance against personal KPIs.

The Board offers LTIs to reward the performance of employees which is in alignment with shareholders interests and the long term benefit of the Group. LTI awards are made under the employee share option plans and are delivered in the form of share options. Each option entitles the holder to one fully paid ordinary share of ImpediMed Limited at an exercise price set based on the three (3) day Volume Weighted Average Price (VWAP) (fair market value) at close of business when granted. LTIs are granted at the discretion of the Board. The options granted vest over a three year period, in most cases.

Where an LTI participant ceases employment prior to vesting in their award, the options are forfeited unless the Board applies its discretion to allow vesting at or post cessation of employment in appropriate circumstances.

The Board also has discretion to extend the expiry date for options in other circumstances. In November 2011 and in February 2012, the Board applied its discretion to allow an extension of an expiry date of certain options for Mr. Butler which would otherwise have expired during a closed period for share transactions.

In 2011, the Board exercised its discretion to allow a one year extension of the exercise period of LTI awards for Mr. Myll and Mr. Honeycutt, who resigned on 18 October 2010 and 31 May 2011, respectively. These options expired unexercised.

In the event of a change of control of the Group, the date of award vesting will generally be brought forward to the date of the change of control if no performance conditions remain outstanding. This is subject to the discretion of the Board of Directors.

Options were granted under the employee share option plans to a number of executives during financial year 2012 as part of their incentive packages. The only performance option award to KMPs in respect of the Company's activities / performance during financial year 2012 was 1,200,000 short-term retention options. Only 160,000 of these vested as the performance hurdles were not met for the majority of the award and 1,040,000 were forfeited and cancelled. Details in respect of the awards are provided in Table 2 in this section of the report.

For the year ended 30 June 2012, the details of the STI payments to the Chief Executive Officer and KMP are as set out below.

Executives	STI incentive	
	Awarded	Forfeited
Gregory Brown - Chief Executive Officer	0%	100%
Peggy Brooker – Chief Operating Officer and Chief Financial Officer	0%	100%
William Gearhart - Senior VP Sales and Marketing North America	0%	100%
Jack Butler - Senior VP Corporate Development U.S.	0%	100%

### Consequences of performance on shareholder wealth

ImpediMed Limited has operated as a listed public company since October 2007. The Company is building revenue in its core medical business and has yet to achieve profitability. The measures outlined in the table below are designed for companies larger than ImpediMed. While the Remuneration Committee gives regard to the following indices in respect of the current and prior financial years, executive remuneration is not directly linked to these indices but rather to building the elements necessary to create shareholder wealth through acceptance and use of the Company's products.

Amounts \$	2012	2011	2010	2009	2008
Net loss attributable to equity holders of the parent entity (thousands)	(12,342)	(14,822)	(11,402)	(14,028)	(9,754)
Dividends paid	nil	nil	nil	nil	nil
Share price at 30 June	0.26	0.57	0.56	0.64	0.78
Change in share price	(0.31)	0.01	(0.08)	(0.14)	n/a (i)

(i) The Company was not publicly traded prior to October 2007.

# Directors' Report

## Remuneration report (audited) (continued)

### Consequences of performance on shareholder wealth (continued)

Shareholder wealth is linked to value creation through our research and development, building the U.S. marketplace in relation to L-Dex device placements and reimbursement milestones. Thus, executive remuneration is linked to KPIs that are developed around these key value drivers and the Company's strategic pillars.

### Executive contractual arrangements

Remuneration arrangements for the KMP are formalised in employment agreements / letters. Contracts are generally "at will" and outline the remuneration and other key provisions. Certain KMP have negotiated termination provisions as follows:

Executives	Notice Period	Payment in lieu of notice (i)
R Carreon	12 months	12 months (ii)
P Brooker	6 months	6 months
J Butler	12 months	12 months

- (i) Payments are made in lieu of notice only if termination is other than for cause.
- (ii) Payment includes health and dental insurance coverage paid on his behalf during the notice period.

### CEO remuneration

Mr. Brown entered into an employment contract with the Parent on 19 May 2006, commencing employment on 6 July 2006. The contract provided a notice period of twelve months and specified annual performance and remuneration reviews. The contract provided that base salary floor may be taken as salary, vehicle allowance, or superannuation salary sacrifice and did not include guaranteed base salary adjustments. Mr. Brown's maximum STI was 21% of fixed remuneration and he was also eligible to participate in the LTI remuneration plan. Mr. Brown's base salary for financial year 2012 was \$443,092 plus 9% superannuation. For the financial year 2012 from 1 July 2011 through 30 June 2012, Mr. Brown earned 0% of his potential short term incentives.

In the event of the termination of Mr. Brown's employment, other than for cause, twelve months base salary and superannuation would be payable. Subsequent to year end, Mr. Brown's employment with ImpediMed ended on the employment termination date by resignation instead of the requirement that Mr. Brown give 12 month's notice as contained in the employment contract. Mr. Brown was paid all accrued but untaken annual leave amounts owed to him at that time of \$83,987. No further amounts were paid in connection with Mr. Brown's employment contract. Due to the consulting arrangement with Mr. Brown, vested options remain outstanding until the earlier of the current expiry date or to the termination of the contract (refer below). All unvested options were forfeited upon resignation.

On 10 July 2012, Mr. Brown was appointed an Executive Director. The Company entered a consultancy agreement on 7 July 2012 where Mr. Brown is the principal employee to provide consulting services to the Company for a twenty-four month period. Compensation for these services total \$440,000.

After shareholder approval on 8 November 2011, the Board issued 230,000 options to Mr. Brown at an exercise price of \$0.60 per share.

In addition to his long term incentive holdings, Mr. Brown has a shareholding of approximately 2.7% of ordinary shares having invested his own funds in the Group in 2001, 2003, 2006, 2007, 2010 and 2012.

Mr. Carreon entered into an employment contract with the Company on 12 June 2012 as President and CEO. The contract provides severance notice of twelve months after a year of employment and specifies annual performance and remuneration reviews. The contract provides base salary, targeted annual bonus, one-time short term performance bonus, health, life and disability related insurance premiums. The Company will provide life insurance up to U.S. \$500,000. Mr. Carreon's maximum STI is 30% of fixed remuneration and he is also eligible to participate in the LTI remuneration plan. Mr. Carreon's base salary for financial year 2013 will be USD \$375,000 plus health, life and disability related insurance premiums paid on his behalf as is the case with U.S. employees. The one-time short term performance bonus of USD \$100,000 is payable on 1 November 2012 based on achievement of the objectives outlined in a short term plan as agreed between Mr. Carreon and the Board.

# Directors' Report

## Remuneration report (audited) (continued)

### CEO remuneration (continued)

The Board issued 7,252,561 share options to Mr. Carreon at an exercise price greater than the fair market value at the time of grant of \$0.35 per share in the Company. The options have a ten (10) year life from date of grant and will vest over a four (4) year period at the following schedule:

- 25% on the one-year anniversary of his employment with the Company;
- and then at a rate of 1/48<sup>th</sup> per month thereafter.

In the event that an offer is made to purchase all the shares in the Company, the vesting of these options will be fully accelerated. In addition, the right to exercise the options have the following restrictions:

- The first 75% of the options are not eligible to exercise unless the share price of the Company's ordinary shares is trading above \$0.50 per share on the Australian Securities Exchange (ASX) at the time Mr. Carreon exercises the options;
- the remaining options are not eligible to exercise unless the share price of the Company's ordinary shares is trading above \$0.70 per share on the Australian Securities Exchange (ASX) at the time Mr. Carreon exercises the options; and
- Mr. Carreon will have 90 days to exercise any vested options if he is no longer an employee of the Company.

Unless inconsistent with the offer, the options will otherwise be granted on the terms of the Company's Staff Option Plan.

### Remuneration of directors and key management personnel of the Group

**Table 1: Remuneration of key management personnel for the years ended 30 June 2012 and 30 June 2011 (i)**

30 June 2012	Short Term			Post Employment	Share-based	Total	Performance related	Options related
	Salaries & fees	Cash bonus	Non-monetary (vi)	Super-annuation	Options and performance shares			
	\$	\$	\$	\$	\$	\$	%	%
<b>Directors</b>								
C Hirst	207,900	-	-	16,556	-	224,456	-	-
M Bridges(vii)	87,900	-	-	7,911	-	95,811	-	-
J Hazel	87,900	-	-	7,911	-	95,811	-	-
M Kriewaldt	87,900	-	-	7,911	-	95,811	-	-
M Panaccio	67,900	-	-	-	-	67,900	-	-
G Brown	443,092	-	-	44,085	40,813	527,990	-	8
<b>Executives</b>								
P Brooker (iii)	242,962	-	20,407	7,006	141,316	411,691	-	34
J Butler (iii)	222,812	-	15,054	8,913	55,345	302,124	-	18
W Gearhart (iii)	222,812	-	14,518	8,912	102,840	349,082	-	29
	<b>1,671,178</b>	<b>-</b>	<b>49,979</b>	<b>109,205</b>	<b>340,314</b>	<b>2,170,675</b>		

# Directors' Report

## Remuneration report (audited) (continued)

### Remuneration of directors and key management personnel of the Group (continued)

**Table 1: Remuneration of key management personnel for the years ended 30 June 2012 and 30 June 2011 (i) (continued)**

30 June 2011	Short term			Post employment	Share-based	Total	Performance related	Options related
	Salaries & fees	Cash bonus	Non-monetary (vi)	Super-annuation	Options and performance shares			
	\$	\$	\$	\$	\$	\$	%	%
<b>Directors</b>								
M Bridges	140,000	-	-	12,600	-	152,600	-	-
C Hirst	70,000	-	-	6,300	-	76,300	-	-
J Hazel	90,000	-	-	8,100	-	98,100	-	-
M Kriewaldt	90,000	-	-	8,100	-	98,100	-	-
M Panaccio	70,000	-	-	-	-	70,000	-	-
G Brown (ii)	504,125	46,745	-	48,947	97,372	697,189	7	14
<b>Executives</b>								
P Brooker(iii)	202,245	18,877	18,698	7,416	101,831	349,067	5	29
J Butler(iii)	204,639	19,100	17,063	8,186	23,190	272,178	7	9
W Gearhart (iii)	147,146	14,157	11,102	5,393	127,320	305,118	5	42
B Robinson	149,969	20,396	-	17,047	21,080	208,492	10	10
D Myll(iii)(iv)	186,575	-	21,328	-	(34,040)	173,863	-	(20)
J Honeycutt(iii)(v)	290,196	-	670	-	2,698	293,564	-	1
	<b>2,144,895</b>	<b>119,275</b>	<b>68,861</b>	<b>122,089</b>	<b>339,451</b>	<b>2,794,571</b>		

- (i) The above figures represent the amounts expensed in the relevant reporting period.
- (ii) In 2011, G Brown's salaries and fees included \$58,934 payout of novated lease and unused holiday pay.
- (iii) All figures shown in AUD although remuneration paid in USD. Share-based expense includes amounts related to current year vesting of all options regardless of the financial year awarded.
- (iv) D Myll resigned as CFO on 18 October 2010. Mr. Myll's 2011 salaries and fees include \$103,793 in severance pay. Share-based payments include a modification to extend the expiry date of his vested options offset by forfeiture of unvested options. These options expired unexercised.
- (v) J Honeycutt resigned as Senior VP Global Operations and Research & Development on 31 May 2011. Mr. Honeycutt's 2011 salaries and fees include \$93,544 in severance pay. Share-based payments include modifications to extend the expiry date of vested options offset by forfeiture of unvested options. These options expired unexercised.
- (vi) Non-monetary benefits for U.S. based employees include the payment of certain health and disability related insurance premiums as is customary in the U.S. market.
- (vii) Mel Bridges worked with the Group to access certain business opportunities and was compensated \$20,000 for this role for the financial year ended 30 June 2012. This amount is included in salaries and fees.

Note: Refer to page 12, details of key management personnel, for dates of new appointments and resignations.



# Directors' Report

## Remuneration report (audited) (continued)

### Remuneration of key management personnel of the Group (continued)

Table 2: Remuneration options: granted and vested during the year (iv)

30 June 2012	Granted	Terms and Conditions for each Grant				Vested
	No.	Grant date	Value per option at grant date	Exercise price per option(v)	Expiry Date	Number of Shares
			\$	\$		
<b>Directors</b>						
G Brown (ii)	26,667	8-Nov-11	0.29	0.58	31-Dec-16	26,667
G Brown (ii)	26,667	8-Nov-11	0.35	0.58	31-Dec-17	-
G Brown (ii)	26,666	8-Nov-11	0.36	0.58	31-Dec-18	-
G Brown (iii)	50,000	8-Nov-11	0.45	0.58	30-Jun-17	50,000
G Brown (iii)	50,000	8-Nov-11	0.48	0.58	30-Jun-18	-
G Brown (iii)	50,000	8-Nov-11	0.50	0.58	30-Jun-19	-
G Brown	-	23-Nov-10	0.53	0.98	31-Dec-16	83,334
<b>Executives</b>						
P Brooker (i)	200,000	7-Oct-11	0.29	0.45	31-Dec-16	80,000
P Brooker (i)	200,000	7-Oct-11	0.32	0.45	30-Jun-17	80,000
P Brooker (ii)	23,333	7-Oct-11	0.29	0.46	31-Dec-16	23,333
P Brooker (ii)	23,333	7-Oct-11	0.35	0.46	31-Dec-17	-
P Brooker (ii)	23,334	7-Oct-11	0.38	0.46	31-Dec-18	-
P Brooker(iii)	33,333	7-Oct-11	0.32	0.46	30-Jun-17	33,333
P Brooker (iii)	33,333	7-Oct-11	0.36	0.46	30-Jun-18	-
P Brooker (iii)	33,334	7-Oct-11	0.39	0.46	30-Jun-19	-
P Brooker	-	17-Dec-09	0.41	0.76	31-Dec-16	66,666
P Brooker	-	22-Dec-10	0.46	0.77	31-Dec-16	100,000
J Butler (i)	200,000	7-Oct-11	0.29	0.45	31-Dec-16	-
J Butler (i)	200,000	7-Oct-11	0.32	0.45	30-Jun-17	-
J Butler (ii)	36,667	7-Oct-11	0.29	0.46	31-Dec-16	36,667
J Butler (ii)	36,667	7-Oct-11	0.35	0.46	31-Dec-17	-
J Butler (ii)	36,666	7-Oct-11	0.38	0.46	31-Dec-18	-
J Butler (iii)	33,333	7-Oct-11	0.32	0.46	30-Jun-17	33,333
J Butler (iii)	33,333	7-Oct-11	0.36	0.46	30-Jun-18	-
J Butler (iii)	33,334	7-Oct-11	0.39	0.46	30-Jun-19	-
J Butler	-	17-Dec-09	0.41	0.76	31-Dec-16	45,000
W Gearhart (i)	200,000	7-Oct-11	0.29	0.46	31-Dec-16	-
W Gearhart (i)	200,000	7-Oct-11	0.32	0.46	30-Jun-17	-
W Gearhart (iii)	33,333	7-Oct-11	0.32	0.46	30-Jun-17	33,333
W Gearhart (iii)	33,333	7-Oct-11	0.36	0.46	30-Jun-18	-
W Gearhart (iii)	33,334	7-Oct-11	0.39	0.46	30-Jun-19	-
W Gearhart	-	22-Dec-10	0.46	0.77	31-Dec-16	166,667
	<u>1,910,000</u>					<u>708,333</u>

- (i) The above remuneration options were granted to the executives based on performance hurdles. The options cliff vested in two equal tranches at 31 December 2011 and 30 June 2012 upon satisfaction of specific performance hurdles. Only 160,000 of these vested as the performance hurdles were not met for the majority of the award and 1,040,000 were forfeited and cancelled. The vested options will expire five years from vest date on 31 December 2016 and 30 June 2017, respectively.
- (ii) The above remuneration options were granted as part of an LTI grant to employees that were with the Group for more than two years as the Group had not done an LTI grant in the previous year. The options vest over a two and a half (2.5) year period.

# Directors' Report

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## Remuneration report (audited) (continued)

### Remuneration of key management personnel of the Group (continued)

**Table 2: Remuneration options: granted and vested during the year (iv) (continued)**

- (iii) The above remuneration options were granted as part of the annual LTI grant. The options vest over a three (3) year period.
- (iv) For details on the valuation of the options, including models and assumptions used, please refer to note 26. These options do not entitle the holder to participate in any share issue of the Group or any other body corporate.
- (v) Following the 2012 rights issues all outstanding options were re-priced pursuant to ASX Listing Rule 6.22 resulting in a reduction in exercise price of all outstanding options by approximately 1.8 cent per option.

#### *Modifications of remuneration options*

In November 2011 and February 2012, the Board applied its discretion to allow an extension of an expiry date of certain options for Mr. Butler.

#### *Lapse of remuneration options*

Mr. Butler forfeited 50,000 options that had expired during the year. These options had a value of nil for him and represents (nil %) of remuneration for the year.

The value of options forfeited during the year is calculated as the market price of shares of the Group on the ASX as at close of trading on the date the options were forfeited after deducting the price payable to exercise the option.

#### *Shares issued on exercise of remuneration options*

No shares were issued during the years ended 30 June 2012 and 30 June 2011 on the exercise of remuneration options.

#### **Hedge policy**

No directors or officers may hedge their risk on shares or options held in the Parent.

## Directors' Report

### Directors' meetings

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

	Directors' Meetings	Meetings of Committees		
		Audit/ Risk	Remuneration	Nomination
Number of meetings held	12	3	6	0
Number of meetings attended:				
C Hirst	12	3	6	0
M Bridges	12	3	6	0
J Hazel	10	3	6	0
M Kriewaldt	11	3	6	0
M Panaccio	12	3	6	0
G Brown (i)	11	3	6	0

(i) G Brown attended the audit and remuneration committee meetings upon request of the Committee.

### Committee membership

At the date of this report, the Group had an Audit and Risk Committee, a Remuneration Committee and a Nomination Committee of the Board of Directors.

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

	Audit and Risk Committee	Remuneration Committee	Nomination Committee
C Hirst	Member	Member	<b>Chairman</b>
M Bridges	Member	Member	Member
J Hazel	<b>Chairman</b>	Member	Member
M Kriewaldt	Member	<b>Chairman</b>	Member
M Panaccio	Member	Member	Member

### Rounding

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

## Directors' Report

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### Auditors' independence and non-audit services

The directors received the declaration on page 23 from the auditor of the Group and have resolved the auditor is independent.

### Non-audit services

No non-audit services were provided.

Signed in accordance with a resolution of the directors.



Cherrell Hirst  
Chairman



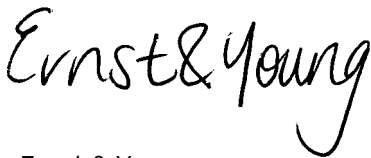
Jim Hazel  
Director

Brisbane, 30 August 2012



## Auditor's Independence Declaration to the Directors of ImpediMed Limited

In relation to our audit of the financial report of ImpediMed Limited and its controlled entities for the financial year ended 30 June 2012, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

A stylized, handwritten signature of 'Ernst & Young' in a cursive script.

Ernst & Young

A handwritten signature of Alison de Groot in a cursive script.

Alison de Groot  
Partner  
30 August 2012

## Corporate Governance Statement

ImpediMed Limited is committed to protecting and enhancing shareholder value. Through adopting best practice governance policies and procedures this commitment is followed up by firm actions of the Board and executive leadership of the Group. The Directors are responsible for the corporate governance practices of the Group. At a minimum, the Group strives to meet all regulatory requirements and maintain ethical standards. ImpediMed adheres to the substantive and procedural recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and recommendations. This statement sets out the main corporate governance practices of the Group that the Directors, management and employees are required to follow. Comprehensive information about the Group's corporate governance policies can be found on our website at [www.impedimed.com.au](http://www.impedimed.com.au)

### Role of the Board of Directors

The ImpediMed Limited Board of Directors (Board) is ultimately responsible for the success of the Group through setting its strategic goals, establishing resources and overseeing its management processes. Its aim is to create and deliver shareholder value by maximising the performance of the business. The primary roles of the Board include:

- Protect the interests of shareholders.
- Appoint the Chief Executive Officer (CEO) and monitor performance of the CEO and senior Executives.
- Formulate and establish the strategic direction of the Group and monitor its execution.
- Monitor and optimise business performance in light of risks.
- Monitor the Group's implemented internal controls systems together with appropriate monitoring of compliance activities.
- Establish proper succession plans for management of the Group.
- Approve the Group's external financial reporting.

The division of responsibilities between the Board and management is set out in the Board Charter and in accordance with the approved framework of delegated authority to management. The executive team is responsible for providing the Board with quality, timely information to enable the Board to fulfil its responsibilities. A copy of the Board Charter is available on the Group's website.

***This complies with Principle 1.***

### Board composition and independence

The skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report are included in the Directors' Report. Directors of ImpediMed Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

In the context of director independence, "materiality" is considered from both the Group and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal to or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount.

Qualitative factors considered include whether a relationship is strategically important or whether the competitive landscape, the nature of the relationship and contractual or other arrangements governing the relationship affect the ability of the director in question to shape the direction of the Company's loyalty.

ImpediMed Limited has six Directors, comprising five NEDs (including the Chairman) and one Executive Director. Directors are subject to re-election by rotation every three years. There are no maximum terms for NED appointments. The Board assesses Director independence on an annual basis, or more often if it feels it is warranted, depending on disclosures made by individual Directors.

Of six directors, three are not independent (if the tests of independence in the ASX Guidelines were adopted as a definition). Director Mel Bridges holds approximately 2.9% of the ordinary shares in the Group, and Dr Michael Panaccio the Principal of Starfish Ventures is a substantial shareholder and holds approximately 13.6% of the ordinary shares in the Group. The Executive Director Greg Brown is also a significant shareholder with approximately 2.7% and as part of management during the financial year to 30 June 2012 cannot be considered independent. Greg Brown was the Managing Director and CEO for the year ending 30 June 2012.

# Corporate Governance Statement

## Board composition and independence (continued)

The Board considers independence to be a state of mind, of independence from management, which is evidenced by the director's course of conduct in deliberations at the Board table. This independence allows the director to fulfil the duties of a director untrammelled by considerations of relationship or attachment to management or their proposals or existing business plans. On this basis, the Board is of the opinion that both Mel Bridges and Michael Panaccio are truly independent, despite their connection to the Group being deeper than most shareholders. Their shareholdings, at stake in the Group, sharpen their value-for-shareholders focus.

Dr. Michael Panaccio, through his affiliation as Principal of Starfish Ventures, owns approximately 13.6% of the Group and has been a significant investor in the Company since 2007. The Board is satisfied that Dr. Panaccio is able to operate independently as a Director; and is satisfied, through his demonstrated history of participation in direct and forthright Board debates and decisions, that there is no interference with the independent exercise of his judgement. Dr. Panaccio provides valuable guidance to the Board and management, and thus the shareholders, on capital raising matters.

Mr. Mel Bridges is independent and is a highly experienced Board member and/or Board Chairman. Mr. Bridges has directed many Boards by facilitating the effective contribution of all Directors and promoting constructive and respectful relations among the Board members and management. Mr. Bridges knowledge of the biotech industry is of considerable value to management and thus the shareholders of ImpediMed.

The Company has utilised proper meeting procedures to provide all members of the Board the opportunity to put forward views and discuss issues in a constructive environment. To assist that Board members are properly informed on relevant issues in a timely manner, detailed Board papers are prepared and distributed. Draft minutes of meetings are circulated within a reasonable period after each meeting allowing for proper follow up and informed reporting of issues discussed and resolutions passed at Board meetings. Directors must advise the Board immediately of any interests that could potentially conflict with those of ImpediMed.

The roles of Chairman and Chief Executive Officer are exercised by different individuals, providing for clear division of responsibility at the head of the Group. Their roles and responsibilities, and the division of responsibilities between them, are clearly defined and understood and there is regular communication between them.

Any Director may take such independent legal, financial or other advice as they consider necessary at the Company's cost. Any Director seeking independent advice must first discuss the request with the Chairman who will facilitate obtaining such advice.

The Board notes that the current Board is the Board in place at the time of listing.

The Board has a Nomination Committee, constituted by all NED members of the Board.

However with the continuing orientation of the business to one with a strong U.S. market focus, the Committee is maintaining a watching brief for appropriate opportunities to bring some U.S. based director representation to the Board.

For additional details regarding Board appointments, please refer to our website.

***The Company's Board structure is compliant with Principles 2.1, 2.2, 2.3 and 2.4.***

## Review of board performance

The Board performs periodic self review of Board performance and is in the process of the 2012 assessment. This involves a self assessment of Board performance, its committees and individuals which requires the completion and evaluation of detailed questionnaires on business and management matters. The results of this assessment will be reviewed by the Board and will be used to establish new performance objectives.

## Access to information

To help Directors maintain their understanding of the business and to assess business performance, Directors are briefed regularly by members of the Executive team. Directors also have access to other employees at all levels. Directors receive comprehensive monthly reports from management and have unrestricted access to Group records and information. All Directors have direct access to the Company Secretary who is accountable to the Board on all corporate governance matters.

## Corporate Governance Statement

### Board committees

ImpediMed's Board has established three standing committees to assist in meeting its responsibilities — the Audit & Risk Management Committee, the Remuneration Committee and the Nomination Committee. These committees review matters on behalf of the Board and make recommendations for consideration by the entire Board. Copies of the charters of these committees can be accessed from our website.

#### Remuneration Committee

The Board has established a Remuneration Committee, which operates under a charter approved by the Board and meets regularly throughout the year. The Remuneration Committee comprises the following NEDs:

- Martin Kriewaldt (Chairman)
- Mel Bridges
- Jim Hazel
- Cherrell Hirst
- Michael Panaccio

The Remuneration Committee is responsible for making recommendations to the Board on the remuneration arrangements for NEDs, executive directors and executives. Remuneration arrangements include, as applicable, base pay, STI, LTI or equity, superannuation, health benefits (for U.S. executives) and retirement arrangements. The Remuneration Committee also directs the recruitment, retention and performance measurement policies and procedures; and public disclosures regarding remuneration. Particulars concerning Directors' and Executives' remuneration and the Group's equity incentive plans are set out in the Directors' Report and in the notes to the financial statements. For additional detail regarding the Remuneration Committee including its charter please refer to our website.

For detail of Directors' attendance at meetings of the Remuneration Committee, refer to the Directors' Report.

***The Remuneration Committee complies with Principles 9.***

#### Audit & Risk Management Committee

The Board has established an Audit & Risk Management Committee which operates under a charter approved by the Board and meets regularly throughout the year. The Audit & Risk Management Committee comprises the following NEDs:

- Jim Hazel (Chairman)
- Mel Bridges
- Cherrell Hirst
- Martin Kriewaldt
- Michael Panaccio

The members of the Audit & Risk Management Committee have significant financial, business, and legal backgrounds, expertise and qualifications. The full particulars of each member's relevant experience and qualifications, and other relevant matters are contained in the Directors' Report.

The Audit & Risk Management Committee advises the Board on issues surrounding the integrity of financial information presented to the Board and shareholders, including the review of audit engagements and controls. The Audit & Risk Management Committee also advises the Board and makes recommendations in relation to policy and procedures, business risks and mitigation, related party transactions and the application of the principles of corporate governance. The Committee seeks to monitor the independence of the external auditor. It pre-approves any appropriate non-audit services to be performed by the audit firm which do not impair or provide the reasonable perception of possible impairment of the auditor's judgement or independence. For additional detail regarding the Audit & Risk Management Committee including its charter please refer to our website.

For detail of Directors' attendance at meetings of the Audit & Risk Management Committee, refer to the Directors' Report.

***The Audit & Risk Management Committee structure and charter comply with Principles 4.1, 4.2 and 4.3.***



# Corporate Governance Statement

## Board committees (continued)

### Nomination Committee

The Board has established a Nomination Committee which operates under a charter approved by the Board and meets as needed each year. The Nomination Committee comprises the following NEDs:

- Cherrell Hirst (Chairman)
- Mel Bridges
- Jim Hazel
- Martin Kriewaldt
- Michael Panaccio

The Nomination Committee advises the Board on the performance of the Board and, when necessary, on selecting candidates to serve on the Group's Board. As the Nomination Committee is the same composition as the Board, Nomination matters in 2012 were discussed during Board meetings as required. The Nomination Committee worked with KMPs to develop the diversity policy of the Group during 2011. For additional detail regarding the Nomination Committee including its charter please refer to our website.

For detail of Directors' attendance at meetings of the Nomination Committee, refer to the Directors' Report.

### ***The Nomination Committee structure and functions comply with Principles 2.4.***

## Risk management

The Group continues its proactive approach to risk management. The identification and effective management of risk, including calculated risk-taking is viewed as an essential part of the Group's approach to creating long-term shareholder value. In recognition of this, the Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and internal compliance and internal control policies.

The Board, together with the Audit & Risk Management Committee, oversees management's implementation of these risk management processes. In particular, they oversee:

- The principal strategic, operational and financial risks are identified.
- Effective systems are in place to monitor and, if appropriate, manage risks.
- Reporting systems, internal controls and arrangements for monitoring compliance with laws and regulations are adequate.
- Procedures requiring that significant capital and operating expenses are approved at an appropriate level of management or by the Board.

The Audit & Risk Management Committee oversees a semi-annual assessment of the effectiveness of risk management and internal compliance and control, with more frequent reporting to the Board as necessary. The tasks of undertaking and assessing risk management and internal control effectiveness are delegated to management through the Chief Executive Officer, including responsibility for the day to day design and implementation of the Group's risk management and internal control system. Management reports to the Board on the Group's key risks and the extent to which it believes these risks are being adequately managed. Management is required by the Board to carry out risk assessments of all specific management activities including strategic risk, operational risk, reporting risk, compliance and regulatory risk and funding risk. It is then required to assess risk management and associated internal compliance and control procedures and report back on the efficiency and effectiveness of these efforts.

The Board approved the strategic plan, which encompasses the Group's vision, mission and strategy statements, designed to meet stakeholders' needs and manage business risk. The risks inherent in that strategic plan are identified and where appropriate, risk management strategies and operational procedures are developed. The Board monitors managements' performance against the plan.

The major risks facing the Group are:

- The availability of capital.
- The regulatory environment, particularly in the U.S.
- Rate of placements of L-Dex device leases or PSAs with clinicians.
- Rate of reimbursement by insureds to clinicians for the use of L-Dex technology with their patients.

### ***The risk oversight policies and practices comply with Principles 7.1 and 7.2.***

## Corporate Governance Statement

### Code of conduct

The Board has endorsed a formal code of conduct for Directors, management and staff, which is available on our website.

***This code of conduct complies with the obligations in ASX Corporate Governance Council Principles 3.1.***

### Share trading

The Board has set the following rules relating to trading in the Company's securities by Directors, employees, advisors and consultants and related parties (spouses, de facto spouses, parents and children):

- Short term trading of the Company's securities is prohibited.
- Buying or selling of the Company's securities at a time when in possession of material non-public information is prohibited.
- Clearance, prior to buying or selling, with the Chairman or CEO to check that the Group has not recently acquired material non-public information.
- Notification of the Company Secretary or CFO in advance of any intended transactions involving the Company's securities.
- Buying or selling securities in the Company is restricted to the 30 day period immediately following the following events:
  - Release of yearly results to the ASX
  - Release of quarterly and half yearly results to the ASX
  - The Annual General Meeting
  - Lodgement of a disclosure statement with the ASIC

### Reporting to stakeholders

The Board is committed to keeping shareholders and other stakeholders informed in a timely manner of material developments that affect the Company. The Company disclosure policy is supported by formal policy and procedures on continuous and periodic disclosure in compliance with ASX and Corporations Act obligations. All Company announcements, presentations to analysts and other significant briefings are posted on the Company's website after release to ASX.

***The Company's policies and procedures comply with Principles 5 and 6.1.***

### Certifying financial reports

In accordance with section 295A of the Corporations Act, the Chief Executive Officer and Chief Financial Officer certify in respect of the half yearly financial results and the full year financial results that the Group's financial reports present a true and fair view, in all material respects, of the Group's financial condition and results and are in accordance with relevant accounting standards.

As part of this certification, the CEO and CFO confirm that there is a sound system of risk management and internal compliance and the control system is operating efficiently in all material respects.

The Board agrees with the views of the ASX on this matter and notes that due to its nature, internal control assurance from the CEO and CFO can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in control procedures.

***This complies with Principles 7.2 and 7.3.***

# Statement of Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2012

	Notes	2012 \$000	2011 \$000
<b>Continuing operations</b>			
Sale of goods	7	2,757	3,702
Rendering of services		188	185
Finance income	7	239	285
Revenue		<u>3,184</u>	<u>4,172</u>
Cost of goods sold		(1,265)	(1,656)
Other income	8	777	84
Other finance costs		-	(13)
Salaries and benefits	9	(5,472)	(6,198)
Research and development		(2,783)	(1,379)
Administrative and governance	9	(1,015)	(4,217)
Consultants and professional fees		(2,062)	(2,196)
Depreciation and amortisation	9	(467)	(589)
Advertising and promotion		(777)	(499)
Rent and property expenses		(367)	(377)
Travel expenses		(830)	(826)
Share-based payments	26	(763)	(577)
Other expenses	9	(502)	(551)
<b>Loss from continuing operations before income tax</b>		<u>(12,342)</u>	<u>(14,822)</u>
Income tax	10	-	-
<b>Loss from continuing operations after income tax</b>		<u>(12,342)</u>	<u>(14,822)</u>
<b>Net loss for the period</b>		<u>(12,342)</u>	<u>(14,822)</u>
<b>Other comprehensive income (loss)</b>			
Foreign currency translations		108	(747)
<b>Other comprehensive (loss) gain for the period, net of tax</b>		<u>108</u>	<u>(747)</u>
<b>Total comprehensive loss for the period</b>		<u>(12,234)</u>	<u>(15,569)</u>
		<b>2012 \$</b>	<b>2011 \$</b>
Basic and diluted loss per share	12	(0.08)	(0.10)

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

# Balance Sheet

AS AT 30 JUNE 2012

	<b>Notes</b>	<b>as at 30 June 2012 \$000</b>	<b>as at 30 June 2011 \$000</b>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	13	14,514	17,899
Trade and other receivables	14	769	673
Inventories	15	1,656	1,277
Restricted cash		31	31
Other current assets		297	334
<b>Total current assets</b>		<b>17,267</b>	<b>20,214</b>
<b>Non-current assets</b>			
Other financial assets	16	91	88
Property and equipment	17	404	425
Intangible assets	18	68	367
Goodwill	18	1,784	1,711
<b>Total non-current assets</b>		<b>2,347</b>	<b>2,591</b>
<b>TOTAL ASSETS</b>		<b>19,614</b>	<b>22,805</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	19	1,688	1,351
Provisions	20	518	624
<b>Total current liabilities</b>		<b>2,206</b>	<b>1,975</b>
<b>Non-current liabilities</b>			
Provisions	20	98	147
<b>Total non-current liabilities</b>		<b>98</b>	<b>147</b>
<b>TOTAL LIABILITIES</b>		<b>2,304</b>	<b>2,122</b>
<b>NET ASSETS</b>		<b>17,310</b>	<b>20,683</b>
<b>EQUITY</b>			
Issued capital	21	106,102	98,004
Reserves	22	3,683	2,812
Accumulated losses		(92,475)	(80,133)
<b>TOTAL EQUITY</b>		<b>17,310</b>	<b>20,683</b>

The above balance sheet should be read in conjunction with the accompanying notes.

# Cash Flow Statement

FOR THE YEAR ENDED 30 JUNE 2012

	<i>Notes</i>	<b>2012</b> <b>\$000</b>	2011 \$000
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST and U.S. sales tax)		<b>2,896</b>	3,824
Payments to suppliers and employees (inclusive of GST and U.S. sales tax)		<b>(15,715)</b>	(15,086)
Interest received		<b>231</b>	290
Other (paid) received		<b>791</b>	(327)
<b>Net cash flows used in operating activities</b>	13	<b>(11,797)</b>	(11,299)
<b>Cash flows from investing activities</b>			
Purchase of property and equipment		<b>(69)</b>	-
Purchase of Intangible assets		<b>(24)</b>	-
<b>Net cash flows used in investing activities</b>		<b>(93)</b>	-
<b>Cash flows from financing activities</b>			
Proceeds from issue of ordinary shares		<b>8,679</b>	14,280
Transaction costs from capital raising		<b>(542)</b>	(835)
<b>Net cash flows from financing activities</b>		<b>8,137</b>	13,445
Net increase (decrease) in cash and cash equivalents		<b>(3,753)</b>	2,146
Net foreign exchange differences		<b>368</b>	(3,036)
Cash and cash equivalents at beginning of period		<b>17,899</b>	18,789
<b>Cash and cash equivalents at end of period</b>	13	<b>14,514</b>	17,899

The above cash flow statement should be read in conjunction with the accompanying notes.



# Statement of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2012

	Issued capital \$000	Reserves \$000	Accumulated losses \$000	Total \$000
<b>At 30 June 2010</b>	84,559	2,982	(65,311)	22,230
Loss for the period	-	-	(14,822)	(14,822)
Other comprehensive loss	-	(747)	-	(747)
Total comprehensive loss for the period	-	(747)	(14,822)	(15,569)
<b>Equity transactions:</b>				
Share-based payment	-	577	-	577
Allotment of ordinary shares	14,280	-	-	14,280
Costs of capital raising	(835)	-	-	(835)
<b>At 30 June 2011</b>	<b>98,004</b>	<b>2,812</b>	<b>(80,133)</b>	<b>20,683</b>
Loss for the period	-	-	(12,342)	(12,342)
Other comprehensive gain	-	108	-	108
Total comprehensive gain(loss) for the period	-	108	(12,342)	(12,234)
<b>Equity transactions:</b>				
Share-based payment	-	763	-	763
Allotment of ordinary shares	8,679	-	-	8,679
Costs of capital raising	(581)	-	-	(581)
<b>At 30 June 2012</b>	<b>106,102</b>	<b>3,683</b>	<b>(92,475)</b>	<b>17,310</b>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

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# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 1. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent assets and liabilities, commitments, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

### Significant accounting judgements

#### *Impairment of non-financial assets other than goodwill*

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include product and manufacturing performance, technology, economic and political environments and future sales expectations. If an impairment trigger exists the recoverable amount of the asset is determined.

The impairment triggers used by the Group did not show any indication of impairment as at 30 June 2012. As a result, no impairment has been formally estimated and no impairment loss has been recognised for this financial period. Refer to Note 18 for the complete details regarding impairment testing.

#### *Operating lease commitments – Group as lessor*

The Group has entered into leases with certain customers with respect to its devices. The Group has determined that it retains substantially all of the significant risks and rewards of ownership of these devices and has thus classified the leases as operating leases.

#### *Taxation*

The Group's accounting policy for taxation requires management's judgement as to the types of arrangements considered to be a tax on income in contrast to an operating cost. Judgement is also required in assessing whether deferred tax assets and certain deferred tax liabilities are recognised on the balance sheet. Deferred tax assets, including those arising from un-recouped tax losses, capital losses and temporary differences, are recognised only where it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits. Deferred tax liabilities arising from temporary differences in investments, caused principally by retained earnings held in foreign tax jurisdictions, are recognised unless repatriation of retained earnings can be controlled and are not expected to occur in the foreseeable future.

Assumptions about the generation of future taxable profits and repatriation of retained earnings depend on management's estimates of future cash flows. These depend on estimates of future production and sales volumes, operating costs, capital expenditure, dividends and other capital management transactions. Judgements are also required about the application of income tax legislation. These judgements and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognised on the balance sheet and the amount of other tax losses and temporary differences not yet recognised.

### Significant accounting estimates and assumptions

#### *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, using a value in use discounted cash flow methodology, to which the goodwill and intangibles with indefinite useful lives are allocated. Management determined that no impairment loss should be recognised for this financial reporting period. The assumptions used in this estimation of goodwill and intangibles with indefinite useful lives are discussed in Note 18.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 1. Significant accounting judgements, estimates and assumptions (continued)

### Significant accounting estimates and assumptions (continued)

#### *Share-based payment transactions*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by management. The Black Scholes model is used, with the assumptions detailed in Note 26. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

#### *Long service leave*

The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all Australian employees at balance date. In determining the present value of the liability, attrition rates and pay increases have been estimated. The actual outcome may differ from these assumptions. The related carrying amounts are disclosed in Note 20.

#### *Product and Service warranties*

In determining the level of provision required for service warranties, the Group has made judgements in respect of the expected performance of the product, number of customers who will actually use the maintenance warranty and how often, and the costs of fulfilling the performance of the maintenance warranties. Historical experience and current knowledge of the performance of products has been used in determining this provision. The related carrying amounts are disclosed in Note 20.

#### *Estimation of useful lives of assets*

The estimation of the useful lives of assets has been based on historical experience as well as manufacturers' warranties (for property and equipment), lease terms (for leased equipment) and turnover policies (for demo devices). In addition, the condition of the assets is assessed at least twice per year (once by year-end and once by half year-end reporting dates) and considered against the remaining useful life. Adjustments to useful lives are made when considered necessary.

Depreciation charges are included in Note 17.

## 2. Summary of significant accounting policies

### (a) Basis of preparation

The financial report of the Group for the year ended 30 June 2012 was authorised for issue in accordance with a resolution of the Directors on 30 August 2012.

ImpediMed Limited is a for profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Stock Exchange. The nature of the operations and principal activities of the Group are described in the Directors' Report.

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis.

The financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars (\$000) unless otherwise stated.

#### **Compliance with IFRS**

The financial report complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

### (b) Going Concern

This report has been prepared on the basis that the Group is a going concern. The Group has net assets of \$17.3 million (30 June 2011: \$20.7 million) and realised a loss after income tax of \$12.3 million for the year ended 30 June 2012 (30 June 2011: \$14.8 million).

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 2. Summary of significant accounting policies (continued)

### (b) Going concern (continued)

The Directors note that the operating plan has been set such that cash on hand at the date of signing is expected to last in excess of 12 months from the date of issue of the financial report. The long-term success of the business beyond this time is reliant on the generation of positive cash flows and a possible future capital raise. The Director's believe the Group can achieve positive cash flow and if required raise the necessary capital.

On this basis, the Directors believe that the going concern basis of presentation is appropriate. No adjustments have been made relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Parent and Group not continue as going concerns.

### (c) New accounting standards and interpretations

#### *Changes in accounting policy and disclosures*

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The Group has adopted the following new and amended Australian Accounting Standards and AASB interpretations as of 1 July 2011. The adoption of these Accounting Standards did not have a material impact on the Group's consolidated financial statements.

- AASB 124 (revised) *Related Party Disclosures* (December 2009)
- AASB 2009-12 Amendments to Australian Accounting Standards [AASB 5, 8, 108, 110, 112, 119, 133, 137, 139, 1023, & 1031 and Interpretations 2, 4, 16, 1039 & 1052]
- AASB 2010-4 *Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project* [AASB 1, 7, 101, 134 and Interpretations 13]
- AASB 2010-5 *Amendments to Australian Accounting Standards* [AASB 1, 3, 4, 5, 101, 107, 112, 118, 119, 121, 132, 133, 134, 137, 139, 140, 1023 & 1038 and Interpretations 112, 115, 127, 132 & 1042]

#### *Accounting standards and interpretations issued but not yet effective*

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2012. The Group does not believe that there will be a material financial impact to either the statement of comprehensive income or the balance sheet once these accounting standards are adopted. These are outlined in the table below:

Reference	Title	Application date of standard*	Application date for Group*
AASB 2011-9	Amendments to Australian Accounting Standards – Presentation of Other Comprehensive Income [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049]	1 July 2012	1 July 2012
AASB 2009-11	Amendments to Australian Accounting Standards arising from AASB 9 [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 121, 127, 128, 131, 132, 136, 139, 1023 & 1038 and Interpretations 10 & 12]	1 January 2013	1 July 2013
AASB 2010-7	Amendments to Australian Accounting Standards arising from AASB 9 [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 120, 121, 127, 128, 131, 132, 136, 137, 139, 1023 & 1038 and Interpretations 2, 5, 10, 12, 19 & 127]	1 January 2013	1 July 2013
AASB 10	Consolidated Financial Statements	1 January 2013	1 July 2013
AASB 12	Disclosure of Interests in Other Entities	1 January 2013	1 July 2013
AASB 13	Fair Value Measurement	1 January 2013	1 July 2013
AASB 119	Employee Benefits	1 January 2013	1 July 2013



# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 2. Summary of significant accounting policies (continued)

### (c) New accounting standards and interpretations (continued)

Reference	Title	Application date of standard*	Application date for Group*
Annual Improvements 2009–2011 Cycle	Annual Improvements to IFRSs 2009–2011 Cycle [IFRS 1, IAS 1, 16, 32, 34]	1 January 2013	1 July 2013
AASB 2012-2	Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013	1 July 2013
AASB 2011-4	Amendments to Australian Accounting Standards to remove individual Key Management Personnel disclosure requirements	1 July 2013	1 July 2013
AASB 1053	Application of Tiers of Australian Accounting Standards	1 July 2013	1 July 2013
AASB 2012-3	Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities	1 January 2014	1 July 2015
AASB 9	Financial Instruments	1 January 2015	1 July 2015

\* Designates the beginning of the applicable annual reporting period.

### (d) Basis of consolidation

The consolidated financial statements comprise the financial statements of ImpediMed Limited and its subsidiaries (as outlined in note 23) as at and for the period ended 30 June each year (the Group).

The financial statements of the subsidiaries are prepared on the same reporting period as the parent company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and loss resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

### (e) Operating segments – refer to note 6

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the Board of Directors.

Operating segments have been identified based on the information provided to the chief operating decision maker – being the Chief Executive Officer.

The group aggregates two or more operating segments when they have similar economic characteristics and the segments are similar in each of the following respects:

- Nature of the products and services,
- Nature of the production processes,
- Type or class of customer for the products and services,
- Methods used to distribute the products or provide the services, and if applicable
- Nature of the regulatory environment.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 2. Summary of significant accounting policies (continued)

### (e) Operating segments – refer to note 6 (continued)

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for “all other segments”.

### (f) Foreign currency translation

#### *Functional and presentation currency*

Both the functional and the presentation currency of the Parent are Australian dollars (\$) or AUD). The United States subsidiaries' functional currency is United States dollars (USD) which is translated to the presentation currency.

#### *Transactions & balances*

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

#### *Translation of Group Companies functional currency to presentation currency*

The results of the United States subsidiaries are translated into Australian Dollars (presentation currency) as at the date of each transaction. Assets and liabilities are translated at exchange rates prevailing at balance date.

Exchange variations resulting from the translation are recognised in the foreign currency translation reserve in equity.

On consolidation, exchange differences arising from the translation of the net investment in United States subsidiaries are taken to the foreign currency translation reserve. If a United States subsidiary were sold, the proportionate share of exchange differences would be transferred out of equity and recognised in the statement of comprehensive income.

### (g) Cash and cash equivalents – refer to note 13

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### (h) Trade and other receivables – refer to note 14

Trade receivables, which generally have 30-60 day terms, are recognised at fair value less an allowance for impairment.

Collectability of trade receivables is reviewed on an ongoing basis at an operating unit level. Individual debts that are known to be uncollectable are written off when identified. An impairment provision is recognised when there is objective evidence that the Group will not be able to collect the receivable. Financial difficulties of the debtor, default payments or debts more than 90 days overdue are generally considered objective evidence of impairment.

### (i) Inventories – refer to note 15

Inventories including raw materials and finished goods are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition is accounted for as purchase cost on a first-in, first-out basis. The cost of purchase comprises the purchase price including import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), if applicable. Volume discounts and rebates are included in determining the cost of purchase.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 2. Summary of significant accounting policies (continued)

### (j) Non-current assets and disposal groups held for sale and discontinued operations

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Non-current assets are measured 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.

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 de-recognition.

### (k) Investments and other financial assets – refer to note 16

Investments and financial assets in the scope of AASB 139 *Financial Instruments: Recognition and Measurement* are categorised as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Designation is re-evaluated at each financial year end, but there are restrictions on reclassifying to other categories.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of assets not at fair value through profit or loss, directly attributable transaction costs.

#### *Recognition and De-recognition*

All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the market place. Financial assets are de-recognised when the right to receive cash flows from the financial assets has expired or when the entity transfers substantially all the risks and rewards of the financial assets. If the entity neither retains nor transfers substantially all of the risks and rewards, it de-recognises the asset if it has transferred control of the asset.

#### *Subsequent Measurements - loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are de-recognised or impaired. These are included in current assets, except for those with maturities greater than 12 months after balance sheet date, which are classified as non-current.

### (l) Property and equipment – refer to note 17

Equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation. All other repairs and maintenance are recognised in profit or loss as incurred.

Depreciation is calculated on a straight line or diminishing value basis over the estimated useful life of the specific assets as follows:

Equipment	2 - 10 years
Devices under lease or loan	3 years
Leasehold improvements	2 - 5 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each reporting date.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

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### 2. Summary of significant accounting policies (continued)

#### (l) Property and equipment – refer to note 17 (continued)

##### *De-recognition*

An item of property and equipment is de-recognised upon disposal or when no further future economic benefits are expected from its use or disposal.

#### (m) Leases – refer to note 17 & 27

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

##### *Group as a lessee*

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 charges are recognised as an expense in profit or loss.

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 by the end of the lease term.

Operating lease payments are recognised as an expense in the statement of comprehensive income on a straight-line basis over the lease term. Operating lease incentives are recognised as a liability when received and subsequently reduced by allocating lease payments between rental expense and reduction of the liability.

##### *Group as a lessor*

Leases in which the Group retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. When material, initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as rental income.

#### (n) Impairment of non-financial assets other than goodwill – refer to note 18

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 tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. 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 that 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 impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

#### (o) Goodwill and intangibles – refer to note 18

##### *Goodwill*

Goodwill acquired in a business combination is initially measured at cost of the business combination being the excess of the consideration transferred over the fair value of the Group's net identifiable assets acquired, and liabilities assumed. If this consideration transferred is lower than the fair value of the net identifiable assets of the subsidiary acquired, the difference is recognised in profit and loss.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

### 2. Summary of significant accounting policies (continued)

#### (o) Goodwill and intangibles (continued)

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units, or groups of cash generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which goodwill is monitored for internal management purposes, and is not larger than an operating segment determined in accordance with AASB 8. The goodwill of the Group is allocated to the Medical cash generating unit.

Impairment is determined by assessing the recoverable amount of the cash generating unit or group of cash generating units to which the goodwill relates.

The Group performs its impairment testing as at 30 June each year and more frequently if indicators of impairment exist, using a value in use, discounted cash flow methodology. Further details on the methodology and assumptions used are outlined in Note 18.

When the recoverable amount of the cash-generating unit or group of cash generating units is less than the carrying amount, an impairment loss is recognised. Impairment losses recognised for goodwill are not subsequently reversed. When goodwill forms part of a cash generating unit or group of cash generating units and an operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this manner is measured based on the relative values of the operation disposed of and the portion of the cash generating unit retained.

#### *Intangibles*

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite useful lives are amortised over the useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for prospectively by changing the amortisation period or method, as appropriate, which is a change in accounting estimate. The amortisation expense on intangible assets with useful lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash generating unit level consistent with the methodology outlined for goodwill above. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed each reporting period to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for as a change in an accounting estimate and is thus accounted for on a prospective basis.

#### *Research and development costs*

Research costs are expensed as incurred. An intangible asset arising from development expenditure on an internal project is recognised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development. Following initial recognition, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure capitalised is amortised over the period of expected benefit from the related project.

The carrying value of an intangible asset arising from development expenditure is tested for impairment annually when the asset is not yet available for use or more frequently when an indication of impairment arises during the reporting period.



# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 2. Summary of significant accounting policies (continued)

### (o) Goodwill and intangibles – refer to note 18 (continued)

A summary of the policies applied to the Group's intangible assets is as follows:

	<i>Patents and Licences</i>	<i>Development Costs (i)</i>
Useful lives	Finite	Finite
Method used	Amortised over the period of expected future benefit from the related project on a straight-line basis.	Amortised over the period of expected future benefit from the related project on a straight-line basis.
Internally generated/ Acquired	Acquired	Internally generated
Impairment test/ Recoverable amount test	When an indication of impairment exists	When an indication of impairment exists.

- (i) No development costs have been capitalised as internally generated intangible assets for the years ending 30 June 2012 and 2011. No such amounts are recorded at the balance sheet dates.

Gains or losses arising from de-recognition 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 profit or loss when the asset is de-recognised.

Expenditures on advertising and promotional expenses are recognised in the statement of comprehensive income when the Group has either the right to access the goods or has received the services.

### (p) Trade and other payables – refer to note 19

Trade payables and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect to the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

### (q) Provisions and employee benefits – refer to note 20

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

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date using a discounted cash flow methodology. The risks specific to the provision are factored into the cash flows and as such a risk-free government bond rate relative to the expected life of the provision is used as a discount rate. The increase in the provision resulting from the passage of time is recognised in finance costs.

#### *Employee leave benefits*

Wages, salaries, annual leave and sick leave liabilities for wages and salaries, including non-monetary benefits, and superannuation payments expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

### 2. Summary of significant accounting policies (continued)

#### (q) Provisions and employee benefits – refer to note 20 (continued)

##### *Retirement benefit obligation*

Contributions to superannuation plans are recognised as an expense when they become payable. The Group contributes to various defined contribution superannuation funds in respect to all employees and at various percentages of their salary, including contributions required by the Superannuation Guarantee Charge. These contributions are made to external superannuation funds and are not defined benefits programs. Consequently, the Group's legal or constructive obligation is limited to these contributions.

##### *Long service leave*

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

#### (r) Share-based payment transactions – refer to note 26

##### *Equity-settled transactions*

The Group provides benefits to employees (including key management personnel (KMP)) and certain consultants in the form of share-based payments, whereby employees and consultants render services in exchange for shares or rights over shares (equity-settled transactions).

There are currently three types of plans in place to provide these benefits:

- the Employee Share Option Plans (ESOP), which provides benefits to employees and consultants, including the CEO if he or she is not a member of the Board of Directors. This Group has two (2) ESOPs – one for U.S. based employees and one for Australian based employees;
- the CEO Option Plan, which provides benefits to the CEO if he or she is a member of the Board of Directors; and
- the Employee Performance Share plan, which provides benefits to all employees.

The cost of equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by a Black-Scholes model, further details of which are given in Note 26.

In valuing equity-settled transactions, no account is taken of any vesting conditions, other than conditions linked to the price of the shares of ImpediMed Limited (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service condition are fulfilled (the vesting period), ending on the date on which the relevant employees become fully entitled to the award (the vesting date).

At each subsequent reporting date until vesting, the cumulative charge to the statement of comprehensive income is the product of:

- the grant date fair value of the award
- the current best estimate of the number of awards that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met; and
- the expired portion of the vesting period.

The charge to the statement of comprehensive income for the period is the cumulative amount as calculated above less the amounts already charged in previous periods. There is a corresponding entry to equity.

Equity-settled awards granted by the Parent to employees of subsidiaries are recognised in the Parent's separate financial statements as an additional investment in the subsidiary with a corresponding credit to equity. As a result, the expense recognised by ImpediMed Limited in relation to equity-settled awards only represents the expense associated with grants to employees of the parent. The expense recognised by the Group is the total expense associated with all such awards.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 2. Summary of significant accounting policies (continued)

### (r) Share-based payment transactions – refer to note 26 (continued)

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition is considered to vest irrespective of whether or not that market condition is fulfilled, provided that all other conditions are satisfied.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

### (s) Contributed equity – refer to note 21

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) Revenue recognition – refer to note 6 and 7

#### *Revenue*

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

#### *Sale of goods*

Revenue from the direct sales of devices and consumables is recognised when there is persuasive evidence, usually in the form of a purchase order or an executed sales agreement at the time of shipment of goods to the consumer indicating that there has been a transfer of risks and rewards to the customer, no further work or processing is required, the quantity and quality of the goods has been determined, the price is fixed and generally title has passed (for shipped goods this is the bill of lading date).

#### *Rendering of services*

Revenue from the repair of instruments is recognised when the service has been performed and the obligation is due from the customer.

When the contract outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

#### *Device operating leases*

Revenue from device operating leases is accounted for on a straight line basis over the lease term.

#### *Interest revenue*

Revenue is recognised as interest accrues using the effective interest rate method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

### (u) Income tax and other taxes – refer to note 10

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- When the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

### 2. Summary of significant accounting policies (continued)

#### (u) Income tax and other taxes – refer to note 10 (continued)

- When the taxable temporary difference is associated with investments in subsidiaries and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

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

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

#### *Other taxes*

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Cash flows are included in the Cash Flow Statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

We are subject to sales taxation in the U.S. in various state jurisdictions. Sales tax has several components:

- On revenue, the Group collects sales tax from customers and remits it to state governments.
- For expenses and assets, the Group pays sales tax on the purchase of goods that are used in the course of business. Sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable. Receivables and payables are stated with the amount of sales tax included.

Receipts from customers are included in the Cash Flow Statement including sales tax amounts collected which are payable to the taxation authority. Cash flows on expenses and assets are included in the Cash Flow Statement on a gross basis and are classified as operating, investing or financing cash flows as appropriate.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

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### 2. Summary of significant accounting policies (continued)

#### (u) Income tax and other taxes – refer to note 10 (continued)

The Australian Taxation Office provides certain Research and Development tax incentives and concessions. The Group recognizes these incentives or concessions as other income when all revenue recognition criteria have been met.

#### (v) Earnings per share – refer to note 12

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

Diluted earnings per share, which is currently not applicable to the Group due to the net carrying loss, is calculated as net profit attributable to members of the parent, adjusted for:

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

#### (w) Comparatives

Where applicable, comparatives have been adjusted to disclose them on the same basis as current period figures.

### 3. Financial risk management objectives and policies

The Group's principal financial instruments comprise receivables, payables, cash and short-term deposits.

#### Risk exposures and responses

The Group has various financial instruments such as trade debtors and trade creditors, which arise directly from its operations. It is, and has been throughout the period under review, the Group's policy that no trading in financial instruments shall be undertaken.

The Group manages its exposure to risks in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets while protecting future financial security. The Board reviews and agrees to policies for managing these risks which are summarised below.

The main risks arising from the Group's financial instruments are credit risk, interest rate risk, foreign currency risk and liquidity risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate and foreign exchange. Ageing analyses and monitoring of specific credit allowances are undertaken to manage credit risk. Liquidity risk is monitored through the development of future rolling cash flow forecasts.



# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 3. Financial risk management objectives and policies (continued)

### (a) Interest rate risk

At balance date, the Group had the following mix of financial assets exposed to Australian and U.S. interest rate risk that are not designated in cash flow hedges:

	2012 \$000	2011 \$000
<b>Financial Assets</b>		
Cash and cash equivalents*	14,514	17,899
Restricted cash, current and non-current	105	102
	<b>14,619</b>	<b>18,001</b>
 <b>Net exposure</b>	 <b>14,619</b>	 <b>18,001</b>

\*Cash and cash equivalents include \$1.5 million (U.S. \$1.5 million) held in a 30 day term deposit account; \$2.8 million (U.S. \$2.9 million) held in a 90 day term deposit account; \$2.0 million (U.S. \$2.0 million) held in a 96 day term deposit account; and \$4.5 million held in a 91 day term deposit account at 30 June 2012 (2011: \$1.9 million (U.S. \$2.0 million) held in a 30 day term deposit account and \$8.5 million (U.S. \$9.0 million) held in a 90 day term deposit account and \$3.5 million held in a 91 day term deposit account). During this financial period the interest rate was earned at a fixed rate. The remainder of the balance is exposed to variable interest rates.

The Group does not enter into interest rate swaps, designated to hedge underlying assets or debt obligations, to manage the interest rate risk.

The Group consistently analyses its interest rate exposure. Within this analysis, consideration is given to potential renewals of existing positions, alternative financing, and the mix of fixed and variable interest rates.

At 30 June 2012, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post tax loss and other comprehensive loss would have been affected as follows:

Judgements of reasonably possible movements:	2012 \$000	Post Tax Loss Higher/(Lower) 2011 \$000
+1.0% (100 basis points)	146	172
-0.5% (50 basis points)	(40)	(67)

The movements in loss are due to higher/lower interest income from variable rate cash balances.

Significant assumptions used in the interest rate sensitivity analysis include:

- Reasonably possible movements in interest rates were determined based on the Group's current credit rating and relationships with financial institutions and economic forecaster's expectations.
- The net exposure at the balance sheet date is representative of what the Group was and is expecting to be exposed to in the next twelve months from the balance sheet date.

### (b) Foreign currency risk

As a result of operations in the United States and purchases of inventory denominated in United States dollars, the Group's balance sheet can be affected by movements in the USD/AUD exchange rates. The Group has transactional currency exposure resulting from sales activities into the United States and into Europe, and from its wholly owned subsidiaries ImpediMed, Inc and XiTRON Technologies, Inc – whose operations are denominated in United States dollars (USD). The Group does not enter into any forward contracts or any other instrument to hedge the currency exposure, as the Group maintains a significant portion of available funds in USD to match USD expected expenses.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 3. Financial risk management objectives and policies (continued)

### (b) Foreign currency risk (continued)

At 30 June 2012, the Group had the following exposure to foreign currency:

	2012 \$000	2011 \$000
<b>Financial Assets</b>		
Cash and cash equivalents – USD	7,558	11,807
Trade and other receivables – USD	34	51
Trade and other receivables – EUR*	1	36
Trade and other receivables – GBP**	22	7
	<b>7,615</b>	<b>11,901</b>
<b>Financial Liabilities</b>		
Trade and other payables – USD	-	137
Trade and other payables – EUR*	5	29
Trade and other payables – GBP**	-	4
	<b>5</b>	<b>170</b>
Net exposure	<b>7,610</b>	<b>11,731</b>

\*EUR is Euro

\*\*GBP is Great Britain Pound

At 30 June 2012, had the Australian dollar moved against the U.S. dollar, as illustrated in the table below, with all other variables held constant, post tax loss would have been affected as follows:

Judgements of reasonably possible movements:	Post tax loss (Higher)/Lower	
	2012 \$000	2011 \$000
AUD to USD +15% (2011: +15%)	(987)	(1,537)
AUD to USD -15% (2011: -15%)	1,342	2,063

The Group maintains these funds to match USD expected expenses.

Significant assumptions used in the foreign currency exposure sensitivity analysis include:

- Reasonable possible movements in foreign exchange rates were determined based on a review of the last two years historical movements and economic forecasters' expectations.
- The reasonably possible movement was calculated by taking the USD spot rates at balance date, moving this spot rate by the reasonably possible movements and then re-converting the USD into AUD with the "new spot-rate". This methodology reflects the translation methodology undertaken by the Group.
- The net exposure at balance date is representative of what the Group was and is expecting to be exposed to in the next twelve months from balance date.
- The sensitivity analysis does not include financial instruments that are non-monetary items as these are not considered to give rise to currency risk.

Sensitivities were only calculated on USD balances in instances where the functional currency is not the USD.

### (c) Credit risk

Credit risk arises from the financial assets of the Group, which comprise cash and cash equivalents, trade and other receivables and other financial assets. The Group's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments. Exposure at balance date is addressed in each applicable note.

The Group does not hold any credit derivatives to offset its credit exposure.

The Group seeks to trade only with recognised, creditworthy third parties, and as such collateral is typically not requested nor is it the Group's policy to securitise its trade and other receivables.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's experience of bad debts is not significant.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 3. Financial risk management objectives and policies (continued)

### (c) Credit risk (continued)

With respect to credit risk arising from other financial assets of the Group, the exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

There are no significant concentrations of credit risk within the Group, except for term deposits maintained at one financial institution.

The Parent has a policy of lending to its wholly owned subsidiaries ensuring their continued operations. The subsidiaries are continually monitored and should there be any risk that they are unable to repay the debt appropriate steps will be taken to remedy this situation.

### (d) Liquidity risk

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet their obligations to repay their financial liabilities as and when they fall due.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and finance leases. The Group has no bank overdrafts or bank loans at 30 June 2012.

The table below reflects all contractually fixed payments and receivables for settlement, repayments and interest resulting from recognised financial assets and liabilities as of 30 June 2012. Cash flows for financial assets and liabilities without fixed amount or timing are based on the conditions existing at 30 June 2012.

#### Maturity analysis of financial assets and liabilities

The risk implied from the values shown in the table below, reflects a balanced view of cash inflows and outflows. Trade payables, and other financial liabilities mainly originate from the financing of assets used in ongoing operations such as property, plant, equipment and investments in working capital e.g. inventories and trade receivables.

These assets are considered in the Group's overall liquidity risk. To monitor existing financial assets and liabilities as well as to enable an effective controlling of future risks, the Group has established comprehensive risk reporting covering their worldwide business unit that reflects expectations of management of expected settlement of financial assets and liabilities.

Liquid assets comprising cash and cash equivalents, restricted cash, trade and other receivables, and other financial assets are considered in the Group's overall liquidity risk. The Group monitors that sufficient liquid assets are available to meet all the required short-term cash payments.

Year ended 30 June 2012	≤ 6 months \$000	6-12 months \$000	1-5 years \$000	Total \$000
<b>Liquid financial assets</b>				
Cash and cash equivalents	14,514	-	-	14,514
Restricted cash	31	-	74	105
Trade and other receivables	769	-	-	769
Other financial assets	-	-	17	17
	<b>15,314</b>	<b>-</b>	<b>91</b>	<b>15,405</b>
<b>Financial liabilities</b>				
Trade and other payables	1,688	-	-	1,688
<b>Net inflow</b>	<b>13,626</b>	<b>-</b>	<b>91</b>	<b>13,717</b>

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 3. Financial risk management objectives and policies (continued)

### (d) Liquidity risk (continued)

Year ended 30 June 2011	≤ 6 months \$000	6-12 months \$000	1-5 years \$000	Total \$000
<b>Liquid financial assets</b>				
Cash and cash equivalents	17,899	-	-	17,899
Restricted cash	31	-	71	102
Trade and other receivables	673	-	-	673
Other financial assets	-	-	17	17
	<u>18,603</u>	<u>-</u>	<u>88</u>	<u>18,691</u>
<b>Financial liabilities</b>				
Trade and other payables	1,351	-	-	1,351
<b>Net inflow</b>	<u>17,252</u>	<u>-</u>	<u>88</u>	<u>17,340</u>

The Group monitors rolling forecasts of liquidity on the basis of expected cash flow.

## 4. Financial Instruments

### Fair values

Set out below is a comparison by category of carrying amounts and fair values of all of the Group's financial instruments that are carried in the financial statements at other than fair values.

	Carrying amount		Fair value	
	2012	2011	2012	2011
	\$000	\$000	\$000	\$000
<b>Financial assets</b>				
Cash and cash equivalents	14,514	17,899	14,514	17,899
Restricted cash	105	102	105	102
Trade and other receivables	769	673	769	673
Other financial assets	17	17	17	17
	<u>15,405</u>	<u>18,691</u>	<u>15,405</u>	<u>18,691</u>
<b>Financial liabilities</b>				
Trade and other payables	1,688	1,351	1,688	1,351
	<u>1,688</u>	<u>1,351</u>	<u>1,688</u>	<u>1,351</u>

Fair values have been determined as follows:

Cash and cash equivalents	The carrying amount approximates fair value because of the short-term maturity and/or because the interest rates applied are variable interest rates.
Restricted cash	The carrying amount approximates fair value because the interest rates applied are variable interest rates.
Trade receivables and payables	The carrying amount approximates fair value because of the short-term maturity.
Other financial assets	By reference to the current market value of another instrument which is substantially the same or is calculated based on expected cash flows of the underlying net asset base of the financial asset.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 5. Parent entity information

Information relating to ImpediMed Limited:	2012 \$000	2011 \$000
Current assets	18,097	20,089
Total assets	21,898	23,319
Current liabilities	903	699
Total liabilities	961	793
Issued capital	106,102	98,004
Accumulated losses	(89,346)	(78,895)
Performance share reserve	289	289
Share option reserve	3,891	3,128
Total shareholders' equity	20,937	22,526
Loss of the parent entity	(10,451)	(13,972)
Total comprehensive loss of the parent entity	(10,451)	(13,972)

The Parent has not entered into any guarantees in relation to the debts of its subsidiaries. The Parent has not entered into any contractual commitments for the acquisition of property, plant or equipment.

Details of any operating leases are described in note 27 and contingent liabilities of the Parent are described in note 28.

## 6. Segment reporting

### (a) Operating segments

#### Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Chief Executive Officer (the chief operating decision maker) in assessing performance and in determining the allocation of resources.

The operating segments are identified by management according to the nature of the products and services provided, as the Group's risks and returns are affected predominantly by differences in the products produced and services provided. Discrete financial information about each of these operating businesses is reported to the Chief Executive Officer on at least a monthly basis.

#### Types of products and services

##### *Medical*

The Medical segment is a supplier of non-invasive medical devices to two under-served markets: (1) aid in the subclinical assessment of individuals at risk of secondary lymphoedema and (2) the monitoring of body composition and hydration. The medical cash generating unit (CGU) is the core business of the Group and is the main strategic operating segment.

##### *Test & Measurement*

The Test & Measurement segment is a supplier of power precision testing and measuring equipment.

#### Accounting policies and inter-segment transactions

The accounting policies used by the Group in reporting segments internally are the same as those contained in note 2 and are consistent with the prior period.

Segment results, assets and liabilities include items directly attributable to a segment and certain allocated corporate charges. Corporate charges comprise non-segmental expenses such as office expenses. Corporate charges are allocated to each business segment on a proportionate basis linked to segment headcount and square footage so as to determine a segmental result.

Inter-entity sales are recognised based on internally set transfer prices. The prices aim to reflect what the business operation could achieve if they sold their output and services to external parties at arm's length.

Segment loans are initially recognised at the consideration received excluding transaction costs.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 6. Segment reporting (continued)

### (a) Operating segments (continued)

#### Major customers

The Group has a number of customers to which it provides both products and services. No one customer accounts for more than 10% of the Group's revenues.

#### Segment results

On a monthly basis the Chief Executive Officer assesses the performance of each segment by analysing the segment's net operating profit before depreciation and amortisation, finance cost, and tax (EBITDA). Segment revenues, segment expense and segment results include transfers between business segments. Those transfers are eliminated upon consolidation.

Year ended 30 June 2012	Medical \$000	Test & Measurement \$000	Total \$000
<b>Revenue</b>			
Device revenue	1,006	972	1,978
Operating lease revenue	357	18	375
Consumable revenue	403	1	404
Rendering of services	42	146	188
<b>Total segment revenue</b>	<b>1,808</b>	<b>1,137</b>	<b>2,945</b>
Unallocated revenue – finance income			239
<b>Total consolidated revenue</b>			<b>3,184</b>
<b>Result</b>			
Segment results	(11,676)	(331)	(12,007)
Depreciation and amortisation expenses	(572)	(2)	(574)
Finance costs	-	-	-
<b>Profit/(loss) before income tax</b>	<b>(12,248)</b>	<b>(333)</b>	<b>(12,581)</b>
Income tax expense			-
<b>Net profit (loss) for the year</b>			<b>(12,581)</b>
Unallocated results			239
			<b>(12,342)</b>
<b>Assets and liabilities</b>			
Segment assets	18,839	775	19,614
Unallocated assets			-
<b>Total assets</b>			<b>19,614</b>
Segment liabilities	1,764	132	1,896
Unallocated liabilities			409
<b>Total liabilities</b>			<b>2,304</b>
<b>Other segment information</b>			
Capital Expenditure	72	-	72
Write-down in value of inventories	-	4	4



# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 6. Segment reporting (continued)

### (a) Operating segments (continued)

Year ended 30 June 2011	Medical \$000	Test & Measurement \$000	Total \$000
<b>Revenue</b>			
Device revenue	1,446	1,495	2,941
Device operating lease revenue	486	5	491
Consumable revenue	270	-	270
Rendering of services	38	147	185
Total segment revenue	2,240	1,647	3,887
Unallocated revenue – finance income			285
Total consolidated revenue			4,172
<b>Result</b>			
Segment results	(14,366)	(63)	(14,429)
Depreciation and amortization expenses	(662)	(3)	(665)
Finance costs	(1)	(12)	(13)
Profit (loss) before income tax	(15,029)	(78)	(15,107)
Income tax expense			-
Net profit (loss) for the year			(15,107)
Unallocated revenue			285
Total consolidated net profit (loss) for the year			(14,822)
<b>Assets and liabilities</b>			
Segment assets	21,830	975	22,805
Unallocated assets			-
Total assets			22,805
Segment liabilities	1,432	236	1,668
Unallocated liabilities			454
Total liabilities			2,122
<b>Other segment information</b>			
Capital Expenditure	-	-	-
Write-down in value of inventories	81	18	99

### (b) Geographical information

The following tables present revenue and profit / (loss) information and certain asset and liability information regarding geographical segments for the years ended 30 June 2012 and 2011. Revenue data is based on the location of the customer for geographical reporting purposes.

#### Australia/Rest of World (ROW)

Australia is the corporate home office of the Group and the domicile of its main assets, research and product development activities, contract manufacturing of devices and corporate services. It primarily sells and ships Medical CGU products to customers located in Australia and the rest of the world excluding the United States.

#### North America

The Group's North American office serves as an operational hub and is located in San Diego, California. It sells and ships Medical CGU products to customers located in the United States and test and measurement products and services to customers located throughout the world.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 6. Segment reporting (continued)

### (b) Geographical information (continued)

Year ended 30 June 2012	Australia/ROW \$000	North America \$000	Total \$000
<b>Revenue</b>			
Device sales	888	1,090	1,978
Device operating leases	42	333	375
Consumable sales	149	255	404
Service revenue	42	146	188
<b>Total segment revenue</b>	<b>1,121</b>	<b>1,824</b>	<b>2,945</b>
Unallocated revenue			239
<b>Total consolidated revenue</b>			<b>3,184</b>

### Other segment information

Non-current assets	70	2,277	2,347
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### Year ended 30 June 2011

	Australia/ROW \$000	North America \$000	Total \$000
<b>Revenue</b>			
Device sales	1,300	1,641	2,941
Device operating leases	66	425	491
Consumable sales	144	126	270
Service revenue	37	148	185
<b>Total segment revenue</b>	<b>1,547</b>	<b>2,340</b>	<b>3,887</b>
Unallocated revenue			285
<b>Total consolidated revenue</b>			<b>4,172</b>

### Other segment information

Non-current assets	153	2,438	2,591
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## 7. Revenue

	2012 \$000	2011 \$000
<b>Sale of goods</b>		
Device sales	1,978	2,941
Consumable sales	404	270
Device operating leases	375	491
	<b>2,757</b>	<b>3,702</b>
<b>Finance income</b>		
Interest income – bank deposits	46	125
Interest income – term deposits	193	160
	<b>239</b>	<b>285</b>

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 8. Other income

	2012 \$000	2011 \$000
R&D tax concession	689	-
Proceeds from insurance claim	7	-
Royalty income	81	84
	<b>777</b>	<b>84</b>

## 9. Expenses

### Depreciation and amortisation included in statement of comprehensive income

	2012 \$000	2011 \$000
Depreciation of property and equipment	46	70
Depreciation of demo and loan devices	73	73
Amortisation of leasehold improvements	15	42
Amortisation of patents and licenses	162	225
Amortisation of software	171	179
	<b>467</b>	<b>589</b>
Depreciation of operating lease and PSA devices (i)	107	76
	<b>574</b>	<b>665</b>

(i) This depreciation relates to devices on operating lease or PSA and has been included in cost of goods sold.

### Employee benefits expense

	2012 \$000	2011 \$000
Wages and salaries	4,623	5,016
Superannuation	197	214
Annual leave & long service leave	138	246
Motor vehicle novated lease payments	90	80
Payroll tax	293	323
Performance & sales bonus	121	300
Other employee benefits	10	19
<b>Sub-total salaries and benefits</b>	<b>5,472</b>	<b>6,198</b>
Share-based payments to employees	654	507
<b>Total salaries and benefits</b>	<b>6,126</b>	<b>6,705</b>

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 9. Expenses (continued)

### Administrative and governance fees and other expenses

The following items are included in administrative and governance fees.

	2012 \$000	2011 \$000
Unrealized (gain) loss on foreign exchange	(359)	2,878

The following items are included in other expenses.

	2012 \$000	2011 \$000
Net loss on property and equipment	1	9

## 10. Income tax

### Income tax expense

The major components of income tax are:

	2012 \$000	2011 \$000
<b>Current income tax</b>		
Current income tax benefit	-	-
<b>Deferred income tax</b>		
Relating to origination and reversal of temporary differences	-	-
<b>Income tax benefit reported in the Statement of Comprehensive Income</b>	-	-

### Statement of comprehensive income disclosure

	2012 \$000	2011 \$000
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A reconciliation between tax expense and the accounting profit before income tax multiplied by the Group's applicable tax rate is as follows:

Accounting profit/(loss) before income tax	(12,342)	(14,822)
Prima facie tax on profit/(loss)	(3,703)	(4,447)
<b>Adjustment for current income tax of previous years</b>		
Expenditure not allowable for income tax purposes	820	2,613
Other assessable income	-	15
Non assessable income	(207)	(9)
Other deductible expenses	(1,039)	(1,657)
Foreign tax rate adjustment	(849)	(683)
Tax losses not recognised	4,977	4,168
<b>Income tax reported in the statement of comprehensive income</b>	-	-

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 10. Income tax (continued)

### Deferred tax disclosures

Deferred income tax at 30 June relates to the following:

	Balance Sheet		Statement of Comprehensive Income	
	2012	2011	2012	2011
	\$000	\$000	\$000	\$000
<b>Deferred tax assets</b>				
Doubtful debts	26	28	-	-
Employee entitlements	139	137	-	-
s40-880 costs	491	654	-	-
Patents and license costs	440	401	-	-
Sundry creditors and accruals	51	55	-	-
Losses available for offset against future taxable income	21,884	17,492	-	-
Revenue received in advance	14	6	-	-
Inventory and other provisions	93	101	-	-
Unrealised foreign exchange losses	776	870	-	-
<b>Deferred tax liabilities</b>				
Income not derived for tax purposes	(11)	(14)	-	-
Property, plant and equipment	(22)	(63)	-	-
	23,881	19,667	-	-
Deferred tax assets not recognisable	(23,881)	(19,667)	-	-
<b>Net deferred tax balance per accounts</b>	-	-	-	-

### Tax losses

The Group has tax losses in Australia of \$36.0 million (2011: \$32.5 million) and tax losses in the United States of USD \$28.4 million (2011: USD \$21.0 million) that are available for offset against future taxable profits of the companies in which the losses arose, subject to satisfying the relevant income tax loss carry forward rules. No deferred tax asset has been recorded in relation to these tax losses.

## 11. Dividends paid and proposed

There were no dividends paid or proposed during the current reporting period or in the prior year.

## 12. Earnings per share

The following reflects the net loss attributable to ordinary equity holders and the weighted average number of ordinary shares used in the calculations of basic earnings per share (in thousands except for share data):

	2012	2011
	\$000	\$000
Net loss used in calculating basic and diluted earnings per share	(12,342)	(14,822)
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	160,255,732	146,441,939
	\$	\$
Basic and diluted loss per share	(0.08)	(0.10)

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 12. Earnings per share (continued)

Subsequent to the close of the current reporting year, the Board has resolved to issue 7,252,561 options to purchase ordinary shares to R Carreon, ImpediMed's newly appointed President and CEO, under the U.S. ESOP plan.

There have been no other transactions, apart from the one mentioned above, involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding between the reporting date and the date of completion of these financial statements.

Diluted EPS is equal to basic because the Group is currently making losses.

## 13. Current assets - cash and cash equivalents

	2012	2011
	\$000	\$000
Cash at bank and in hand	2,522	2,667
Short term deposits	11,992	15,232
<b>Cash and cash equivalents</b>	<b>14,514</b>	<b>17,899</b>

## Reconciliation from net loss after tax to net cash flow from operations

	2012	2011
	\$000	\$000
Net loss after tax	(12,342)	(14,822)
<i>Adjustments for:</i>		
Depreciation and amortisation expense	574	665
Share-based payment expense	763	577
Amounts set aside to provisions	8	85
Unrealised foreign currency (gain) loss	(359)	2,898
<i>Changes in net assets and liabilities:</i>		
<i>Decrease /(increase) in assets:</i>		
Inventories	(326)	(136)
Fixed assets	(145)	(167)
Receivables	(96)	18
Other current and non-current assets	44	(98)
(Decrease)/increase in liabilities		
Current payables	237	(269)
Other current & noncurrent liabilities	(155)	(50)
<b>Net cash used in operating activities</b>	<b>(11,797)</b>	<b>(11,299)</b>



# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 14. Current assets - trade and other receivables

	2012	2011
	\$000	\$000
Trade receivables	568	554
Allowance for impairment loss	(13)	(17)
Interest receivable	38	29
Tax and other receivables	176	107
	<b>769</b>	<b>673</b>

### Allowance for impairment loss on current assets

Trade receivables are non-interest bearing and are generally on 30-60 day terms. A provision for impairment loss is recognised when there is objective evidence that an individual trade receivable is impaired.

Movements in the provision for impairment loss were as follows:

	2012	2011
	\$000	\$000
At 1 July	17	28
Charge for the year	2	12
Amounts reversed	(10)	(15)
Amounts written off (included in administrative and governance expenses)	3	(4)
Foreign exchange translation	1	(4)
At 30 June	<b>13</b>	<b>17</b>

The remaining receivables past due but not considered impaired are considered immaterial by management.

### Related party receivables

For terms and conditions of related party receivables refer to note 23.

### Fair value and credit risk

Due to the short-term nature of these receivables, the carrying value is assumed to approximate its fair value.

The maximum exposure to credit risk is the fair value of the receivables. Collateral is not held as security, nor is it the Group's policy to transfer (on-sell) receivables to special purpose entities.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 15. Current assets - inventories

	2012 \$000	2011 \$000
Raw Materials (at cost)	908	761
Sub-assemblies (at cost)	324	324
Finished Goods (at cost)	631	396
Provision for obsolete inventory (i)	(207)	(204)
Total inventories at the lower of cost and net realisable value	1,656	1,277

- (i) Due to the nature of many of the test & measurement division products, there are both custom and catalogue components in the product bills of materials that need to be purchased in minimum lot sizes that may be held in component inventory for extended periods of time. While the parts are still currently used, the Group has reviewed the usage of each part and provided an obsolescence provision against those parts that have minimal usage rates. The catalogue components do typically have some value on the electronics parts clearance markets, and it is possible that the Group may liquidate some of the slow moving excess in the test and measurement division inventory.

Inventory write-downs recognised as an expense in cost of sales totalled \$4,000 (2011: \$99,000) for the Group.

## 16. Non-current assets - other financial assets

	2012 \$000	2011 \$000
Deposits - premise leases (i)	17	17
Restricted cash (ii)	74	71
Carrying amount of non-current assets	91	88

- (i) The deposits on the premise leases are held until conclusion of the lease.  
(ii) The restricted cash are funds held in term deposits as security on the premise lease and will be held until the earlier of voluntary release by landlord or conclusion of lease.

### Fair values

Details regarding fair values are disclosed in note 4.

### Interest rate risk

Details regarding interest rate risk exposure are disclosed in note 3.

### Credit risk

The maximum exposure to credit risk at the reporting date is the higher of the carrying value and fair value of each class of receivables. No collateral is held as security.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 17. Non-current assets – property and equipment

### Reconciliation of carrying amounts at the beginning and end of the period

	Leased, Demo & Loan Devices	Leasehold Improvements	Property & Machinery	Computer Equipment	Total
	\$000	\$000	\$000	\$000	\$000
<b>Year ended 30 June 2012</b>					
<b>At 1 July 2011 net of accumulated depreciation</b>	<b>269</b>	<b>30</b>	<b>97</b>	<b>29</b>	<b>425</b>
Additions	-	-	69	-	69
Disposals	-	-	(3)	-	(3)
Transfers from inventory	144	-	4	-	148
Depreciation charge for the year	(180)	(15)	(26)	(20)	(241)
Effect of foreign exchange	1	-	4	1	6
<b>At 30 June 2012 net of accumulated depreciation</b>	<b>234</b>	<b>15</b>	<b>145</b>	<b>10</b>	<b>404</b>
<b>At 30 June 2012</b>					
Cost or fair value	783	154	293	232	1,462
Accumulated depreciation	(549)	(139)	(148)	(222)	(1,058)
<b>Net carrying amount</b>	<b>234</b>	<b>15</b>	<b>145</b>	<b>10</b>	<b>404</b>

	Leased, Demo & Loan Devices	Leasehold Improvements	Property & Machinery	Computer Equipment	Total
	\$000	\$000	\$000	\$000	\$000
<b>Year ended 30 June 2011</b>					
<b>At 1 July 2010 net of accumulated depreciation</b>	<b>238</b>	<b>78</b>	<b>143</b>	<b>80</b>	<b>539</b>
Additions	-	-	-	-	-
Disposals	-	-	-	(2)	(2)
Transfers from inventory	183	-	-	-	183
Depreciation charge for the year	(149)	(42)	(31)	(39)	(261)
Effect of foreign exchange	(3)	(6)	(15)	(10)	(34)
<b>At 30 June 2011 net of accumulated depreciation</b>	<b>269</b>	<b>30</b>	<b>97</b>	<b>29</b>	<b>425</b>
<b>At 30 June 2011</b>					
Cost or fair value	634	152	221	229	1,236
Accumulated depreciation	(365)	(122)	(124)	(200)	(811)
<b>Net carrying amount</b>	<b>269</b>	<b>30</b>	<b>97</b>	<b>29</b>	<b>425</b>

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 18. Non-current assets - intangible assets and goodwill

### Reconciliation of carrying amounts at the beginning and end of the period

	Software \$000	Patents and Licenses \$000	Goodwill \$000	Total \$000
<b>Year ended 30 June 2012</b>				
<b>At 1 July 2011 net of accumulated amortisation and impairment</b>	<b>209</b>	<b>158</b>	<b>1,711</b>	<b>2,078</b>
Additions	-	24	-	24
Amortisation	(171)	(162)	-	(333)
Effect of foreign exchange	6	4	73	83
<b>At 30 June 2012 net of accumulated amortisation and impairment</b>	<b>44</b>	<b>24</b>	<b>1,784</b>	<b>1,852</b>
<b>At 30 June 2012</b>				
Cost (gross carrying amount)	744	1,009	1,784	3,537
Accumulated amortisation and impairment	(700)	(985)	-	(1,685)
<b>Net carrying amount</b>	<b>44</b>	<b>24</b>	<b>1,784</b>	<b>1,852</b>

### Reconciliation of carrying amounts at the beginning and end of the period

	Software \$000	Patents and Licenses \$000	Goodwill \$000	Total \$000
<b>Year ended 30 June 2011</b>				
<b>At 1 July 2010 net of accumulated amortisation and impairment</b>	<b>466</b>	<b>454</b>	<b>2,117</b>	<b>3,037</b>
Additions	-	-	-	-
Amortisation	(179)	(225)	-	(404)
Effect of foreign exchange	(78)	(71)	(406)	(555)
<b>At 30 June 2011 net of accumulated amortisation and impairment</b>	<b>209</b>	<b>158</b>	<b>1,711</b>	<b>2,078</b>
<b>At 30 June 2011</b>				
Cost (gross carrying amount)	715	1,469	1,711	3,895
Accumulated amortisation and impairment	(506)	(1,311)	-	(1,817)
<b>Net carrying amount</b>	<b>209</b>	<b>158</b>	<b>1,711</b>	<b>2,078</b>

### Description of the Group's intangible assets and goodwill

#### Software

The Group's software intangible includes employee personal productivity PC software tools and the Group's investment in its Enterprise Resource Planning (ERP) system and Customer Relationship Management (CRM) system.

Software costs are carried at cost less accumulated amortisation and accumulated impairment losses. The intangible asset has been assessed as having a finite life and is amortised using the straight line method over a period of four years. The amortisation has been recognised in the statement of comprehensive income in the line item "depreciation and amortisation". If an impairment indication arises, the recoverable amount is estimated and an impairment loss is recognised to the extent that the recoverable amount is lower than the carrying amount.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

### 18. Non-current assets - intangible assets and goodwill (continued)

#### Impairment tests for goodwill and intangible assets with indefinite useful lives

##### *Patents and licenses*

The Group holds three licences and numerous patents. All patents and licences are carried at cost less accumulated amortisation and impairment losses. These intangible assets have been determined to have a finite life and are amortised using the straight line method over a useful life of between five and twenty years. The amortisation has been recognised in the statement of comprehensive income in the line item “depreciation and amortisation”. Patents and licences are subject to impairment testing whenever there is an indication of impairment.

No impairment loss has been recognised for the years ended 30 June 2012 or 2011.

##### *Goodwill*

After initial recognition, goodwill acquired in a business combination is measured at cost less any accumulated impairment losses. Goodwill is not amortised but is subject to impairment testing on an annual basis or whenever an indication of impairment arises.

##### *Description of the Group's cash generating units (CGUs)*

For the purposes of impairment testing, the Group has allocated the goodwill to the Medical CGU which comprises the business supplying bioimpedance and bioimpedance spectroscopy devices for use by clinicians and allied health professionals. The key focus of the Medical CGU is devices for the subclinical assessment of lymphoedema in cancer survivors, though it also takes in devices used in body composition, and other areas of fluid status measurement. The Medical CGU is the core business of the Group and the part of the business forecasting substantial growth. There was no impairment in financial years 2012 and 2011.

##### *Relationship of the intangible assets with the CGUs*

The only intangible asset in the Group with an indefinite useful life is goodwill.

The goodwill has been allocated to the Medical CGU and arose from the acquisition of XiTRON in 2007. The goodwill is aligned to the objectives of the acquisition which were to eliminate the risk of legal action for infringement of XiTRON's patent, and secondly to establish a base in the U.S. for the Medical CGU to service and support the Group's medical business there.

Therefore in undertaking impairment testing, it is the Medical CGU which has been assessed.

##### *Details of Impairment testing*

Impairment testing has been performed by calculating the value in use of the CGU. This has been prepared using a discounted cash flow forecast for the CGU for ten years and analysed to the net present value (NPV) of cash flows noting no impairment is required.

A ten-year forecast has been used because the Medical CGU is creating new markets, and working through commercialisation milestones in the near term and therefore a ten year forecast is appropriate to reflect the value of the Medical CGU.

The calculation of a value in use for the Medical CGU is most sensitive to:

- 1) increased revenue arising from the following factors / considerations:
  - product acceptance and rate of adoption (by clinicians) particularly in the U.S.;
  - progress in having a Category III reimbursement code accepted by healthcare payer's to reimburse physicians for the use of the L-Dex test;
  - the continuation of an environment where there are no cleared competitive products in the U.S. lymphoedema clinical assessment market;
- 2) ability to sell products at amounts in excess of both cost of sales and general operating costs; and
- 3) the ability of the Group to have cash funding sufficient to execute the current business plan.

All assumptions used in the calculation are based on budgets and forecasts and consider the size of markets available to the Group. Management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

In calculating the value in use, a discount rate of 20% pre-tax has been used in financial years 2012 and 2011.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 19. Current liabilities - trade and other payables

	2012 \$000	2011 \$000
Trade payables	1,034	744
Employment and sales tax payables	131	158
Other accruals and payables	523	449
<b>Carrying amount of trade and other payables</b>	<b>1,688</b>	<b>1,351</b>

Trade payables are non-interest bearing and normally settle on 30 days terms. Other accruals and payables are non-interest bearing and normally settle on 30-60 day terms.

### Fair value

Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value.

### Interest rate, foreign exchange and liquidity risk

Information regarding interest rate, foreign exchange and liquidity risk exposure is set out in note 3.

## 20. Provisions

	2012 \$000	2011 \$000
<b>Current</b>		
Employee benefits	485	584
Warranty provision	25	32
Office lease - make good provision	8	8
	<b>518</b>	<b>624</b>
<b>Non-current</b>		
Deferred rent liability	25	40
Employee benefits	59	94
Office lease - make good provision	14	13
	<b>98</b>	<b>147</b>

### Movements in provisions

Movements in each class of provision during the financial year, other than provisions relating to employee benefits, are set out below:

	Warranty provision \$000	Deferred rent liability \$000	Make good provision \$000
At 1 July 2011	32	40	21
Arising during the year	8	-	-
Utilised	(15)	(16)	-
Exchange differences	-	1	1
<b>At 30 June 2012</b>	<b>25</b>	<b>25</b>	<b>22</b>



# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 20. Provisions (continued)

### Movements in provisions (continued)

	Warranty provision \$000	Deferred rent liability \$000	Make good provision \$000
At 1 July 2010	32	65	23
Arising during the year	23	-	1
Utilised	(23)	(13)	-
Exchange differences	-	(12)	(3)
At 30 June 2011	32	40	21

### Nature and timing of provisions

#### *Employee benefits*

Employee benefits comprise accrued entitlements for annual leave, performance pay and superannuation contributions (all current) and for long service leave (non-current). Refer to note 2(r) for the relevant accounting applied in the measurement of this provision.

#### *Warranty provision*

A provision for warranty is recognised for expected warranty claims on products sold during the last year, based on past experience of the level of repairs and returns and on the one-year warranty period for all products sold. It is expected that these costs will be incurred during the next financial year.

#### *Deferred rent*

A provision for deferred rent is recognised for fixed increases in office leases and for rent free periods for the term of the leases.

#### *Make good provision*

To comply with office lease agreements, the Group must restore leased premises at its corporate offices in Brisbane and San Diego to its original condition at the end of both lease terms in 2013. Because of the nature of the liability, the greatest uncertainty in estimating the provision is the cost that will ultimately be incurred. The provision has been calculated using pre-tax discount rates of 5.2% and 1% for the Brisbane and San Diego offices, respectively.

## 21. Contributed equity

### Ordinary shares

	2012 \$000	2011 \$000
Ordinary shares fully paid	106,102	98,004
	106,102	98,004

Ordinary shares fully paid include transactions costs of \$0.6 million (2011: \$0.8 million) pertaining to the cost of capital raised during the current reporting period. Fully paid ordinary shares carry one vote per share and carry the right to dividends.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 21. Contributed equity (continued)

### Ordinary shares (continued)

	Number of Shares	\$000
At 1 July 2010	136,014,291	84,559
Issued during the period as a result of:		
Issue of ordinary shares(i)	20,482,770	14,280
Transactions costs	-	(835)
At 30 June 2011	156,497,061	98,004
Issued during the period as a result of:		
Issue of ordinary shares(i)	24,816,994	8,679
Transactions costs	-	(581)
At 30 June 2012	181,314,055	106,102

- (i) Includes 85,000 (2011: 208,750) restricted shares which were quoted upon vesting. These shares are subject to the terms of the employee performance share plan and under the plan are subject to escrow for 10 years from issue, or an earlier time should the employee leave the employment of the Group, or apply to the board for release of the shares from escrow.

### Capital management

There are no externally imposed capital requirements on the Group. When managing capital, management's objective is that the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management and the Directors will from time to time evaluate the Group's capital structure with a view to optimising its cost of capital.

The Group currently maintains a negative debt to equity ratio which is in part the result of the high cost of debt in a cash burn business.

	2012 \$000	2011 \$000
<b>Total borrowings (i)</b>	<b>1,688</b>	1,351
Less cash and cash equivalents	(14,514)	(17,899)
<b>Net debt</b>	<b>(12,826)</b>	(16,548)
Total equity	17,310	20,683
<b>Total capital</b>	<b>4,484</b>	4,135
<b>Net Debt to Equity Ratio</b>	<b>n/a</b>	n/a

- (i) Trade and other payables

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 22. Reserves

### Movements in other reserves

	Performance share reserve	Share options reserve	Foreign currency translation	Total
	\$000	\$000	\$000	\$000
At 1 July 2010	287	2,553	142	2,982
Foreign currency translation	-	-	(747)	(747)
Share-based payment	2	575		577
At 30 June 2011	289	3,128	(605)	2,812
Foreign currency translation	-	-	108	108
Share-based payment	-	763	-	763
At 30 June 2012	289	3,891	(497)	3,683

The Group maintains two employee share option schemes (ESOP); one for the Australian based employees and one for the U.S. based employees. The Australian ESOP was adopted during the financial year ending 30 June 2004 which was extended in June 2008. The U.S. ESOP was adopted during the financial year ending 30 June 2008.

All options issued under both schemes must be issued with an exercise price no less than fair market value. The actual exercise price will be determined by a committee of Directors, which is generally determined to be the Parent's average stock price over the three days prior to the option grant. No options provide dividend or voting rights to the holders. Further details are provided in Note 26.

At 30 June 2012 there were 20,786,246 (30 June 2011: 19,574,283) unissued ordinary shares in respect of 8,307,746 (30 June 2011: 7,095,783) unlisted options, nil (30 June 2011: nil) performance shares and 12,478,500 (30 June 2011: 12,478,500) listed options.

### Nature and purpose of reserves

#### *Performance share reserve and share options reserve*

The share option and performance share reserves are used to record the value of share-based payments provided to employees, including KMP, as part of their remuneration. Refer to Note 26 for further details of these plans.

#### *Foreign currency translation reserve*

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 23. Related party disclosure

### Subsidiaries

The consolidated financial statements include the financial statements of ImpediMed Limited and the subsidiaries listed in the following table:

Name	Country of incorporation	% Equity interest	
		2012	2011
ImpediMed, Inc.	United States	100	100
XiTRON Technologies, Inc.	United States	100	100

### Ultimate parent

ImpediMed Limited is the ultimate Australian parent entity.

### Key management personnel

Details relating to key management personnel, including remuneration paid, are included in note 24.

For the year ended 30 June 2012, no transactions with key management personnel occurred that would be considered related party transactions other than pre-paid expenses of \$9,000 relating to a travel advance to the Senior Vice President Corporate Development that remains outstanding at 30 June 2012 (2011: \$9,000).

### Transactions with Directors

Details relating to Directors, including remuneration paid, are included in note 24.

For the year ended 30 June 2012, no new transactions with Directors occurred that would be considered related party transactions except \$20,000 paid to Mel Bridges, Non-executive Director for consulting services related to access to certain business opportunities. There were no amounts due to Mr. Bridges at 30 June 2012 or 2011.

For the year ended 30 June 2011, no new transactions with Directors occurred that would be considered related party transaction, other than payments to a consultant who is related to the CEO. Services rendered during the year ended 30 June 2011 totalled \$58,000. Amounts payable to this related party at 30 June 2011 were \$8,000. A \$25,000 travel advance to the CEO during the year ended 30 June 2010 was utilised during the year ended 30 June 2011.

Transactions with this and all related parties are made at arm's length both at normal market prices and on normal commercial terms.

#### *Terms and conditions of transactions with related parties:*

Sales to and purchases from related parties are made in arms length transactions both at normal market prices and on normal commercial terms.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 24. Key management personnel

### Compensation of key management personnel

	2012	2011
	\$000	\$000
Short-term employee benefits	1,721	2,334
Post employment benefits	109	122
Share-based payment	341	339
<b>Total compensation</b>	<b>2,171</b>	<b>2,795</b>

### Remuneration Option holdings of key management personnel (ESOP) (i)

30 June 2012	Balance at 30 June 2011	Granted as remuneration	Net change other (ii)	Balance at 30 June 2012	Not yet vested	Vested & exercisable
<b>Directors</b>						
C Hirst	-	-	-	-	-	-
M Bridges	-	-	-	-	-	-
J Hazel	-	-	-	-	-	-
M Kriewaldt	-	-	-	-	-	-
M Panaccio	-	-	-	-	-	-
G Brown (iii)	2,247,673	230,000	(249,225)	2,228,448	153,333	2,075,115
<b>Executives</b>						
P Brooker	500,000	570,000	(240,000)	830,000	213,334	616,666
J Butler	597,500	610,000	(400,000)	807,500	140,000	667,500
W Gearhart	500,000	500,000	(400,000)	600,000	233,333	366,667
D Myll (iv)	166,667	-	(166,667)	-	-	-
J Honeycutt (v)	200,000	-	(200,000)	-	-	-
<b>Total</b>	<b>4,211,840</b>	<b>1,910,000</b>	<b>(1,655,892)</b>	<b>4,465,948</b>	<b>740,000</b>	<b>3,725,948</b>

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 24. Key management personnel (continued)

### Compensation of key management personnel (continued)

#### Remuneration Option holdings of key management personnel (ESOP) (i) (continued)

30 June 2011	Balance at 30 June 2010	Granted as remuneration	Net change other (ii)	Balance at 30 June 2011	Not yet vested	Vested & exercisable
<b>Directors</b>						
M Bridges	-	-	-	-	-	-
J Hazel	-	-	-	-	-	-
C Hirst	-	-	-	-	-	-
M Kriewaldt	-	-	-	-	-	-
M Panaccio	-	-	-	-	-	-
G Brown (iii)	2,247,673	-	-	2,247,673	83,334	2,164,339
<b>Executives</b>						
P Brooker	200,000	300,000	-	500,000	266,666	233,334
J Butler	647,500	-	(50,000)	597,500	45,000	552,500
W. Gearhart	-	500,000	-	500,000	333,333	166,667
B Robinson	363,000	-	(16,667)	346,333	45,000	301,333
D Myll (iv)	500,000	-	(333,333)	166,667	-	166,667
J Honeycutt (v)	300,000	-	(100,000)	200,000	-	200,000
<b>Total</b>	<b>4,258,173</b>	<b>800,000</b>	<b>(500,000)</b>	<b>4,558,173</b>	<b>773,333</b>	<b>3,784,840</b>

- (i) The remuneration options shown in the tables above exclude IPO options (ASX:IPDO) which are not part of remuneration, and which any Directors or executives holding the IPO options subscribed for at IPO or purchased on the market.
- (ii) Net change other reflects options forfeited either due to performance adjustment calculations or through leaving the Group and entitlements to exercise within a defined period from final employment date expiring or normal expirations at the end of the option expiry period.
- (iii) G Brown's 230,000 options granted during 2012 as remuneration were approved by shareholders at the Annual General Meeting in November 2011.
- (iv) D Myll resigned as CFO 18 October 2010.
- (v) J Honeycutt resigned as SVP Operations 31 May 2011.



# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 24. Key management personnel (continued)

### Ordinary and restricted shareholdings of key management personnel

30 June 2012	Balance at 30 June 2011	Granted as remuneration	Net change other (i)	Balance at 30 June 2012
<b>Directors</b>				
C Hirst	271,886	-	67,973	339,859
M Bridges	4,775,638	-	436,619	5,212,257
J Hazel	303,206	-	75,803	379,009
M Kriewaldt	256,659	-	64,166	320,825
M Panaccio (ii)	24,593,145	-	48,795	24,641,940
G Brown	4,867,092	-	85,000	4,952,092
		-		
<b>Executives</b>				
P Brooker	-	-	-	-
J Butler	74,000	-	-	74,000
B Gearhart	-	-	-	-
D Myll	-	-	-	-
J Honeycutt	-	-	-	-
<b>Total</b>	<b>35,141,626</b>	<b>-</b>	<b>678,356</b>	<b>35,919,982</b>

30 June 2011	Balance at 30 June 2010	Granted as remuneration	Net change other (i)	Balance at 30 June 2011
<b>Directors</b>				
M Bridges	4,754,209	-	21,429	4,775,638
G Brown	4,867,092	-	-	4,867,092
J Hazel	281,777	-	21,429	303,206
C Hirst	229,028	-	42,858	271,886
M Kriewaldt	235,230	-	21,429	256,659
M Panaccio (ii)	24,571,716	-	21,429	24,593,145
<b>Executives</b>				
P Brooker	-	-	-	-
J Butler	24,666	-	49,334	74,000
B Gearhart	-	-	-	-
B Robinson	222,853	-	33,333	256,186
D Myll	-	-	-	-
J Honeycutt	-	-	-	-
<b>Total</b>	<b>35,186,571</b>	<b>-</b>	<b>211,241</b>	<b>35,397,812</b>

(i) Net change other reflects sales, purchases or transfers of ownership of shares.

(ii) The shareholding shown against M Panaccio include deemed interests as a result of Dr. Panaccio being a substantial shareholder who holds 13.6% of the Parent.

This table of ordinary shareholdings excludes shares granted but not vested under the ImpediMed Performance Share Plan, which are disclosed in the next table and which are in addition to the shares in this table. This table includes restricted shares issued upon vesting of performance awards.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 24. Key management personnel (continued)

### Performance shareholdings of key management personnel

There were no performance share grants or movement for the year ending 30 June 2012. The balance for all directors and executives remained nil.

30 June 2011	Balance at 30 June 2010	Granted as remuneration	Net change Other (i)	Balance at 30 June 2011	Vested	Forfeited
<b>Directors</b>						
M Bridges	-	-	-	-	-	-
G Brown	-	-	-	-	-	-
J Hazel	-	-	-	-	-	-
C Hirst	-	-	-	-	-	-
M Kriewaldt	-	-	-	-	-	-
M Panaccio	-	-	-	-	-	-
<b>Executives</b>						
P Brooker	-	-	-	-	-	-
J Butler	49,334	-	(49,334)	-	-	-
B Gearhart	-	-	-	-	-	-
B Robinson	33,333	-	(33,333)	-	-	-
D Myll	-	-	-	-	-	-
J Honeycutt	-	-	-	-	-	-
Total	82,667	-	(82,667)	-	-	-

(i) Net change other reflects options forfeited either due to performance adjustment calculations or through leaving the Group, entitlements to exercise within a defined period from final employment date expiring or the issuance of ordinary restricted shares upon vest.

To reward the performance of individuals under the Performance Share plan most effectively, the Board has elected to base performance measurement on predetermined goals and key performance indicators (KPIs) of each individual under the plan.

After internal reviews, each employee is given his/her own percentage based on accomplishment of the measurable goals.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 24. Key management personnel (continued)

### IPO Option (ASX; IPDO) holdings of key management personnel

30 June 2012	Balance at 1 July 2011	Granted as remuneration	Net change other (i)	Balance at 30 June 2012
<b>Directors</b>				
C Hirst	17,250	-	-	17,250
M Bridges	45,000	-	-	45,000
J Hazel	33,750	-	-	33,750
M Kriewaldt	-	-	-	-
M Panaccio	2,877,700	-	-	2,877,700
G Brown	14,000	-	-	14,000
<b>Executives</b>				
P Brooker	-	-	-	-
J Butler	-	-	-	-
B Gearhart	-	-	-	-
<b>Total</b>	<b>2,987,700</b>	<b>-</b>	<b>-</b>	<b>2,987,700</b>

30 June 2011	Balance at 1 July 2010	Granted as remuneration	Net change other (i)	Balance at 30 June 2011
<b>Directors</b>				
M Bridges	45,000	-	-	45,000
G Brown	14,000	-	-	14,000
J Hazel	33,750	-	-	33,750
C Hirst	17,250	-	-	17,250
M Kriewaldt	-	-	-	-
M Panaccio	2,877,700	-	-	2,877,700
<b>Executives</b>				
P Brooker	-	-	-	-
J Butler	-	-	-	-
B Gearhart	-	-	-	-
B Robinson	-	-	-	-
D Myll	-	-	-	-
J Honeycutt	-	-	-	-
<b>Total</b>	<b>2,987,700</b>	<b>-</b>	<b>-</b>	<b>2,987,700</b>

(i) Net change other reflects options issued or exercised in the period.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 25. Auditor's remuneration

	2012	2011
<b>Amounts received or due and receivable</b>		
<b>By Ernst &amp; Young Australia for:</b>		
audit and review of financial report of the entity	161,505	153,597
other services to the entity		-
<b>By other auditors for:</b>		
other audit related services to the entity	-	-
	<b>161,505</b>	<b>153,597</b>

## 26. Share-based payment plans

### Recognised share-based payment expenses

The expense recognised for share-based payments during the year is shown in the table below:

	2012 \$000	2011 \$000
Expense arising from equity-settled share-based payment transactions – employees	654	507
Expense arising from equity-settled share-based payment transactions – consultants	109	70
Total expense arising from share-based payment transactions	<b>763</b>	<b>577</b>

The share-based payment plans are described below. There have been no cancellations or modification to any of the plans during 2012 and 2011.

During the year ending 30 June 2012, the Group modified several share option awards providing extended vesting and exercise terms for certain employees resulting in an incremental expense of \$10,000 (2011: \$49,000).

### (a) Types of share-based payment plans

#### Employee share option plans (ESOP)

The Group has two ESOP schemes it operates, one for eligible Australian employees and one for eligible U.S. employees.

##### *5% limit under ASIC class order 03/184*

The ESOP for the Australian employees follows the 5% limit under the ASIC class order 03/184 in relation to the total amount of shares that may be issued to Australian employees. One of these conditions is that the number of options offered to an eligible employee in Australia, when added to the number of securities previously issued under any employee incentive scheme (including options previously issued under the option plan and shares under an employee share plan) to Australian employees over the last five years (but excluding options that have since lapsed), is less than 5% of the total number of shares on issue at the time of the offer (5% limit). The class order also sets out a number of exceptions where the issue of securities in certain circumstances are excluded from the 5% limit calculation.

One relevant exception to the 5% limit calculation is the offer or issue of securities to persons outside Australia at the time they receive the offer. Accordingly, options offered to employees in the U.S. under the Group's U.S. ESOP are excluded from the 5% limit calculation.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

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### 26. Share-based payment plans (continued)

#### (a) Types of share-based payment plans (continued)

##### Employee share option plans (ESOP) (continued)

###### *Issue of options excluded from Group's 15% limit under ASX Listing Rule 7.1*

At the Company's November 2010 AGM, shareholders approved the issue of options under both the Australian ESOP and the U.S. ESOP for the next three years for the purpose of exception 9 of ASX Listing Rule 7.2. This means that any issue of options (or the issue of shares upon the exercise of options) under either plan up to 23 November 2013 will not count towards the Group's 15% limit under ASX Listing Rule 7.1.

###### *ESOP schemes terms and conditions*

Share options are granted to eligible employees of and collaborators with the Group at the discretion of the Board of Directors. In granting the options, which are issued for nil consideration, the Directors evaluate potential participants with respect to their abilities, experience, responsibilities and their contribution to the Group.

When a participant ceases to be eligible to continue participating in the plan prior to vesting their share options, the unvested share options are forfeited. The participant has 30 days to exercise vested options after cessation of employment.

In the event of a change of control of the Group, at the discretion of the Board of Directors, all options vest immediately.

The contractual life of each option granted is specified by the stock option agreement not to exceed ten years from the date of grant. There are no cash settlement alternatives. The options issued under the plan cannot be transferred and are not quoted as tradeable instruments on the ASX.

Share options issued during the period generally vest in three tranches at the first, second and third anniversary dates of the grant or vest in three tranches at the end of the first, second and third years from grant.

Share options issued to new employees during the period vest in three tranches at the end of the first, second and third calendar years of employment.

Vesting of certain options issued to employees during the period is impacted by the performance percentage achieved against KPIs by the employee during the calendar year in which the options or shares were granted. The performance percentage achieved during the calendar year in which the options or shares were granted is multiplied by the number of options or shares granted to give a performance adjusted entitlement (PAE) that vests 1/3 at the end of the performance year in question, 1/3 the following year, and 1/3 the second year following the performance year subject to certain other vesting conditions.

Options from a tranche once vested may be exercised for a term of five years.

##### Chief executive option plan

Options issued to the Chief Executive are issued outside the ESOP schemes as the plans exclude the participation of the CEO. The primary effect of the exclusion is the loss of the ability to defer tax on the receipt of the option. Notwithstanding the exclusion from the plans, the options were issued subject to the same terms and conditions as if they were part of the ESOP schemes except the share options issued in 2004, which are vested, may be exercised for a term of seven years. All CEO option grants are subject to approval by the shareholders.

##### Performance share plan

Performance shares are issued to eligible employees and contractors in recognition of their contribution to the performance of the Group and are subject to meeting individual performance hurdles. All performance shares were issued at the discretion of the Board of Directors and are issued for nil consideration.

Performance shares granted in 2007 vested in three tranches at 31 December 2007, 2008 and 2009 respectively. In the event of a change of control, the restrictions which apply to performance shares may cease at the discretion of the Board of Directors.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 26. Share-based payment plans (continued)

### (a) Types of share-based payment plans (continued)

#### Performance share plan (continued)

The fair value of the performance shares is measured by using the weighted average stock price for ImpediMed Limited over the three working days prior to the grant date multiplied by the number of eligible shares. The number of eligible shares is measured using a combination of the probability of future service and the achievement of specific goals.

### (b) Summary of options and performance shares

The following table illustrates the number of shares (Number) and weighted average exercise price (WAEP) of share options under the ESOP schemes.

	2012		2011	
	Number	WAEP\$(i)	Number	WAEP\$
<b>Balance at the beginning of the year</b>	<b>4,848,110</b>	<b>0.76</b>	4,788,507	0.75
Granted during the year	<b>3,681,000</b>	<b>0.46</b>	1,255,000	0.77
Forfeited during the year	<b>(816,443)</b>	<b>0.67</b>	(492,964)	0.75
Exercised during the year			-	-
Expired during the year	<b>(1,633,369)</b>	<b>0.55</b>	(702,433)	0.77
<b>Balance at the end of the year</b>	<b>6,079,298</b>	<b>0.63</b>	4,848,110	0.76
<b>Exercisable at 30 June</b>	<b>4,282,365</b>	<b>0.67</b>	3,558,273	0.75

- (i) Following the 2012 rights issues all outstanding options were re-priced pursuant to ASX Listing Rule 6.22 resulting in a reduction in exercise price of all outstanding options by approximately 1.8 cent per option.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 26. Share-based payment plans (continued)

### (b) Summary of options and performance shares (continued)

The year-end balance is represented by:

	Number of options	Exercise price \$(i)	Expire date
	33,334	0.8330	29-Jul-12
	16,666	0.8330	28-Oct-12
	50,000	0.8330	23-Nov-12
	50,000	0.8330	30-Sep-12
	13,332	0.8330	24-Dec-12
	94,999	0.6790	29-May-13
	266,865	0.6977	31-Dec-13
	95,002	0.6790	29-May-14
	375,399	0.7616	31-Dec-14
	266,864	0.6977	31-Dec-14
	20,000	0.6652	31-Dec-14
	180,000	0.6818	10-Dec-15
	375,399	0.7616	31-Dec-15
	266,870	0.6977	31-Dec-15
	21,667	0.6418	31-Dec-15
	20,000	0.6652	31-Dec-15
	266,667	0.7718	31-Dec-15
	80,000	0.4518	31-Dec-16
	228,667	0.4618	31-Dec-16
	5,000	0.5818	31-Dec-16
	21,667	0.6418	31-Dec-16
	20,000	0.6652	31-Dec-16
	24,167	0.6818	31-Dec-16
	375,401	0.7616	31-Dec-16
	446,667	0.7718	31-Dec-16
	80,000	0.4518	30-Jun-17
	418,001	0.4618	30-Jun-17
	10,000	0.5818	30-Jun-17
	150,000	0.4318	30-Jun-17
	9,999	0.5118	30-Jun-17
	212,000	0.4618	31-Dec-17
	150,000	0.4318	31-Dec-17
	5,000	0.5818	31-Dec-17
	21,666	0.6418	31-Dec-17
	24,167	0.6818	31-Dec-17
	266,666	0.7718	31-Dec-17
	418,002	0.4618	30-Jun-18
	9,999	0.5118	30-Jun-18
	10,000	0.5818	30-Jun-18
	211,998	0.4618	31-Dec-18
	5,000	0.5818	31-Dec-18
	24,166	0.6818	31-Dec-18
	417,999	0.4618	30-Jun-19
	10,002	0.5118	30-Jun-19
	10,000	0.5818	30-Jun-19
	<b>6,079,298</b>		



# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 26. Share-based payment plans (continued)

### (b) Summary of options and performance shares (continued)

#### Chief Executive Option Plan

The following table illustrates the number (No) and weighted average exercise price (WAEP\$) of share options under the Chief Executive Option Plan:

	2012		2011	
	No	WAEP\$ (i)	No	WAEP\$
Balance at the beginning of the year	2,247,673	0.86	2,247,673	0.84
Granted during the year	230,000	0.58	-	-
Forfeited during the year			-	-
Exercised during the year			-	-
Expired during the year	(249,225)	0.64	-	-
Balance at the end of the year	2,228,448	0.84	2,247,673	0.86
Exercisable at 30 June	2,075,115	0.86	2,164,339	0.86

The year-end balance is represented by:

	Number of options	Exercise price(i) (\$)	Expiry date
	166,667	0.87	31-Jul-12
	166,667	0.99	31-Jul-12
	249,224	0.64	31-Dec-12
	166,667	0.87	31-Jul-13
	166,667	0.99	31-Jul-13
	249,224	0.64	31-Dec-13
	83,333	0.98	30-Jun-14
	166,666	0.87	31-Jul-14
	166,666	0.99	31-Jul-14
	83,333	0.98	31-Dec-14
	83,334	0.98	30-Jun-15
	83,333	0.98	31-Dec-15
	83,333	0.98	30-Jun-16
	26,667	0.58	31-Dec-16
	83,334	0.98	31-Dec-16
	50,000	0.58	30-Jun-17
	26,667	0.58	31-Dec-17
	50,000	0.58	30-Jun-18
	26,666	0.58	31-Dec-18
	50,000	0.58	30-Jun-19
	<b>2,228,448</b>		

- (i) Following the 2012 rights issues all outstanding options were re-priced pursuant to ASX Listing Rule 6.22 resulting in a reduction in exercise price of all outstanding options by approximately 1.8 cent per option.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 26. Share-based payment plans (continued)

### (b) Summary of options and performance shares (continued)

#### Performance share plan

The following table illustrates the number of performance shares under the Performance Share Plan:

	2012	2011
Balance at the beginning of the year	-	247,507
Granted during the year	-	-
Shares issued	-	(207,507)
Forfeited during the year	-	(40,000)
Not granted during the year	-	-
Expired during the year	-	-
Balance at the end of the year	-	-

### (c) Weighted average remaining contractual life

#### Employee share option plans

The weighted average remaining contractual life for the share options outstanding as at 30 June 2012 is 4.3 years (2011: 3.9 years).

#### Chief executive option plan

The weighted average remaining contractual life for the share options outstanding as at 30 June 2012 is 2.1 years (2011: 2.4 years).

### (d) Range of exercise prices

#### Employee share option plans

The range of exercise prices for options outstanding as at 30 June 2012 is \$0.43-\$0.83 (2011: \$0.66-\$0.85).

#### Chief executive option plan

The range of exercise prices for options outstanding as at 30 June 2012 is \$0.58-\$0.99 (2011: \$0.66-\$1.01).

### (e) Weighted average fair value

#### Employee share option plan (ESOP)

The weighted average fair value of options granted during the year was \$0.36 (2011: \$0.77).

#### Chief executive option plan

The weighted average fair value of options granted during the year was \$0.45. There were no CEO options granted in financial year 2011.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 26. Share-based payment plans (continued)

### (f) Option pricing model

The fair value of the equity-settled share options granted under the ESOP schemes and the Chief Executive Option Plan is estimated as at the date of grant using the Black Scholes option valuation model – taking into account the terms and conditions upon which the options were granted.

The following tables list the inputs in the model used for the years ended 30 June 2012 and 30 June 2011:

	ESOP Issue 2012	ESOP Issue 2011
<b>Expected volatility (%)</b>		
Tranche 1	77-93	78-82
Tranche 2	87-101	78-81
Tranche 3	97-98	81-85
<b>Risk free interest rate (%)</b>		
Tranche 1	3.1-4.9	4.6
Tranche 2	3.2-4.9	4.6-4.7
Tranche 3	3.3-5.0	4.6-4.8
<b>Expected life of option (years)</b>		
Tranche 1	2.7-3.2	3.0
Tranche 2	3.2-4.2	3.0-4.0
Tranche 3	4.7-5.2	3.0-5.0
<b>Option exercise price (\$)</b>		
Tranche 1	0.45-0.60	0.66-0.79
Tranche 2	0.45-0.60	0.66-0.79
Tranche 3	0.48-0.60	0.66-0.79
<b>Option share price (\$)</b>		
Tranche 1	0.45-0.56	0.66-0.79
Tranche 2	0.45-0.56	0.66-0.79
Tranche 3	0.50-0.56	0.66-0.79
<b>Calculated fair value (\$)</b>		
Tranche 1	0.22-0.32	0.36-0.45
Tranche 2	0.26-0.40	0.39-0.46
Tranche 3	0.37-0.42	0.44-0.53

The dividend yield for all tranches was nil. The weighted average share price for all tranches at grant date was \$0.50 in financial year 2012 (2011: \$0.77).

The effects of early exercise have been incorporated into the calculations by using an expected life for the option that is shorter than the contractual life based on management's expectation of exercise behaviour, which is not necessarily indicative of exercise patterns that may occur in the future.

The expected volatility rate was determined using a sample of industry averages based on historical share prices. The resulting expected volatility therefore reflects the assumption that the industry averages are indicative of future trends, which may not necessarily be the actual outcome.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 26. Share-based payment plans (continued)

### (f) Option pricing model (continued)

#### CEO 2011 options

There were no CEO options granted in financial year 2011. The following tables list the inputs in the model used for the year 30 June 2012:

	Expected volatility (%)	Risk free interest rate (%)	Expected life of option (years)	Option exercise price (\$)	Calculated fair value (\$)
<b>Grant 150,000</b>					
Tranche 1-1	93	4.9	3.1	0.60	0.41
Tranche 2-1	100	4.9	4.1	0.60	0.47
Tranche 3-1	98	5.0	5.1	0.60	0.50
<b>Grant 80,000</b>					
Tranche 1-2	85	4.8	2.6	0.60	0.36
Tranche 2-2	102	4.9	3.6	0.60	0.45
Tranche 3-2	98	4.9	4.6	0.60	0.48

Dividend yield was nil and weighted average share price at grant date was \$0.64 for all tranches. The effects of early exercise have been incorporated into the calculations by using an expected life for the option that is shorter than the contractual life based on management's expectation of exercise behaviour, which is not necessarily indicative of exercise patterns that may occur in the future.

The expected volatility rate was determined using a sample of industry averages based on historical share prices. The resulting expected volatility therefore reflects the assumption that the industry averages are indicative of future trends, which may not necessarily be the actual outcome.

#### IPO options

At 30 June 2012 there were 12,478,500 (2011: 12,478,500) IPO options outstanding. These options were issued as part of the Parent's initial public offering on the Australian Stock Exchange on the basis of one option for every two shares subscribed. They have an exercise price of 68 cents and expire on 22 October 2012.

### (g) Other equity instruments

The Group has granted restricted share awards to certain consultants. The shares are subject to meeting certain milestones. The shares generally vest over the term of the respective contract, generally one year from the grant date. During the year, the Group granted nil shares (2011: 100,000).

Dividend yield was nil and the weighted average share price and fair market value at grant date was \$0.79 for shares granted in financial year 2011. Fair market value is based on the share price on the grant date and is considered equal to the value of the services that the Group received from the consultant.

During the year ending 30 June 2012, 80,000 (2011: 180,000) shares were forfeited as milestones were not met and 20,000 (2011: 20,000) ordinary shares were issued. Nil restricted shares remain outstanding at 30 June 2012 (2011: 100,000).

## 27. Commitments

### Operating lease commitments

During the reporting period the Group continued all premise operating leases from the prior financial year, including copiers, phones, the registered office in Brisbane, Queensland and the operating hub office in San Diego, California.

The above leases have an average remaining life of between 10 months and 13 months. There are no restrictions placed on the Group for entering into these leases.

# Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

## 27. Commitments (continued)

### Operating lease commitments (continued)

Future minimum rentals payable under non-cancellable operating leases as at 30 June 2011 are as follows:

	2012 \$000	2011 \$000
Within one year	349	326
After one year but not more than five years	22	303
More than five years	-	-
	<b>371</b>	<b>629</b>

### Finance lease commitments

The Group does not currently have any open finance leases.

### Expenditure commitments

At 30 June 2012 the Group has commitments of \$0.8 million (2011: \$0.7 million) relating to the funding of various research and development and operating activities.

	2012 \$000	2011 \$000
Within one year	816	681
After one year but not more than five years	-	-
	<b>816</b>	<b>681</b>

### Royalty commitments

At 30 June 2012 the Group has commitments for the payment of royalties, which are provided on product sales and are accrued and recognised for the year ended 30 June 2012.

## 28. Contingencies

### Legal claims

At 30 June 2012, the Group has no known open claims or lawsuits against it.

The Parent and its wholly owned subsidiary, XiTRON, were served in December 2009 with a U.S. civil action by a former employee and founder of XiTRON. The action related to an agreement made by XiTRON in 2001, before the Group purchased the company. The Group successfully resolved the matter during 2011 and the civil proceeding was discontinued and a release has been obtained from the former employee in favour of the ImpediMed Group. The terms of the settlement are confidential and are not material to the Group's financial position.

### Contingent liabilities

As at 30 June 2011, the Parent had a commitment to an Australian-based Contract Manufacturer, whereby if the current agreement is terminated; the Group is liable for the value of all stock held by the Contract Manufacturer in relation to the specified projects in the agreement. While there is no inherent liability on the Group's part if the contract is completed in full, the Group had a contingent liability of \$0.3 million were it to terminate the contract at 30 June 2011. The commitment at 30 June 2012 is nil as during the year, the Parent purchased all stock held by the Contract Manufacturer and has included the inventory on the balance sheet within raw materials. The Contract Manufacturer continues to hold the stock for use in production of ImpediMed devices.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

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### 28. Contingencies (continued)

#### Cross guarantees

As a policy the Group does not undertake any cross guarantees.

### 29. Events after the balance sheet date

On 9 July 2012, Richard Carreon assumed responsibility as ImpediMed's President and CEO. The employment contract is at will and provides for a base salary of USD \$375,000 plus health, life and disability related insurance premiums paid on his behalf. A one-time short term performance bonus of USD \$100,000 is payable on 1 November 2012 based on achievement of the objectives outlined in a short term plan as agreed between Mr. Carreon and the Board.

The Board also issued 7,252,561 share options to Mr. Carreon at an elevated exercise price of \$0.35 per share in the Group. The options have a ten (10) year life from date of grant and will vest over a four (4) year period with 25% vesting on the one-year anniversary of his employment with the Group and then at a rate of 1/48th per month thereafter. In addition, the options contain the following market condition: (i) 75% of the options are not eligible to exercise unless the share price of the Group's ordinary shares is trading above AU\$0.50 per share on the Australian Securities Exchange at the time of the exercise; (ii) the remaining options are not eligible for exercise unless the share price of the Group's ordinary shares is trading above AU\$0.70 per share on the Australian Securities Exchange at the time of exercise. The fair value of these options was calculated using a Monte Carlo probability distribution simulation and the non-cash expense will be AUD \$748,244 in 2013, AUD \$326,704 in 2014, AUD \$160,732 in 2015, and AUD \$49,545 in 2016, in 37 tranches.

Greg Brown as Executive Director will continue to be a key part of ImpediMed's future by supporting management through his understanding of Company history, BIS technology, intellectual property and industry relationships. The Board has entered into a two (2) year consulting contract totalling \$440,000 with a company operated by Mr. Brown. He will consult to the Group by working with the CEO and other key executives.

Subsequent to year end, the Group had a strategic organisational realignment which included headcount reductions to 29 employees and delays in further expansion into Germany and Japan. The onetime cost for the reductions was USD \$180,000. On an annual basis the cash savings from these changes will be approximately \$1.5 million.

## Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2012

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In accordance with a resolution of the Directors of ImpediMed Limited, I state that:

1. In the opinion of the Directors of ImpediMed Limited (the Group):
  - (a) the consolidated financial statements and notes and the Remuneration Report in the Directors' Report are in accordance with the Corporations Act 2001, including
    - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of its performance for the year ended on that date; and
    - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
  - (b) the consolidated financial statements and notes also comply with International Financial Reporting Standards as disclosed in note 2.
  - (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ending 30 June 2012.

On behalf of the Board



Cherrell Hirst  
Chairman



Jim Hazel  
Director

Brisbane, 30 August 2012



## Independent auditor's report to the members of ImpediMed Limited

### Report on the Financial Report

We have audited the accompanying financial report of ImpediMed Limited, which comprises the balance sheet as at 30 June 2012, and the statement of comprehensive income, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

### *Directors' Responsibility for the Financial Report*

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with the Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 2, the directors also state in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

### *Auditor's Responsibility*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

### *Independence*

In conducting our audit we have met the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

### **Auditor's Opinion**

In our opinion:

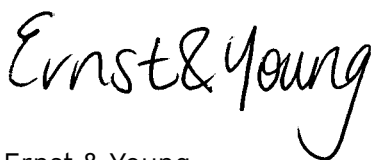
1. the financial report of ImpediMed Limited is in accordance with the *Corporations Act 2001*, including:
  - i giving a true and fair view of the consolidated entity's financial position at 30 June 2012 and of its performance for the year ended on that date; and
  - ii complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*.
2. the financial report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board.

### **Report on the Remuneration Report**

We have audited the Remuneration Report included in pages 12 to 20 of the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

### **Auditor's Opinion**

In our opinion the Remuneration Report of ImpediMed Limited for the year ended 30 June 2012, complies with section 300A of the *Corporations Act 2001*.

A stylized, handwritten signature of 'Ernst & Young' in black ink.

Ernst & Young

A stylized, handwritten signature of 'Alison de Groot' in black ink.

Alison de Groot  
Partner  
Brisbane  
30 August 2012

## Shareholder Information (unaudited)

The Shareholder information below was current at 24 August 2012

### (1) Top 20 Security Holders

#### Ordinary Shares

	Name	Total Shares Held	% Issued Capital
1	Starfish Technology Fund 1 LP	24,285,465	13.4%
2	J P Morgan Nominees Australia Limited	17,220,294	9.5%
3	National Nominees Limited	13,081,641	7.2%
4	Citicorp Nominees Pty Limited	13,068,423	7.2%
5	J P Morgan Nominees Australia Limited (Cash Income A/C)	8,301,442	4.6%
6	Bond Street Custodians (Macquarie Investment Mgmt Ltd A/C)	5,917,025	3.3%
7	HSBC Custody Nominees (Australia) Limited	5,607,692	3.1%
8	Merrill Lynch (Australia) Nominees Pty Limited	5,268,841	2.9%
9	Parma Corporation Pty Ltd	4,684,668	2.6%
10	Greg Brown	4,514,426	2.5%
11	BNP Paribas Noms Pty Ltd (Master Cust DRP)	3,750,000	2.1%
12	RBC Investor Services Australia Nominees Pty Ltd (PISELECT)	3,542,127	2.0%
13	Asia Union Investments Pty Limited	3,534,186	2.0%
14	Thorpe Road Nominees Pty Ltd (Ian Tregoning Family 2 A/C)	3,275,421	1.8%
15	Statewide Superannuation Pty Limited	2,785,397	1.5%
16	Mr Ian Edward Tregoning & Mrs Lisa Antonietta Tregoning (TREG Trailers Dis S/F A/C)	2,391,969	1.3%
17	Equity Trustees Limited (SGH IC2E)	1,519,287	0.8%
18	Uniquet Pty Limited	1,490,000	0.8%
19	Sandhurst Trustees Limited (Australian New Horizons A/C)	1,446,684	0.8%
20	Moore Family Nominee Pty Limited (Moore Family A/C)	1,321,000	0.7%

#### IPDO Listed Options

	Name	Total Options Held	% Listed Options
1	Citicorp Nominees Pty Limited	3,539,906	28.4%
2	Bond Street Custodians (Macquarie Investment Management Ltd A/C)	2,763,200	22.1%
3	Starfish Technology Fund 1 LP	2,763,200	22.1%
4	Mr EF Murdoch & Mrs BK Murdoch & Mr AW Murdoch (Goanna Fund A/C)	250,000	2.0%
5	Thorpe Road Nominees Pty Ltd (Tregoning Family No 2 A/C)	205,000	1.6%
6	Mr. Nicholas Atkinson	200,000	1.6%
7	National Nominees Limited	175,000	1.4%
8	Merrill Lynch (Australia) Nominees Pty Limited	173,600	1.4%
9	Mr. Anthony Gerard Booth (Tony Booth Super Fund)	98,500	0.8%
10	JPS Distribution Pty Ltd (Raff Super Fund A/c)	70,000	0.6%
11	Masto Pty Ltd (Micana Super Fund A/c)	69,500	0.6%
12	Dr George Morstyn & Mrs Rosa Bertha Morstyn	69,500	0.6%
13	Kanumera Investments Pty Limited (Kanumera A/C)	68,100	0.6%
14	Mr Dom La Sevla & Mrs Maria La Selva	63,726	0.5%
15	Mrs Voula Samaras (Samaras Family A/C)	63,500	0.5%
16	Trujon Investment Holdings (Super Fund A/C)	59,500	0.5%
17	Oompalah Pty Ltd (Super Fund A/C)	54,000	0.4%
18	Badge Nominees Pty Ltd (Macaulay Super Fund A/C)	50,000	0.4%
19	Masto Pty Ltd (Micana Super Fund A/C)	45,000	0.4%
20	Mr. David Frederick Oakley	45,000	0.4%

## Shareholder Information (unaudited)

### (2) Distribution of Security Holders

#### Ordinary Shares

Number of securities held	Number of investors	Number of securities	%
1 - 1000	98	44,159	0.2%
1,001 - 5,000	254	770,189	0.4%
5,001 - 10,000	159	1,296,169	0.7%
10,001 – 50,000	496	11,884,755	6.5%
50,001 – 100,000	117	8,266,370	4.5%
100,001 and over	139	158,967,413	87.7%
<b>Total</b>	<b>1,263</b>	<b>181,229,055</b>	<b>100.0%</b>

#### IPDO Quoted Options

Number of securities held	Number of investors	Number of securities	%
1 - 1000	-	-	0.0%
1,001 - 5,000	178	456,885	3.7%
5,001 - 10,000	32	255,139	2.0%
10,001 – 50,000	48	1,080,244	8.7%
50,001 – 100,000	9	616,326	4.9%
100,001 and over	8	10,069,906	80.7%
<b>Total</b>	<b>275</b>	<b>12,478,500</b>	<b>100.00%</b>

### (3) Substantial shareholders

As at 24 August 2011, the following entries were contained in the register of substantial shareholders based on substantial shareholder notices received:

Name of substantial shareholder giving notice	Number of Ordinary Shares
Starfish Technology Fund 1 LP	24,285,465
National Nominees Limited	13,081,641
J P Morgan Nominees Australia Limited	17,220,294
Citicorp Nominees Party Limited	13,068,423
Orbis Group	29,408,960

### (4) Voting rights

Only ordinary shares have voting rights, and are one vote per shareholder on a show of hands, and one vote per fully paid ordinary share on a poll.

Neither IPDO quoted options, nor options issued to the CEO, employees or consultants under options plans are entitled to voting rights.

### (5) Restricted and unquoted securities

As at 24 August 2012, the following securities are restricted

Class of restricted security	Number Of Holders	Date Restricted Until	Unquoted Ordinary Shares	Quoted Ordinary Shares
Employee performance shares subject to restriction under ESOP schemes	5	*	-	85,000
<b>Total</b>	<b>5</b>		<b>-</b>	<b>85,000</b>

\*Subject to the terms of the employee performance share plan, the performance shares issued under the plan are subject to escrow for 10 years from issue, or an earlier time should the employee leave the employment of the Group, or apply to the board for release of the shares from escrow.



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