19 August 2015

The Manager-Listings
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Via Electronic lodgement

Dear Sir

Appendix 4E and 2015 Directors' Report and Financial Statements

Pharmaxis Ltd lodges the following documents in relation to its announcement to the market of its financial results for the year ended 30 June 2015.

1. Appendix 4E – Preliminary Final Report for the year ended 30 June 2015; and

2. Pharmaxis 2015 Directors' Report and Annual Financial Report for the year ended 30 June 2015.

Yours faithfully

David McGarvey
Pharmaxis Ltd
Chief Financial Officer / Company Secretary

Pharmaxis Ltd

ABN 75 082 811 630

Appendix 4E
Preliminary final report
Reporting period: Year ended 30th June 2015
(Previous corresponding period: Year ended 30th June 2014)

Results for announcement to the market

		A$'000		A$'000
Revenue from sale of goods	**Up**	**963**	to	**5,999**
Other revenue from ordinary activities	**Up**	**47,798**	to	**53,248**
Total revenue from ordinary activities	**Up**	**48,761**	to	**59,247**
Profit from ordinary activities after tax	**Up**	**70,284**	to	**18,466**
Net profit for the year attributable to members	**Up**	**70,284**	to	**18,466**

Dividends

It is not proposed to pay a dividend.

Other Appendix 4E information

	30 June 2015	30 June 2014
Net tangible assets per ordinary share	**$ 0.11**	$ 0.05

A commentary on these results and additional Appendix 4E disclosure requirements can be found in the attached Pharmaxis 2015 Directors' Report and Annual Financial Report. This report is based on the consolidated financial statements which have been audited by PwC.

Pharmaxis Ltd

Statutory Annual Report

2015

IMPORTANT INFORMATION

This Statutory Annual Report will be lodged with the Australian Securities Exchange and the Australian Securities and Investments Commission and is available from the Pharmaxis website www.pharmaxis.com.au.

Information contained in or otherwise accessible through the websites mentioned in this Statutory Annual Report does not form part of the report unless specifically stated to incorporate the information by reference thereby forming part of the report. All other references in this report to websites are inactive textual references and the information contained therein is not incorporated by reference into this report.

In this Statutory Annual Report, the terms “we”, “our”, “us”, “Pharmaxis”, “Group” and “Company” refer to Pharmaxis Ltd ABN 75 082 811 630 and its subsidiaries unless the context clearly means just Pharmaxis Ltd.

Forward Looking Statements

This Statutory Annual Report contains statements that constitute forward-looking statements. Forward-looking statements appear in a number of places in this Statutory Annual Report. In some cases, you can identify forward-looking statements by terminology such as “may”, “will”, “should”, “expects”, “plans”, “anticipates,” “believes”, “estimates”, “predicts”, “potential”, or “continue”, or the negative of these terms or other comparable terminology. These statements are only current predictions and are subject to known and unknown risks, uncertainties and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, we are under no duty to update or revise any of our forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Statutory Annual Report.

Currency of Presentation

We publish our consolidated financial statements in Australian dollars. In this Statutory Annual Report, unless otherwise stated or the context otherwise requires, references to ‘dollar amounts’, ‘$’, ‘AUD’ or ‘A$’ are to Australian dollars.

Contents

1. DIRECTORS' REPORT

The Directors present their report on the consolidated entity (referred to hereafter as the Group) consisting of Pharmaxis Ltd and the entities it controlled at the end of, or during, the year ended 30 June 2015.

1.1 Information on Directors

The following persons were Directors of Pharmaxis Ltd during the financial year and up to the date of this report.

Malcolm J. McComas (age 60) has been a member of the Board of Directors since July 2003 and was appointed Chairman of the Board on 1 May 2012. Malcolm McComas is a company director and a former investment banker and commercial lawyer. Mr McComas is the principal of McComas Capital and was previously a consultant and a director of Grant Samuel, the investment banking and funds management group, from 1999 to 2009. Mr McComas previously served for 10 years as Managing Director of Investment Banking at County NatWest and its successor organization Salomon Smith Barney (now Citigroup) and in various executive roles with Morgan Grenfell (now Deutsche Bank) in Melbourne, Sydney and London.

Mr McComas has worked with many high growth companies across various industry sectors and has experience in equity and debt finance, acquisitions and divestments and privatisations. Mr McComas has led more than 50 initial public offerings and significant secondary offerings for companies, institutions and governments. Mr McComas is a director of Saunders International Limited, Australasian Leukaemia and Lymphoma Group, Chairman of Fitzroy River Corporation Limited and a former director of Ocean Capital Limited and BC Iron Limited. Mr McComas has been chairman of the Remuneration and Nomination Committee since 1 May 2012, is a member of the Audit Committee and was chairman of the Audit Committee until 1 May 2012.

Gary J. Phillips (aged 54) was appointed Chief Executive Officer and became a member of the Board of Directors on 12th March 2013. Prior to this he was the Chief Operating Officer since June 2008, having previously served as Commercial Director from his joining the Company in December 2003. Mr. Phillips has more than 30 years of operational management experience in the pharmaceutical and healthcare industry in Europe, Asia and Australia. From 1994 to 1998, he was Chief Executive Officer at Ciba Geigy in Hungary (Merged to form Novartis in 1996) where he led the successful launch of a portfolio of new products. After a period of 3 years as an Area Manager for Novartis responsible for 9 countries in Asia Pacific in 2001 he joined Novartis Australia as Group Company Head and Chief Executive Officer of its Pharmaceutical Division, successfully launching leading oncology and ophthalmology products. Mr Phillips holds a B. Pharm. in Pharmacy with honors from Nottingham University in the UK and an MBA from Henley Management College.

William L. Delaat AM (age 64) has been a member of the Board of Directors since June 2008. Mr Delaat has over 40 years' experience in the global pharmaceutical industry, most recently as the managing director of the Australian subsidiary of Merck & Co., a position he held from 1997 until his retirement in 2008. During his career Mr Delaat has held executive positions in both Europe and Australia for Merck and AstraZeneca. Mr Delaat is experienced in sales and marketing and has been responsible for international product launches and commercialisation of respiratory products. Mr Delaat was chairman of Medicines Australia, and the Pharmaceuticals Industry Council from 2008 to 2012. He is also Chairman of EnGeneIC Ltd, an unlisted Australian biotech company, and a member of other Government appointed Councils and Not-for-Profit Boards. Mr Delaat holds a Bachelor of Science, Physiology & Chemistry from the University of London and is a Graduate of the Australian Institute of Company Directors. Mr Delaat is a member of the Audit Committee and has been its chairman since 1 May 2012.

Simon H.W. Buckingham PhD, GAICD (age 53) has been a member of the Board of Directors since 25 July 2012. Dr Buckingham has over 25 years' experience in the global pharmaceutical industry across a range of functions and a variety of therapeutic areas. Now based in Sydney, he is currently a Senior Global Advisor / Consultant to Actelion, one of the world's leading biopharmaceutical companies, and is a Director of Actelion Australia. Dr Buckingham was President, Global Corporate and Business Development at Actelion from 2005-2011, a position which spanned licensing, M&A, alliance management and corporate strategic planning. He served as President, North America and Asia-Pacific at Actelion from 2000-2005, with responsibility for all commercial operations in the region. He was the founding President of Actelion Pharmaceuticals US. From 1998-2000 he worked in sales and marketing for Parke-Davis (now part of Pfizer) in the US and prior to that served in roles in sales, marketing and development at Roche, both in Switzerland and Australia, for 9 years. Dr Buckingham is currently a non-executive director of Vaxxilon, a European based start-up, founded by the Max Planck Society and Actelion, dedicated to the discovery, development and commercialisation of innovative synthetic carbohydrate vaccines, and also of the Can Too Foundation a non-profit organisation raising funds for cancer research. He holds a Bachelor of Veterinary Science degree from the University of Sydney (1984), a PhD from the University of Melbourne (1988), a Graduate Management Qualification from the AGSM, University of NSW (1990) and is a Graduate of the Australian Institute of Company Directors. Dr Buckingham is a member of the Audit Committee and the Remuneration and Nomination Committee.

There are no family relationships between any Senior Executive Officers or Directors.

1.2 Meetings of Directors

The number of meetings of the Company's Board of Directors and of each Board committee held during the year ended 30 June 2015, and the number of meetings attended by each Director was:

	Board Meetings		Meetings of committees			
			Audit		Remuneration & Nomination	
	A	B	A	B	A	B
MJ McComas	32	32	2	2	1	1
GJ Phillips	32	31	-	-	-	-
WL Delaat	32	32	2	2	1	1
SHW Buckingham	32	32	2	2	1	1

A = Number of meetings held during the time the Director held office or was a member of the committee during the year
B = Number of meetings attended

1.3 Indemnification and Insurance of Directors

The Pharmaxis Constitution provides that, except to the extent prohibited by the Corporations Act 2001, each of our officers shall be indemnified out of Company funds against any liability incurred by such person in his or her capacity as an officer.

The Company has entered into Deeds of Access to Documents and Indemnity to indemnify Directors and certain executive officers in addition to the indemnification provided for in the Constitution. These provisions and agreements are necessary to attract and retain qualified directors and executive officers.

At present, there is no pending litigation or proceeding involving any Directors, officers, employees or agents where indemnification by the Company will be required or permitted, and the Company is not aware of any threatened litigation or proceeding that may result in a claim for such indemnification.

Directors' and officers' liability insurance is provided for the indemnification of Directors and officers against certain liabilities incurred as a director or officer, including costs and expenses associated in successfully defending legal proceedings. This insurance will be maintained in the future. During the financial year, a premium of $66,821 was paid to insure the directors and officers of the Group for the policy year ended 26 September 2015. The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. Policy exclusions include: liabilities that arise out of conduct involving a willful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Group; pollution that could reasonably be known to management; and, bodily injury and property damage. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

1.4 Company Secretary

The Company Secretary is Mr David M McGarvey, CA, who was appointed to the position of Company Secretary in 2002. Before joining Pharmaxis Ltd he held similar positions with both listed and unlisted companies, including Memtec Limited, which was listed on the Australian Securities Exchange, NASDAQ and the New York Stock Exchange.

1.5 Principal Activities

During the year the principal continuing activities of the Group consisted of the research, development and commercialisation of human healthcare products for the treatment and management of chronic diseases.

1.6 Review and Results of Operations

A review of the operations of the Group for the financial year ended 30 June 2015 is set out in Section 5 of this Statutory Annual Report.

1.7 Remuneration Report, Shares under option and Shares issued on the exercise of options

Refer to Section 2 of this Statutory Annual Report

1.8 Dividends

No dividends were paid during the year and the Directors have not recommended the payment of a dividend.

The Company has never declared or paid any cash dividends on ordinary shares and does not anticipate paying a cash dividend in the foreseeable future.

1.9 Significant Changes in the State of Affairs

Refer to Section 5 of this Statutory Annual Report.

1.10 Matters Subsequent to the End of the Financial Year

No matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect:

(a) the Group's operations in future financial years, or

(b) the results of those operations in future financial years, or

(c) the Group's state of affairs in future financial years.

1.11 Likely Developments and Expected Results of Operations

Information on likely developments in the operations of the Group and the expected results of operations is included in Section 5 of this Statutory Annual Report to the extent it does not prejudice the interests of the Group.

1.12 Environmental Regulation

The Group is subject to environmental regulation in respect of its manufacturing activities including the Clean Air Act 1961, Clean Waters Act 1970, Pollution Control Act 1970, Noise Control Act 1975 and Waste Minimisation & Management Act 1995. Pharmaxis Ltd has been granted consent to discharge industrial trade wastewater from Sydney Water Corporation.

1.13 Rounding

The Group is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the ''rounding off'' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

1.14 Non-Audit Services

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

Details of the amounts paid to the auditor (PricewaterhouseCoopers) for audit and non-audit services provided during the year are set out in note 21 to the Annual Financial Report included in Section 6 of this Statutory Annual Report.

The Board of Directors have considered the position and, in accordance with the advice received from the Audit Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the Audit Committee to ensure they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

1.15 Auditor's Independence Declaration

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

pwc

Auditor's Independence Declaration

As lead auditor for the audit of Pharmaxis Ltd for the year ended 30 June 2015, I declare that to the best of my knowledge and belief, there have been:

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

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

This declaration is in respect of Pharmaxis Ltd and the entities it controlled during the period.

Eddie Wilkie

Eddie Wilkie
Partner
PricewaterhouseCoopers

Sydney
19 August 2015

PricewaterhouseCoopers, ABN 52 780 433 757
Darling Park Tower 2, 201 Sussex Street, GPO BOX 2650, SYDNEY NSW 1171
T: +61 2 8266 0000, F: +61 2 8266 9999, www.pwc.com.au

1.16 Auditor

PricewaterhouseCoopers continue in office in accordance with section 327 of the Corporations Act 2001.

1.17 Resolution of the Board

This report is made in accordance with a resolution of directors.

Gary J Phillips

Director
Sydney
19 August 2015

2 REMUNERATION REPORT (Audited)

Remuneration Report

The remuneration report is set out under the following main headings:

2.1 Principles Used to Determine the Nature and Amount of Remuneration Paid to Directors and Senior Executive Officers

2.2 Details of Remuneration Paid to Directors and Senior Executive Officers

2.3 Service Agreements with Senior Executive Officers

2.4 Share-Based Compensation Paid to Directors and Senior Executive Officers

2.5 Additional Information on Compensation Paid to Directors and Senior Executive Officers

2.6 Equity Remuneration.

2.1 Principles Used to Determine the Nature and Amount of Remuneration Paid to Directors and Senior Executive Officers

Introduction:

Pharmaxis requires a board and senior management team with technical capability and relevant international experience. Competitive remuneration practices are required to attract, retain and incentivise such executives and directors. To assist its deliberations, the Directors make use of surveys of Australian companies in the life science area and advice of recruiters and consultants who provide their analysis and understanding of the broader Australian healthcare and general listed company markets.

In reviewing comparative data concerning remuneration the Directors note that:

- The Pharmaxis business encompasses approved respiratory products manufactured by the Company and sold on global markets by partners and distributors, as well as drug discovery and development activities.
- In order to obtain the experience required, it has been necessary to recruit both directors and management from the international marketplace.

Senior Executive Officer remuneration includes a mix of short and long-term components. Remuneration of the Executive Director and Senior Executive Officers includes a meaningful proportion that varies with Group and individual performance. Variable cash incentives are subject to performance assessment by the Remuneration and Nomination Committee. Performance targets in the main relate to objectives and milestones assigned to individual executives from the Group's annual business plan. The business plan is designed to build a business that generates sustainable earnings, in turn generating long term shareholder value through share price appreciation and distributions to shareholders. Individual and Group performance targets are agreed by the Remuneration and Nomination Committee and the full Board each year. The annual performance of Senior Executive Officers is reviewed by the Remuneration and Nomination Committee each year.

Non-Executive Directors do not have a variable component of their remuneration.

Equity Remuneration:

Equity remuneration has been an important component of attracting and retaining talented individuals while staying within the fiscal constraints of a developing company.

<u>Equity Remuneration Granted to Non-executive Directors</u>

Non-executive directors do not receive equity remuneration. Until 30 June 2013 Non-Executive Directors were granted equity in the Group on becoming a director, with the form of equity varying.

<u>Equity Remuneration Granted to Senior Executive Officers</u>

Until the end of the 2009 financial year Senior Executives typically received annual grants of market priced options under the Employee Option Plan, a plan in which all employees of the Group participated.

Options were granted at a zero purchase price and all options were fully vested by 30 June 2013. The exercise price of such options is the Pharmaxis share price at the time of grant. The granting of market priced options under the Employee Option Plan was discontinued from October 2009. Options granted before that date remain in place and when exercisable, each option is convertible into one ordinary share.

In 2010 the Board established two equity remuneration plans to provide for the long term reward, incentive and retention of all employees in the Group:

- The Pharmaxis Performance Rights Plan enables the grant of employee options with a zero grant price and a zero exercise price, known commonly as "Performance Rights" to eligible employees of the Group. Senior Executive Officers together with other eligible employees are invited by the Remuneration and Nomination Committee to participate in this plan.
- The Pharmaxis Share Plan grants up to $1,000 of fully paid Pharmaxis ordinary shares to eligible employees of the Group. For employees outside of Australia, depending upon local laws, Pharmaxis may grant $1,000 of zero exercise price options in place of ordinary shares. Senior Executive Officers do not participate in this plan.

Performance rights plans and share plans are both widely accepted in the Australian context to provide equity remuneration to management and employees of listed companies. Performance rights plans typically provide lower potential returns when compared to traditional options, but by also reducing the risk for employees they provide a stable equity remuneration instrument to reward and retain employees over the longer term.

Key features of the Pharmaxis Performance Rights Plan are as follows:

- Grant price and exercise price of zero, with a life of 10 years from grant date.

- The number of performance rights to be granted is determined by the Board, taking into account the employee's position and responsibility, the employee's performance, the employee's salary, and the Pharmaxis share price.
- The vesting of performance rights is set by the Board at an appropriate future date or dates and vesting will only occur if the employee remains an employee of the Group. The Board has adopted different vesting terms and conditions to suit the business conditions in the year of grant. The performance rights lapse in the event the employee ceases to be an employee before the vesting date.
  - In 2010 the Board set the vesting term as the third anniversary of the grant date.
  - In 2012 the Board determined to vest half the performance rights two years from the grant date and the other half three years from the grant date.
  - For the 2010 and 2012 grants, the Board did not impose additional performance criteria at the point of vesting in recognition of the initial grant reflecting assessed performance, the restrictions on resale discussed below, and the current stage of the Group's development.
  - The vesting terms of performance rights granted in 2013 were developed in conjunction with the revised business plan announced in May 2013.The performance rights vest in three installments. Thirty percent vested on 31 January 2014 with no performance criteria and were designed to provide a retention incentive to Senior Executives and other key employees over what has been a particularly challenging time. Thirty five percent vested on 31 July 2014 and the remaining thirty five percent vested on 31 July 2015. The 2013 grant covered performance for both the 2014 and 2015 financial years and as such no grant was made in in the 2015 financial year.
  - On 31 July 2015 the Board granted performance rights in relation to the business plan for the financial years commencing 1 July 2015. Similar to the 2012 grant, the Board determined to vest half the performance rights on 30 June 2017 and the other half on 30 June 2018. Also as in 2012, the Board did not impose additional performance criteria at the point of vesting in recognition of the restrictions on resale discussed below, and the current stage of the Group's development.
- Shares issued upon exercise of performance rights are restricted from sale by the employee as follows:
  - for performance rights granted in 2010 shares issued upon exercise are restricted from sale for four years from grant date.
  - for performance rights granted in 2012 shares issued upon exercise are restricted from sale for three years from grant date.
  - for performance rights granted in 2013 shares issued upon exercise are not subject to any sale restriction. The Directors utilised the 2013 grant of performance rights as a (non-cash) retention and performance incentive closely tied to the revised business plan and therefore chose not to impose any sale restrictions other than as described immediately below.
  - for performance rights granted on 31 July 2015 shares issued upon exercise are restricted from sale until 30 June 2018.
  - Shares issued upon exercise of performance rights to Senior Executive Officers are restricted from sale by the officer as long as they are employed by the Group, without prior approval of the Board. The guidelines under which the Board will determine whether to give its approval include the progress of the Group in achieving its stated goals over the period since grant, the impact of a sale on the market in the Group's shares, the Pharmaxis share price, and whether it is an appropriate time for such a sale, amongst other criteria.

Non-executive Directors:

Fees and payments to Non-Executive Directors reflect the demands that are made on, and the responsibilities of, the Non-Executive Directors. Non-Executive Directors' fees and payments are reviewed annually by the Remuneration and Nomination Committee of the Board. The Board reduced fees paid to Non-Executive Directors during the 2014 financial year in line with cost saving initiatives implemented as part of the 2013 revised business plan. Fees effective 1 January 2015 are as follows:

- a flat annual fee of $100,000 for the Chairman with no additional payments for serving on Board committees, and including any applicable statutory superannuation; and
- a base fee of $70,000 is paid to Non-Executive Directors other than the Chairman, with no additional payments for serving on Board committees, and including any applicable statutory superannuation.

Refer above for disclosures in relation to the discontinuance of granting of equity in the Group to Non-Executive Directors on first joining the Board.

Non-Executive Directors' fees (including statutory superannuation) are determined within an aggregate directors' fee pool limit, which is periodically recommended for approval by shareholders. The shareholder approved pool currently stands at a maximum of $600,000 per annum in total.

Retirement Allowances for Directors

Termination payments apply only to Executive Directors, as discussed below.

Executive Directors and Senior Executive Officers:

There are four components to the remuneration of Executive Directors and Senior Executive Officers:

- a base salary paid in cash or packaged at the executive's discretion within Australia Fringe Benefit's Tax guidelines as a total cost package. Base salaries are reviewed by the Remuneration and Nomination Committee effective 1 January each year;
- superannuation of 9.5 percent of base salary (with the exception of superannuation for the Chief Executive Officer which is fixed at 9 percent of base salary);
- a variable cash incentive component payable annually dependent upon achievement of performance targets set and approved by the Remuneration and Nomination Committee. Individual and overall performance targets are set by reference to the components of the Group's annual business plan for which the individual executive is responsible. The Directors believe the Group's approach to variable cash incentive is consistent with the Group's industry sector; and

- equity remuneration as discussed above.

Base pay for Senior Executive Officers is reviewed annually to ensure the executive's pay is commensurate with the responsibilities and contribution of the executive. An executive's pay is also reviewed on promotion. The typical increase in base salary at 1 January 2015 was 2.3%, compared to 2.2% at 1 January 2014.

In establishing the 2015 target variable cash incentives, the Board determined the following percentage of base salary as the appropriate quantum:

- Chief executive officer: 30%
- Other Senior Executives: 20%

Furthermore the Board allocated 50 percent of each individual Senior Executive's performance to the achievement of the 2015 corporate objectives as contained in the Group's 2015 business plan and 50 percent to the achievement of individual objectives, again contained in the 2015 business plan.

Corporate objectives for 2015 included:

- Partnering Bronchitol in the United States for cystic fibrosis.
- Partnering Bronchitol in the Europe for cystic fibrosis
- Partnering one early stage drug candidate
- Completing major cost reductions as set out in the revised business plan announced in May 2013
- Progressing, within budget constraints, the company's internal development programs into SSAO and LOXL2.

The Board assessed overall performance in achieving the 2015 corporate objectives at 100%. The assessed performance of individual Senior Executive's performance which varied according to their specific responsibilities, was assessed at 100%.

In addition the Board resolved to make ex gratia cash payments to the following Senior Executive Officers in recognition of exceptional performance including the successful negotiation of multiple agreements, particularly the agreement with Boehringer Ingelheim. The Board also resolved to grant ex gratia performance rights vesting 30 June 2016 to the following Senior Executive Officers to provide additional incentive for the development and launch of the new business strategy:

Gary Phillips – Chief Executive Officer

- Cash payment equivalent to 50% of salary
- Subject to shareholder approval, the grant of 815,000[1] Performance Rights vesting 30 June 2016

Wolfgang Jarolimek – Head of Drug Discovery

- Cash payment equivalent to 50% of salary
- The grant of 560,000[2] Performance Rights vesting 30 June 2016

Brett Charlton – Medical Director

- Cash payment equivalent to 12.5% of salary
- The grant of 160,000[2] Performance Rights vesting 30 June 2016

David McGarvey – Chief Financial Officer

- Cash payment equivalent to 50% of salary
- The grant of 670,000[2] Performance Rights vesting 30 June 2016

1. To be recommended for approval at the 2015 annual general meeting
2. Granted on 31 July 2015

The Board also resolved to make ex gratia cash payments to the drug discovery team (9 employees)

Termination payments

Termination payments do not apply to Non-Executive Directors. The employment contract for the Chief Executive Officer can be terminated immediately by the Board for serious misconduct and with six months' notice without cause by either party. Employment contracts for Senior Executive Officers can be terminated immediately by the Board for serious misconduct and with a maximum of three months' notice without cause by either party. Unless otherwise required by law, no additional payments are required to be paid on termination.

Equity Remuneration

Information on the Equity Remuneration is set out in Note 30 to the Annual Financial Report included in Section 6 of this Statutory Annual Report. In assessing performance for the purposes of equity remuneration the Remuneration and Nomination Committee considers performance and progress in the current year in context of the Group's longer term business plan objectives.

No Performance Rights were granted in the 2015 financial year as the 2013 grant covered performance for both 2014 and 2015.

2.2 Details of Remuneration Paid to Directors and Senior Executive Officers

Details of the remuneration of the Directors and the Senior Executive Officers ("key management personnel" as defined in AASB 124 Related Party Disclosures) of Pharmaxis Ltd and the Group are set out in the following tables.

The Chief Executive Officer and Senior Executive Officers of the Group and the entity are:

Name	***Position***	***Employer***
Gary Jonathan Phillips	Chief Executive Officer	Pharmaxis Ltd
Brett Charlton	Medical Director	Pharmaxis Ltd
Wolfgang Jarolimek	Head of Drug Discovery	Pharmaxis Ltd
David Morris McGarvey	Chief Financial Officer and Company Secretary	Pharmaxis Ltd
Kristen Morgan	Alliance Management	Pharmaxis Ltd

Included in the above are the four highest remunerated Group and entity executives.

The payment of cash bonuses to Senior Executive Officers is dependent on the satisfaction of performance conditions as discussed in Section 2.1 of this Statutory Annual Report. Performance Rights are not granted, and for components of the 2013 grant are not vested, unless approved by the Remuneration & Nomination Committee. Other elements of remuneration are not directly related to performance.

2015	**Short term benefits**		**Post-employment benefits**	**Total Cash Remuneration**	**Leave Entitlements (6)**	**Share based payment**	**Total**
Name	**Cash salary or Directors' fees**	**Cash bonus/ incentive**	**Super-annuation**			**Value (8)**	
	A$	**A$**	**A$**	**A$**	**A$**	**A$**	**A$**
Non executive Directors							
MJ McComas *Chairman*	100,000	-	-	100,000	-	-	100,000
WL Delaat	70,000	-	-	70,000	-	-	70,000
SHW Buckingham	63,927	-	6,073	70,000	-	13,000	83,000
Sub total Non-executive Directors	**233,927**	**-**	**6,073**	**240,000**	**-**	**13,000**	**253,000**
Executive Director							
GJ Phillips	401,096	324,525	36,099	761,720	15,424	83,770	860,914
Senior Executive Officers							
B Charlton	318,739	104,800	30,059	453,598	14,809	46,846	515,253
HG Fox (1)	224,286	17,337	14,973	256,596	9,531	46,709	312,836
MC Gallacé (2)	68,887	-	6,544	75,431	(13,780)	15,872	77,523
WG Jarolimek	246,850	196,000	23,451	466,301	504	39,864	506,669
DM McGarvey (3)	331,855	234,940	31,526	598,321	(73,247)	47,531	572,605
K Morgan (4)	109,481	11,064	11,619	132,164	4,148	5,467	141,779
G Velummylum (5)	117,261	6,284	7,833	131,378	(5,983)	26,334	151,729
Totals	**2,052,382**	**894,950**	**168,177**	**3,115,509**	**(48,594)**	**325,393**	**3,392,308**

(1) HG Fox ceased to be a regarded as a Senior Executive Officer on 31 December 2014, following his redundancy. The cash remuneration includes termination payments totalling $66,680.

(2) MC Gallacé ceased to be a regarded as a Senior Executive Officer on 30 November 2014, following her resignation.

(3) The cash salary for DM McGarvey included payment of long service leave. Accordingly, his net leave entitlement for the year is negative following utilisation of his accumulated long service leave provision.

(4) K Morgan was promoted to a Senior Executive Officer position on 25 May 2015. The remuneration represents her full year cash earnings and other non-cash benefits.

(5) G Velummylum ceased to be a regarded as a Senior Executive Officer on 10 November 2014, following her redundancy. The cash remuneration includes termination payments totalling $41,096.

(6) Represents net movement in entitlements to annual leave and long service leave. The negative balances for MC Gallacé and G Velummylum represent reversal of accrual entitlements on departure or redundancy.

(7) There were no non-monetary benefits provided.

(8) The value of share based payments was calculated on the date of each grant of equity using the Black-Scholes option pricing model and amortised as share based remuneration over the vesting period.

2014	Short term benefits		Post-employment benefits	Total Cash Remuneration	Long-term benefits	Share based payment	Total
Name	Cash salary or Directors' fees	Cash bonus/ incentive	Super-annuation		Long service leave (4)	Value (6)	
	A$	A$	A$	A$	A$	A$	A$
Non executive Directors							
MJ McComas *Chairman*	112,500	-	-	112,500	-	-	112,500
WL Delaat	75,000	-	-	75,000	-	-	75,000
J Villiger (1)	18,750	-	-	18,750	-	-	18,750
R van den Broek (2)	14,656	-	-	14,656	-	-	14,656
SHW Buckingham	66,362	-	6,138	72,500	-	13,000	85,500
Sub total Non-executive Directors	**287,268**	**-**	**6,138**	**293,406**	**-**	**13,000**	**306,406**
Executive Director							
GJ Phillips	399,739	53,532	35,304	488,575	7,444	231,952	727,971
Senior Executive Officers							
B Charlton	310,608	37,826	28,843	377,277	6,983	147,090	531,350
JF Crapper (3)	218,750	28,169	19,029	265,948	6,985	141,734	414,667
HG Fox	311,820	37,826	28,843	378,489	5,971	146,555	531,015
MC Gallacé	156,000	19,392	14,430	189,822	3,215	54,377	247,414
WG Jarolimek	211,400	28,850	19,554	259,804	8,544	119,772	388,120
DM McGarvey	324,552	39,370	30,021	393,943	7,024	149,769	550,736
G Velummylum	211,400	25,644	19,554	256,598	3,455	86,141	346,194
Totals	**2,431,537**	**270,609**	**201,716**	**2,903,862**	**49,621**	**1,090,390**	**4,043,873**

(1) J Villiger resigned as a director on 19 September 2013.

(2) R van den Broek resigned as a director on 19 September 2013.

(3) JF Crapper ceased to be a regarded as a Senior Executive Officer on 30 June 2014, following his move to a part-time Operations Consultant position.

(4) Represents accrued entitlement to long service leave.

(5) There were no non-monetary benefits provided.

(6) The value of share based payments was calculated on the date of each grant of equity using the Black-Scholes option pricing model and amortised as share based remuneration over the vesting period.

Remuneration subject to risk

Of the total amount of remuneration paid to the Chief Executive Officer and other Senior Executive Officers, both the payment of the bonus and the granting and vesting of options (excluding sign on options) are subject to Group and individual employee performance. Section 2.5 of the Remuneration Report highlights the risk associated with the bonus this year.

The following table shows the relative proportions of remuneration that are linked to performance and those that are fixed, based on the amounts disclosed as statutory remuneration expense in the above tables.

Relative proportions of fixed vs variable remuneration expense

	Fixed Remuneration		At risk - STI		At risk – LTI (1)	
Name	2015	2014	2015	2014	2015	2014
Non executive Directors						
MJ McComas *Chairman*	100%	100%	-	-	-	-
WL Delaat	100%	100%	-	-	-	-
SHW Buckingham	84%	85%	-	-	16%	15%
Executive Director						
GJ Phillips	52%	61%	38%	7%	10%	32%
Senior Executive Officers						
B Charlton	71%	65%	20%	7%	9%	28%
JF Crapper	-	59%	-	7%	-	34%

	Fixed Remuneration		At risk - STI		At risk – LTI [1]	
Name	2015	2014	2015	2014	2015	2014
HG Fox	79%	65%	6%	7%	15%	28%
MC Gallacé	80%	70%	-	8%	20%	22%
WG Jarolimek	53%	62%	39%	7%	8%	31%
DM McGarvey	51%	66%	41%	7%	8%	27%
K Morgan	88%	-	8%	-	4%	-
G Velummylum	79%	68%	4%	7%	17%	25%

(1) Since the long-term incentives are provided exclusively by way of options, the percentages disclosed also reflect the value of remuneration consisting of options, based on the value of options expensed during the year. Where applicable, the expenses include negative amounts for expenses reversed during the year due to a failure to satisfy the vesting conditions.

2.3 Service Agreements with Senior Executive Officers

In addition to their respective base salaries, each of the following Senior Executive Officers may be awarded an annual performance bonus upon satisfaction of certain milestones upon the sole discretion of the Remuneration and Nomination Committee. Other material terms of each of these agreements are identified below.

Senior Executive Officer [3]	Annual Base Salary Effective 1 July 2015 [1] $	Superannuation Contributions [2] $
Gary J Phillips, *Chief Executive Officer and Managing Director*	405,656	36,509
Brett Charlton, Ph.D., *Medical Director*	322,463	30,634
Wolfgang G Jarolimek *Head of Drug Discovery*	280,000	26,600
David M McGarvey, C.A., *Chief Financial Officer and Company Secretary*	335,628	31,885
Kristen Morgan *Alliance Management*	170,390	16,187

(1) Annual base salaries may be subject to increase upon review annually by the Remuneration and Nomination Committee; and

(2) The Company makes superannuation fund contributions equal to 9.5% of the annual base salary per year for the benefit of the Senior Executive Officers. For the Chief Executive Officer the Company makes superannuation fund contributions equal to 9% of the annual base salary per year.

(3) The employment contracts for all Senior Executive Officers are evergreen in nature.

2.4 Share-Based Compensation Paid to Directors and Senior Executive Officers

Prior Year Grants of Equity to Non-Executive Director

The terms and conditions of each grant of equity affecting remuneration of Non-Executive Directors in this or future reporting periods are as follows:

Subsequent to receipt of shareholder approval on 18 October 2012, the Group granted 30,000 zero consideration, zero exercise priced options to Dr Simon Buckingham on the following terms:

Grant date	18 October 2012
Number of zero consideration, zero exercise price options	30,000
Grant consideration	Nil
Exercise price	Nil
Vesting	The third anniversary of grant provided the Director is still in office
Restrictions	Shares issued on exercise of the options are restricted from sale by the Director without prior Board approval

Grants of Equity under the Employee Performance Rights Plan

For performance rights granted to Senior Executive Officers and nominated employees in 2010 and 2012 the Board did not impose additional performance criteria at the point of vesting in recognition of the initial grant reflecting assessed performance, the three year vesting period (subject to continuing employment) and the subsequent restrictions on exercise and sale of Pharmaxis Ltd shares issued upon exercise.

For the performance rights granted to Senior Executive Officers and nominated employees in 2013, the Board imposed additional performance criteria on the components that vest at 31 July 2014 and 31 July 2015 to align with achievement of corporate objectives. (See Additional Information below for actual vesting)

The terms and conditions of each grant of performance rights affecting remuneration of Directors and Senior Executive Officers in this or future reporting periods are as follows:

Grant date	Expiry date	Exercise price	Value per performance right at grant date	Number of performance rights granted	Number of option grantees	Vesting Date (1)
29 June 2012	28 June 2022	$ Nil	$1.025	750,000	5	50% at 29 June 2015
18 October 2012	28 June 2022	$ Nil	$1.30	200,000	1	50% at 29 June 2015
18 October 2012	17 October 2022	$ Nil	$1.30	30,000	1	100% at 17 October 2015
7 June 2013	6 June 2023	$ Nil	$0.145	4,495,000	7	35% at 31 July 2014 and 35% at 31 July 2015
29 November 2013	6 June 2023	$ Nil	$0.115	2,000,000	1	35% at 31 July 2014 and 35% at 31 July 2015

(1) Shares issued upon exercise of performance rights to Senior Executive Officers are restricted from sale by the officer as long as they are employed by the Group, without prior approval of the board.

No option holder has any right under the options to participate in any other share issue of the Company or of any other entity.

The Pharmaxis Corporate Governance Framework prohibits Directors and Senior Executive Officers from trading in Pharmaxis derivatives.

Equity Grants in 2015 to Directors and Senior Executive Officers

Options

The granting of market priced options under the Employee Option Plan was discontinued from October 2009. Further information on these options is set out in this Remuneration Report (Equity Granted to Directors and Senior Executive Officers above) and in Note 30 to the Annual Financial Report in Section 6 of this Statutory Annual Report.

Performance Rights

No performance rights were granted in the 2015 financial year

Details of performance rights over ordinary shares provided as remuneration to each Director and each Senior Executive Officer is set out below. When exercisable, each performance right is convertible into one ordinary share. Performance rights are issued at a zero purchase price. Vesting details are set out in the subsequent table. Further information on the performance rights is set out in this Remuneration Report (Equity Granted to Directors and Senior Executive Officers above) and in Note 30 to the Annual Financial Report in Section 6 of this Statutory Annual Report. The assessed fair value at grant date of performance rights granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables below. Fair value at grant date is assessed using the closing share price on the date of grant.

Name	Performance rights granted during the year				Number of rights vested during the year	
	2015			2014	**2015**	2014
	Expiration Date	**Exercise Price**	**Number**	Number		
Directors of Pharmaxis Ltd						
MJ McComas *Chairman*	**-**	-	**-**	-	**-**	-
GJ Phillips *Chief Executive Officer*	**6 June 2023**	-	**-**	2,000,000	**390,000**	715,000
J Villiger	**-**	-	**-**	-	**-**	-
WL Delaat	**-**	-	**-**	-	**-**	-
R van den Broek	**-**	-	**-**	-	**-**	-
SHW Buckingham	**-**	-	**-**	-	**-**	-
Senior Executive Officers						
B Charlton	**-**	-	**-**	-	**237,750**	347,500
HG Fox	**-**	-	**-**	-	**161,700**	346,000
MC Gallacé	**-**	-	**-**	-	**-**	138,000
WG Jarolimek	**-**	-	**-**	-	**197,850**	240,000
DM McGarvey	**-**	-	**-**	-	**243,000**	355,000
K Morgan	**-**	-	**-**	-	**16,000**	25,000
G Velummylum	**-**	-	**-**	-	**-**	202,500

Shares Provided on Exercise of Remuneration Options

Name	Date of grant of options	Amount paid per share on exercise	Ordinary shares issued on exercise of options during the year	
			2015	**2014**
Senior Executive Officers of the Group				
GJ Phillips	7 September 2010	$ Nil	**40,000**	-
GJ Phillips	29 June 2012	$ Nil	**75,000**	-
GJ Phillips	29 November 2013	$ Nil	**915,000**	-
B Charlton	7 September 2010	$ Nil	**-**	40,000
B Charlton	29 June 2012	$ Nil	**150,000**	-
B Charlton	7 June 2013	$ Nil	**162,750**	232,500
HG Fox	7 September 2010	$ Nil	**40,000**	-
HG Fox	29 June 2012	$ Nil	**75,000**	-
HG Fox	7 June 2013	$ Nil	**392,700**	-
MC Gallacé	7 September 2010	$ Nil	**15,000**	-
MC Gallacé	29 June 2012	$ Nil	**16,000**	-
MC Gallacé	7 June 2013	$ Nil	**114,000**	-
WG Jarolimek	29 June 2012	$ Nil	**75,000**	-
WG Jarolimek	7 June 2013	$ Nil	**278,850**	-
DM McGarvey	7 September 2010	$ Nil	**40,000**	-
DM McGarvey	29 June 2012	$ Nil	**150,000**	-
DM McGarvey	7 June 2013	$ Nil	**408,000**	-
K Morgan	7 September 2010	$ Nil	**9,000**	-
K Morgan	29 June 2012	$ Nil	**32,000**	-
G Velummylum	7 September 2010	$ Nil	**10,000**	-
G Velummylum	29 June 2012	$ Nil	**35,000**	-
G Velummylum	7 June 2013	$ Nil	**157,500**	-

2.5 Additional Information on Compensation Paid to Directors and Senior Executive Officers

Details of Director and Senior Executive Officer Remuneration:* Cash Bonuses and *Performance Rights

For each cash bonus and grant of performance rights included in the tables above, the percentage of the available bonus or grant that was paid, or that vested, in the financial year, and the percentage that was forfeited because the person did not meet the service and performance criteria is set out below. No part of the bonuses is payable in future years.

Performance rights granted in 2010 vested 100% three years from the date of grant provided the Senior Executive Officer remained an employee of the Group. Performance rights granted in 2012 vested 50% two years from the date of grant and 50% three years from the date of grant, provided the Senior Executive Officer remained an employee of the Group at the relevant vesting date. Performance rights granted 2013 vest in three instalments. Thirty percent vested on 31st January 2014. Subject to achievement of set performance criteria, a maximum of thirty five percent could vest on 31st July 2014 and a maximum of 35% could vest on 31st July 2015. Unvested performance rights lapse in the event the Senior Executive Officer ceases to be an employee before the relevant vesting date. In relation to the component of performance rights potentially vesting at 31 July 2014, 45% vested based on performance in the 2014 financial year, 35% failed to vest based on performance in the 2014 financial year and 20% lapsed due to the employee no longer being employed by the group. On 23 July 2015 the Board resolved to vest 100% of the 31 July 2015 vesting component based on performance in the 2015 financial year.

	Cash Bonus		Performance Rights					
Name	**Paid[1] %**	**Forfeited %**	**Year granted**	**Vested %**	**Forfeited %**	**Financial years in which options may vest**	**Minimum total value of grant yet to vest $**	**Maximum total value of grant yet to vest $**
Non-executive Directors								
MJ McComas	–	–	–	–	–	–	–	–
WL Delaat	–	–	–	–	–	–	–	–
SHW Buckingham	–	–	–	–	–	–	–	–
Executive Director								
GJ Phillips (1)	100%	0%	2012 2014	50 16	– 19	2016	–	3,966
Senior Executive Officers								
B Charlton (1)	100%	0%	2012 2013	50 21	– 14	2016	–	1,555
HG Fox	100%	0%	2012 2013	50 21	– 14	2016	–	1,545
MC Gallacé	100%	0%	2012 2013	50 -	– 35	2016	–	763
WG Jarolimek (1)	100%	0%	2012 2013	50 24	– 11	2016	–	1,043
DM McGarvey (1)	100%	0%	2012 2013	50 21	– 14	2016	–	1,605
K Morgan	100%	0%	2012	50	–	2016	–	–
G Velummylum	100%	0%	2012 2013	50 -	– 35	2016	–	1,054

(1) In addition to the annual performance bonus, the Board made ex gratia payments for exceptional performance in relation to Mr Gary Phillips, Dr Wolfgang Jarolimek, Dr Brett Charlton and Mr David McGarvey. Refer above for details.

Share-Based Compensation Paid to Directors and Senior Executive Officers

Further details relating to options and performance rights granted to, exercised by or lapsed, for Directors and Senior Executive Officers during the financial year ended 30 June 2015 are set out below

	A	B	C	D
Name	Remuneration consisting of options	Value at grant date $	Value at exercise date $	Value at lapse date (Granted 2012 to 2013) $
Performance Rights				
GJ Phillips	–	–	257,500	33,880
B Charlton	–	–	75,938	9,548
HG Fox	–	–	55,750	50,826
MC Gallacé	–	–	7,250	26,711
WG Jarolimek	–	–	37,154	5,205
DM McGarvey	–	–	48,230	9,856
K Morgan	–	–	4,795	–
G Velummylum	–	–	10,733	27,764

A = The percentage of the value of remuneration consisting of options, based on the value at grant date as set out in column B.

B = The value at grant date calculated in accordance with AASB 2 *Share-based Payment* of options granted during the year as part of remuneration.

C = The difference between the market price of shares and the exercise price of options at exercise date that were granted in prior years as part of remuneration and were exercised during the year.

D = The value at lapse date of options that were granted as part of remuneration and that lapsed during the year because a vesting condition was not satisfied. The value is determined at the time of lapsing, but assuming the condition was satisfied.

Share Holdings of Directors and Senior Executive Officers

The numbers of shares in the company held during the financial year by each director of Pharmaxis Ltd and other key management personnel of the Group, including their close family members, are set out below. (Close members of the family of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity).

2015 Name	Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at the end of the year
Directors of Pharmaxis Ltd				
Ordinary shares				
MJ McComas	339,999	–	–	339,999
GJ Phillips	60,000	1,030,000	–	1,090,000
W Delaat	33,334	–	–	33,334
SHW Buckingham	200,000	–	–	200,000
Other key management personnel of the Group				
Ordinary shares				
B Charlton	283,214	312,750	(265,000)	330,964
HG Fox	–	507,700	(507,700)	–
MC Gallacé	2,340	145,000	(147,340)	–
WG Jarolimek	2,000	353,850	–	355,850
DM McGarvey	412,127	598,000	(390,000)	620,127
K Morgan[1]	35,340	16,000	–	51,340
G Velummylum	2,340	202,500	(204,840)	–

(1) Balance of shares held at date of appointment as Senior Executive Officer.

2014 Name	Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at the end of the year
Directors of Pharmaxis Ltd				
Ordinary shares				
MJ McComas	339,999	–	–	339,999
GJ Phillips	60,000	–	–	60,000
J Villiger	333,334	–	(333,334)	–
W Delaat	33,334	–	–	33,334
R van den Broek	75,000	–	(75,000)	–
SHW Buckingham	–	–	200,000	200,000
Other key management personnel of the Group				
Ordinary shares				
B Charlton	46	272,500	10,668	283,214
JF Crapper	2,000	–	(2,000)	–
HG Fox	–	–	–	–
MC Gallacé	2,340	–	–	2,340
WG Jarolimek	2,000	–	–	2,000
DM McGarvey	412,127	–	–	412,127
G Velummylum	2,340	–	–	2,340

Other transactions with key management personnel

There were no other transactions with key management personnel during the year ended 30 June 2015.

Loans to Directors and executives

Nil. Not permitted under Pharmaxis corporate governance framework.

2.6 Equity Remuneration

Shares Under Equity Plans

Total unissued ordinary shares under equity plans at the date of this report are as follows:

Equity Plan movement	Number
Total unissued ordinary shares under plans at 30 June 2015 – refer Note 30 to the Annual Financial Report included in Section 6 of this Statutory Annual Report	7,059,124
Options lapsed during the period from 1 July 2015 to 19 August 2015 (Granted from 2005 to 2009)	(3,379,375)
Performance rights granted on 31 July 2015	4,384,000
Performance rights exercised (shares issued) during the period from 1 July 2015 to 19 August 2015	(2,048,500)
Performance rights lapsed during the period from 1 July 2015 to 19 August 2015	-
Zero exercised priced options lapsed during the period from 1 July 2015 to 19 August 2015	(860)
	6,014,389

No option or performance right holder has any right to participate in any other share issue of the Company or any other entity.

Shares issued on the exercise of options

There were no ordinary shares issued during the year ended 30 June 2015 on the exercise of options granted under the Employee Option Plan.

Shares issued on the exercise of performance rights and zero exercise priced share plan

The following ordinary shares were issued during the year ended 30 June 2015 on the exercise of performance rights granted under the Performance Rights Plan or zero exercise priced option share plan. No amounts are unpaid on any of the shares.

Date performance rights granted	Issue price of shares	Number of shares issued
7 September 2010	$ Nil	353,000
24 September 2010	$ Nil	960
20 October 2010	$ Nil	7,000
30 August 2011	$ Nil	3,000
29 June 2012	$ Nil	1,043,000
18 October 2012	$ Nil	200,000
7 June 2013	$ Nil	2,777,148
29 November 2013	$ Nil	915,000
		5,299,108

3. CORPORATE GOVERNANCE

Pharmaxis has developed a corporate governance framework including supporting policies and practices consistent with the Corporate Governance Principles and Recommendations 3rd Edition ("ASX Governance Principles").

The Board reviews and updates the corporate governance framework as required.

A description of the Pharmaxis corporate governance framework, supporting policies and required ASX corporate governance disclosures may be found in the corporate governance section on the Pharmaxis website at www.pharmaxis.com/investor_centre/corporate_governance. The Company has filed Appendix 4G with the ASX, providing a key to where our corporate governance disclosures can be located.

4. SENIOR MANAGEMENT

Executive Director and Senior Executive Officers

Information about Executive Director and Senior Executive Officers as of 19th August 2015.

Gary J. Phillips., Refer to Directors' Report.

Brett Charlton, Ph.D., (aged 59) is a co-founder of Pharmaxis and has been Medical Director and was a member of the Board of Directors from June 1998 to March 2006. Dr Charlton is the author of more than 60 scientific papers and has over 16 years of experience in clinical trial design and management. Dr Charlton was founding Medical Director of the National Health Sciences Centre and established its Clinical Trials Unit. Prior to joining us, Dr Charlton held various positions with the Australian National University, Stanford University, the Baxter Centre for Medical Research, Royal Melbourne Hospital, and the Walter and Eliza Hall Institute. Dr Charlton holds an M.B.B.S. with honors from the University of New South Wales and a Ph.D. from the University of New South Wales.

Wolfgang G. Jarolimek, Ph.D., (aged 51) joined Pharmaxis in September 2010 as Manager in vitro Pharmacology and was appointed Head of Drug Discovery in August 2012. Dr Jarolimek has more than 15 years' experience in pharmaceutical drug discovery and has published more than 20 peer reviewed articles. From 2002 to 2010 Dr Jarolimek was Director of Assay Development and Compound Profiling at the GlaxoSmithKline Center of Excellence in Drug Discovery in Verona, Italy. In addition to chairing early drug discovery efforts locally he also had global responsibilities for ion channel screening and implementing safety-related screening. From 1998 to 2002 Dr Jarolimek worked at the Neuroscience Center of Merck, Sharp and Dohme in Harlow, England, as Senior Research Scientist in the electrophysiology group. Prior to joining pharma companies he spent 8 years as post-doc at the Max-Plank Institute in Munich, Germany; Baylor College of Medicine, Houston, Texas; Rammelkamp Center, Cleveland Ohio; and University of Heidelberg, Germany. Dr Wolfgang Jarolimek holds a B.Sc. in Pharmacy and a PhD from the University of Saarbrücken, Germany. In 1997 he became Assistant Professor in Physiology at the University of Heidelberg, Germany.

David M. McGarvey, C.A., C.P.A., (aged 59) has been Chief Financial Officer and Company Secretary since December 2002. Mr McGarvey has twenty six years' experience in overseeing the financial affairs of different Australian companies. From 1998 to 2002, Mr McGarvey served as Chief Financial Officer of the Filtration and Separations Group of U.S. Filter. From 1985 to 1997, Mr McGarvey served as Chief Financial Officer of Memtec Limited. While at Memtec, Mr McGarvey oversaw the U.S. listing of Memtec on the Nasdaq Global Market and the New York Stock Exchange and managed numerous international merger and acquisition transactions. From 1975 to 1985, Mr McGarvey held various positions at PricewaterhouseCoopers. Mr McGarvey holds a B.A. in Accounting from Macquarie University and was admitted to the Institute of Chartered Accountants in Australia in 1981, and to the membership of CPA Australia in 1993.

Kristen Morgan BSc, PGDipBusAdmin, MMedSc (aged 43) has responsibility for Alliance Management and Medical and Regulatory Affairs. Ms Morgan joined Pharmaxis in August 2008 as Head of Medical Affairs and has 19 years experience in the pharmaceutical industry. Ms Morgan previously held a Senior role in Medical Affairs at Sanofi-aventis, and held a commercial/sales role at GSK. Ms Morgan holds a B.Sc from Queensland University (major in pharmacology), a Postgraduate Diploma of Business Administration from Queensland University of Technology and a Masters of Medical Science (Drug Development) from University of New South Wales.

5 OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis should be read in conjunction with the financial statements and related notes included elsewhere in this report. The Company's financial year ends on 30 June.

5.1 Review of 2015 Operations

Pharmaxis is a specialist pharmaceutical company with a portfolio of products at various stages of development and approval including two drug discoveries approved in various world markets and a research pipeline focused on areas on high unmet clinical need.

Established in 1998 and listed on the Australian Securities Exchange in 2003 the Company's head office, manufacturing and research facilities are located in Sydney, Australia.

The Company's development pipeline is centred on its expertise in amine oxidase chemistry and includes Semicarbazide-Sensitive Amine Oxidase Inhibitors (SSAO) for Non-alcoholic Steatohepatitis (NASH) and inflammatory diseases including kidney fibrosis and Chronic Obstructive Pulmonary Disease (COPD), and Lysyl Oxidase Inhibitors (LOX) targeting fibrotic diseases including NASH, pulmonary fibrosis and some cancers. Pharmaxis' acknowledged expertise in amine oxide chemistry has attracted interest from leading pharmaceutical companies looking to make acquisitions or partner in this rapidly expanding/growth area of scientific research. In May 2015, Boehringer Ingelheim acquired the Pharmaxis phase 1 investigational drug PXS4728A, to develop it for the treatment of the diabetes and liver-related condition NASH.

Pharmaxis manufacturers and exports it's approved products from a purpose built high-tech manufacturing facility in Sydney.

- Bronchitol®, an inhaled dry powder for the treatment of cystic fibrosis, has been the subject of two large scale global clinical trials conducted by Pharmaxis. The product is marketed in Europe and Australia and a third large multicentre clinical trial is currently underway aiming to secure approval in the United States.
- Aridol® a lung function test for asthma was also the subject of a clinical trial program run by Pharmaxis and is approved and sold in Europe, Australia and Asia.

The management and Board of Directors have significant experience in drug discovery and pharmaceutical marketing.

During the current year the Company completed a major restructure and refocus of the Pharmaxis business, including

- Partnering of Bronchitol in the US for cystic fibrosis (CF) with Chiesi Farmaceutici SpA (Chiesi). Under the terms of the commercialisation agreement Chiesi is responsible for funding up to US$22 million of the cost of the phase 3 clinical trial of Bronchitol which is required to seek approval in the US. Subject to approval, Bronchitol will be sold as part of Chiesi's cystic fibrosis portfolio. Pharmaxis will manufacture Bronchitol on commercial terms for Chiesi but should it be independently sourced in the future by Chiesi Pharmaxis will continue to receive an ongoing share of sales revenue. Pharmaxis will receive up to US $25m in total milestones (on launch and on achievement of sales milestones); a manufacturing margin (cost plus mid-teens percentage mark-up) and a share of net sales (mid to high teens).

- The appointment of Chiesi as exclusive distributor for the commercialisation of Bronchitol for cystic fibrosis in Germany, the United Kingdom and Ireland. Under the terms of the agreement Chiesi took over responsibility for the marketing, sales and distribution of Bronchitol from 1 June 2015. Germany and the United Kingdom account for more than ninety five percent of current European sales. Pharmaxis will manufacture Bronchitol on commercial terms for Chiesi but, in the event it is independently sourced by Chiesi in the future, the agreement provides for Pharmaxis to receive an ongoing share of sales revenue. Distribution agreements entered into by Pharmaxis typically see Pharmaxis retain between 40% and 60% of net sales, depending on the specific market and the stage in the product lifecycle (launch, post launch etc).

- Chiesi's appointment enabled Pharmaxis to further reduce its cost base by closing its European commercial infrastructure and end its commercialisation contract with Quintiles effective 31 May 2015.

- Renegotiation of the Company's financing agreement with NovaQuest Pharma Opportunities Fund III (NovaQuest). Under the terms of the amended Financing Agreement, NovaQuest will receive reduced financial terms on its existing US$20 million investment (mid-single digit % of net in-country sales by distributors in US for 7 years from launch and in the EU until March 2020) and no further investment by NovaQuest is required.

- Sale of the investigational drug PXS4728A to Boehringer Ingelheim for an upfront payment of €27.5 million and subject to the continuing successful development and commercialisation of the PXS4728A program, the following payments:
  - up to a total of €55 million in development milestone payments tied to the commencement of phase 2 and 3 clinical trials
  - up to a total of €140 million in regulatory milestone payments upon filing of applications for marketing approval and receipt of regulatory and pricing approvals for a PXS4728A program product in the major pharmaceutical markets (i.e., USA, EU, and China or Japan) for the first indication
  - additional milestone payments similar in total to those set forth above upon achievement of the same development and regulatory milestone events by a PXS4728A program product for a second indication
  - earn-out payments on annual net sales of PXS4728A program products at tiered percentages starting in the high single digits

- commercialisation milestone payments upon achievement of specified levels of annual net sales of PXS4728A program products

This globally competitive deal, considered to be significant for the Australian biotech sector, will see Boehringer Ingelheim both fund and manage the further development of PXS4728A.

The Company's new strategic business plan has an increased focus on innovation and partnering in order to generate value. The key elements of the Pharmaxis business plan are:

- A new strategic direction – to build a regional biotech centre of excellence in fibrosis and inflammation
- To develop multiple drugs to phase 1 or 2 from the Company's in-house amine oxidase platform
- To collaborate where necessary to de-risk and accelerate internal and external drug development programs
- To licence out to large pharmaceutical companies with attractive first in class drugs post phase 1 or 2.

Short to mid-term opportunities for the Company include:

- Milestone payments from Boehringer as the development of PXS4728A progresses
- A research collaboration for LOXL2 to develop a drug for a specific indication to phase 1 or 2 and then, together with the collaboration, seek a partner
- Progressing additional drug programs in the drug discovery pipeline, based around the Company's expertise in amine oxidase chemistry
- A stake in the US commercialisation of Bronchitol where the Company's partner (Chiesi) is funding the phase 3 clinical trial required to pursue approval for the US with the US Food and Drug Administration, as well as participating in the sale of Bronchitol sold by distributors in the rest of the world.

The sale of PXS4728A to Boehringer Ingelheim significantly bolstered the financial strength of the Company. Increased cash and significantly reduced levels of expenditure provide the Company with the opportunity to confidently pursue its new strategic plan.

5.2 Results of Operations

Sales and Gross Profit

Sales - Year ended 30 June	2015	2014
In thousands	**A$**	**A$**
Australia	**977**	770
Europe	**4,239**	3,393
Korea	**790**	809
United States	**(7)**	64
	5,999	5,036

Sales for the full year ended 30 June 2015 of $6.0 million reflect the growing contribution by Bronchitol which increased from $3.28 million in 2014 to $4.24 million in 2015, an increase of 29%. In addition to sales in Germany, the United Kingdom, Austria, Denmark and Australia, initial sales were made into new markets of Greece and Turkey via distributors.

The group shipped Aridol to customers in Europe, Australia and Asia during the period. Sales of Aridol in the full year ended 30 June 2015 were $1.72 million, consistent with the sales performance in 2014 of $1.75 million. Sales of Aridol in South Korea contributed 46% (2014: 46%) of total sales, with the remainder coming from the Australian and European markets.

Overall gross margin was 65% of sales for the year ended 30 June 2015 (2014: 63%), driven by a change in sales mix between products (Aridol vs. Bronchitol).

Other revenue

Other revenue increased from $1.7 million in 2014 to $52.5 million in 2015. There are three components to this income group.

(a) As outlined above, in May 2015 Boehringer Ingelheim acquired the Company's phase 1 anti-inflammatory drug candidate PXS4728A, including associated intellectual property rights. The company received an option fee of €1.25 million (approximately A$1.8m) on signing the Agreement and an upfront payment of €27.5 million (approximately A$38.8m) on exercising of the option.

(b) Other revenue includes an amount of $11.1 million representing the cumulative recognition of R&D cost reimbursements pursuant to the commercialisation agreement with Chiesi as discussed above. The amount reimburses Pharmaxis for the clinical trial costs from the clinical research organisation managing the Company's US Phase III pivotal clinical trial in cystic fibrosis adults aged 18 years and over, up to a maximum of US$22.0 million. At 30 June 2015 the Company had incurred cumulative reimbursable costs $12.1 million.

(c) Other revenue also includes interest income which decreased from $1.7 million in 2014 to $0.72 million in 2015. The decrease in interest income was driven by a lower average balance of cash and cash equivalents available for investment during the period.

Other income

Other income decreased from $3.7 million in 2014 to $0.79 million in 2015. The components to this income group are as follows.

(a) An adjustment which increased the R&D tax incentive credits actually received by the Company for the year ended 30 June 2014 of $0.16 million. The R&D Tax Incentive scheme in Australia enables a 43.5 per cent refundable tax offset to eligible entities with an aggregated turnover of less than $20 million per annum. The Company's revenue is in excess of the $20 million cap for the 2015 fiscal year, accordingly no R&D tax incentive credits for the year ended 30 June 2015 have been accounted for, compared to the $3.5 million in 2014.

(b) The remaining components to other income include, license fees on entering distribution agreements (A$0.2 million), income on sub-leasing of premises (A$0.3 million) and drug development outsourced services.

Employee costs

Employee related expenses were $14.1 million in 2015 compared to $19.4 million in 2014. Employee costs include share based payments (non-cash) totaling a credit of $0.35 million in the 2015 period, compared to $1.9 million in the corresponding 2014 period. Employee costs are progressively reducing as the Company simplifies its business model. At 30 June 2015 the Company employed 61 full time equivalents of whom approximately 51% were engaged in production, quality and engineering, 15% in drug discovery, 13% in clinical trials and 21% across sales & marketing, administration, medical affairs and safety. The Company is pursuing further cost reductions as the business model continues to be simplified and intends to fund a component of its drug discovery expenses including employee costs from research collaboration agreements.

Administration & corporate

Administration and corporate expenses include accounting & IT, legal & compliance, public company costs, patent portfolio and insurance costs. Administration expenses were $3.3 million in 2015 compared to $3.4 million in 2014. The decrease has been driven by a reduction in a range of administration and corporate costs as the general business complexity is rationalized. The savings were partially offset by an increase in legal fees of $0.6 million related to financing and business development activities.

Clinical trials

Clinical trials expenses were $11.3 million in 2015 compared to $6.2 million in 2014, an increase of $5.1 million. The clinical trials expenses relate to the external costs incurred and are predominately driven by fees paid to the clinical research organisations contracted to manage the trials in multiple jurisdictions, and costs paid to participating site investigators. The increase is primarily the result of the commencement of the Phase 3 clinical trial of Bronchitol for the treatment of CF in adults aged 18 years and over which enrolled its first subject on 30 October 2014. The outsourced costs incurred for the year for this Phase 3 clinical trial totalled $7.4 million and are subject to reimbursement under the terms of the commercialisation agreement with Chiesi. The Company continues to progress the substantially smaller Phase 2 European paediatric clinical trial evaluating Bronchitol in cystic fibrosis.

During the current financial year, the Company also undertook a Phase 1 Clinical trial on PXS4728A totaling $1.8 million.

Drug development

Drug development expenses were $1.7 million in 2015 compared to $1.3 million in 2014, an increase of $0.4 million in fiscal 2015. The drug development expenses relate to the external costs incurred in running the Company's research laboratory (excluding any allocation of lease and utilities), selecting and then progressing drug candidates through the pre-clinical development path. The amount of resources allocated to this group has remained constrained for much of the current financial year pending completion of external funding arrangements. Following the acquisition by Boehringer Ingelheim in May 2015 of the Company's phase 1 anti-inflammatory drug candidate PXS4728A, the company has started re-investing in the drug development pipeline.

Sales, marketing & distribution

Sales & marketing expenses are primarily focused on external costs incurred in selling Bronchitol globally. Limited resources are directed at the sale of Aridol. Sales & marketing expenses for the current full year were $2.0 million compared to $3.4 million in 2014. The expenses in both years included costs associated in applying for pricing reimbursements and the decrease in sales & marketing expenses reflects a more tailored and targeted approach in markets, in line with sales performance and growth. The appointment of Chiesi as exclusive distributor for the main European markets where Bronchitol is currently sold and the subsequent closure of the Company's European commercial infrastructure on 31 May 2015 will further reduce these expenses in future periods.

Safety, medical and regulatory affairs

Safety, medical and regulatory affairs expenses relate to external costs directed at monitoring and reporting product safety to regulatory agencies, reviewing material provided to clinicians and patients by the Company and obtaining and maintaining product approvals. This category of expenses was $1.7 million in 2015 compared to $1.9 million in 2014. The level of expenditure is relatively consistent and from a regulatory perspective primarily related to routine licence maintenance. The main cost relates to satisfying the requirement of the Company's EU Bronchitol approval to undertake a prospective observational safety study of Bronchitol in adult cystic fibrosis patients over a 5 year period. The costs of this study totalled $0.73 million (2014: $0.67 million).

Manufacturing purchases

Manufacturing purchases were $1.7 million in 2015 compared to $2.1 million in 2014, a decrease of $0.4 million. This group of costs includes raw material and consumable purchases, external costs associated with running the production and quality control processes and repair & maintenance costs associated with manufacturing equipment and our manufacturing facility. In addition to manufacture and supply of commercial product, purchases also related to the manufacture of clinical trial material for the Phase 3 clinical trial in cystic fibrosis which commenced dosing subjects during the current year.

Other

Other expenses were $2.3 million in 2015 compared to $1.8 million in 2014, representing an increase of $0.5 million. This category encompasses corporate travel related costs, shared office administration costs, and other costs.

Also included in Other are royalty costs payable to the Sydney Local Health District, or SLHD, based on gross profit on product sales for products incorporating the licensed technology. The Pharmaxis products Aridol and Bronchitol fall within the scope of the SLHD license. During fiscal 2015 royalties were payable on sales of both Aridol and Bronchitol totalling $0.19 million (2014: $0.16 million).

Depreciation & amortisation

Depreciation and amortisation expense was $3.4 million in fiscal 2015 compared to $5.1 million in fiscal 2014. The decrease in expense reflects the write down of certain intangible assets in the second half of the 2014 financial year.

Finance expenses

Finance expenses were in credit totalling $2.7 million in 2015 compared to an expense of $7.1 million in 2014. There are two components to this group of expenses.

(a) Finance charges associated with the capitalised finance lease of our corporate manufacturing facility at French's Forest, Sydney totalling $0.7 million (2014: $0.8 million).

(b) Accrued finance costs up to 30 June 2015 in relation to the NovaQuest financing agreement. As outlined in the Review of Operations above, the Company settled its dispute with NovaQuest Pharma Opportunities Fund III (NovaQuest) on 23 December 2014 and entered an Amended and Restated Financing Agreement. Under the terms of the amended financing agreement, NovaQuest will receive reduced financial terms on its existing US$20 million investment and no further investment by NovaQuest is required.

In accordance with Australian Accounting Standards the Company had been accruing for finance costs from the commencement of the original contract term, being 31 January 2013, on the original anticipated full investment amount of US$40 million which the Company had elected to drawdown.

As a consequence of the new financial terms and reduced investment balance, the financial liability required restatement which resulted in a net credit to the income statement in the full year of $3.4 million. Movements in the exchange rate between the US and Australian dollar were also reflected in this restatement adjustment. The financial liability recorded on the balance sheet at 30 June 2015 is the Australian dollar equivalent of the US$20 million investment by NovaQuest plus accrued net finance costs to date of US$19,030 minus payments made to date of US$326,632.

Impairment expenses

Restructure and impairment expenses were $0.3 million in 2015 compared to $8.8 million in 2014. The 2015 charge relates to the write down of several patent families following a re-assessment of their recoverability. The 2014 expense related exclusively to the write down to nil of the ASM8 patent suite acquired by the Company when it acquired the Canadian company Topigen Pharmaceuticals Inc. in 2010. The factors leading to this write-down were addressed in the 2014 Statutory Annual Report.

Income tax expense

Income tax expense relates to tax on the income generated by the group's subsidiaries which are currently reimbursed for their R&D and sales and marketing expenditures on a cost plus basis, upon which tax is payable.

Profit/(Loss)

The Company recorded a profit of $18.5 million in 2015 compared to a loss in 2014 of $51.8 primarily due to the sale of the Company's phase 1 anti-inflammatory drug candidate PXS4728A to Boehringer Ingelheim for a total of $40.6 million. The Company also experienced revenue growth and ongoing reductions in operating expenses discussed above.

Basic and diluted net profit / (loss) per share

Basic and diluted net profit per share was $0.059 in 2015 compared to a net loss per share of $0.168 in 2014.

5.3 Liquidity and Capital Resources

As at 30 June 2015 Pharmaxis had cash and cash equivalents of $54.1 million as compared to $34.2 million at 30 June 2014. The components of the Company's cash flow during 2015 were as follows:

- Net cash inflows from operating activities of $21.8 million. This consisted of a net profit for the year of $18.5 million, which included $3.9 million of non-cash depreciation, amortisation and impairment charges, net non-cash finance & foreign exchange credits of ($1.1) million, non-cash stock option credits of ($0.4) million, and other positive working capital movements of $0.9 million.
- Net cash outflows from investing activities were $0.3 million, which was spent entirely on payments for plant and equipment and intangible assets.
- Net cash outflows from financing activities were $1.8 million related to facility finance lease repayments of $1.4 million and financing agreement repayments of $0.4 million.

6 FINANCIAL STATEMENTS

This financial report covers Pharmaxis Ltd as the consolidated entity consisting of Pharmaxis Ltd and its subsidiaries. The financial report is presented in the Australian currency.

Pharmaxis Ltd is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Pharmaxis Ltd
20 Rodborough Road
Frenchs Forest, NSW Australia 2086

A description of the nature of the consolidated entity's operations and its principal activities is included in the review of operations and activities in the directors' report which is not part of this financial report.

The financial report was authorised for issue by the directors on 19 August 2015. The company has the power to amend and reissue the financial report.

Through the use of the internet, we have ensured that our corporate reporting is timely, complete, and available globally at minimum cost to the company. Press releases, financial reports and other information are available at our website: www.pharmaxis.com.au.

Pharmaxis Ltd

Consolidated income statement

For the year ended 30 June 2015

	Notes	2015 $'000	2014 $'000
Revenue from continuing operations			
Revenue from sale of goods	3a	**5,999**	5,036
Other revenue	3a	**52,463**	1,735
Other income	3b	**785**	3,715
		59,247	10,486
Other expenses from ordinary activities	4		
Employee costs		**(14,111)**	(19,377)
Administration & corporate		**(3,316)**	(3,379)
Rent, occupancy & utilities		**(1,593)**	(1,767)
Clinical trials		**(11,315)**	(6,221)
Drug development		**(1,695)**	(1,256)
Sales, marketing & distribution		**(1,962)**	(3,376)
Safety, medical and regulatory affairs		**(1,723)**	(1,852)
Manufacturing purchases		**(1,737)**	(2,142)
Other		**(2,300)**	(1,771)
Depreciation & amortisation		**(3,406)**	(5,131)
Finance costs		**2,696**	(7,146)
Impairment expenses		**(277)**	(8,783)
		(40,739)	(62,201)
Profit / (loss) before income tax		**18,508**	(51,715)
Income tax expense	5	**(42)**	(103)
Profit / (loss) for the year		**18,466**	(51,818)
Earnings per share:		**Cents**	Cents
Basic earnings / (loss) per share	28	**5.9**	(16.8)
Diluted earnings / (loss) per share	28	**5.9**	(16.8)

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

Pharmaxis Ltd

Consolidated statement of comprehensive income

For the year ended 30 June 2015

	2015	2014
	$'000	$'000
Profit / (loss) for the financial year	**18,466**	(51,818)
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations	**141**	70
Other comprehensive income / (loss) for the year, net of tax	**141**	70
Total comprehensive income / (loss) for the year	**18,607**	(51,748)
Total comprehensive income / (loss) for the year is attributable to:		
Owners of Pharmaxis Ltd	**18,607**	(51,748)

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

Pharmaxis Ltd

Consolidated balance sheet

As at 30 June 2015

	Notes	2015 $'000	2014 $'000
ASSETS			
Current assets			
Cash and cash equivalents	6	**54,138**	34,182
Trade and other receivables	7	**5,827**	4,563
Inventories	8	**1,575**	2,150
Total current assets		**61,540**	40,895
Non-current assets			
Receivables	9	**1,021**	2,146
Property, plant and equipment	10	**19,634**	22,448
Intangible assets	11	**363**	1,258
Total non-current assets		**21,018**	25,852
Total assets		**82,558**	66,747
LIABILITIES			
Current liabilities			
Trade and other payables	12	**5,796**	5,659
Borrowings	13	**772**	679
Other liabilities	14	**1,070**	1,018
Provisions	15	**494**	800
Current tax liabilities		**16**	126
Total current liabilities		**8,148**	8,282
Non-current liabilities			
Borrowings	16	**10,121**	10,893
Other liabilities	17	**27,690**	29,182
Provisions	18	**278**	323
Total non-current liabilities		**38,089**	40,398
Total liabilities		**46,237**	48,680
Net assets		**36,321**	18,067
EQUITY			
Contributed equity	19	**344,623**	344,623
Reserves	20(a)	**17,503**	17,715
Accumulated losses	20(b)	**(325,805)**	(344,271)
Total equity		**36,321**	18,067

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

Pharmaxis Ltd

Consolidated statement of changes in equity

For the year ended 30 June 2015

	Notes	Contributed equity $'000	Reserves $'000	Accumulated losses $'000	Total $'000
Balance at 30 June 2013		344,623	15,725	(292,453)	67,895
Loss for the year		–	–	(51,818)	(51,818)
Other comprehensive income		–	70	–	70
Total comprehensive income / (loss) for the year		–	70	(51,818)	(51,748)
Transactions with owners in their capacity as owners					
Contributions of equity, net of transaction costs	19(a)	–	–	–	–
Employee share options	20(a)	–	1,920	–	1,920
		–	1,920	–	1,920
Balance at 30 June 2014		**344,623**	**17,715**	**(344,271)**	**18,067**
Profit for the year		–	–	18,466	18,466
Other comprehensive income		–	141	–	141
Total comprehensive income for the year		–	141	18,466	18,607
Transactions with owners in their capacity as owners					
Contributions of equity, net of transaction costs	19(a)	–	–	–	–
Employee share options	20(a)	–	(353)	–	(353)
		–	(353)	–	(353)
Balance at 30 June 2015		**344,623**	**17,503**	**(325,805)**	**36,321**

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

Pharmaxis Ltd

Consolidated statement of cash flows

For the year ended 30 June 2015

	Notes	2015 $'000	2014 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		**16,620**	5,392
Payments to suppliers and employees (inclusive of goods and services tax)		**(39,396)**	(40,172)
		(22,776)	(34,780)
Sale of drug candidate		**40,603**	-
Grant receipts from government		**3,389**	4,935
Interest received		**721**	1,735
Income tax paid		**(157)**	(22)
Net cash inflow / (outflow) from operating activities	27	**21,780**	(28,132)
Cash flows from investing activities			
Payments for property, plant and equipment		**(244)**	(217)
Proceeds from disposal of plant and equipment		**2**	34
Payments for intangible assets		**(22)**	(130)
Net cash outflow from investing activities		**(264)**	(313)
Cash flows from financing activities			
Finance lease payments		**(1,402)**	(1,357)
Financing agreement payments		**(389)**	–
Net cash outflow from financing activities		**(1,791)**	(1,357)
Net increase / (decrease) in cash and cash equivalents		**19,725**	(29,802)
Cash and cash equivalents at the beginning of the financial year		**34,182**	63,943
Effects of exchange rate changes on cash and cash equivalents		**231**	41
Cash and cash equivalents at the end of the financial year	6	**54,138**	34,182

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of Pharmaxis Ltd and its subsidiaries.

(a) Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, Interpretations issued by the Australian Accounting Standards Board, and the *Corporations Act 2001.* Pharmaxis Ltd is a for profit entity for the purposes of preparing the financial statements.

Compliance with IFRS

The consolidated financial statements of Pharmaxis Ltd also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical cost convention

These financial statements have been prepared under the historical cost convention.

Presentation of financial statements

The group has decided to change its presentation of expenses in its income statement to a classification based on the nature of the expenses as opposed to their function within the entity. In accordance with AASB101: Presentation of financial statements the change in presentation is considered to provide information that is more relevant to users of the financial statements and follows a significant change in the nature of the entity's operations as discussed in the 'Review of Operations' in the Directors' report. The comparative information has been reclassified accordingly.

Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) *Clinical trial cost reimbursements* – The group recognises revenue in relation to its partnering agreement of Bronchitol in the US for cystic fibrosis with Chiesi Farmaceutici SpA. The revenue recognised in the income statement related to this agreement requires a level of judgement in forecasting the overall costs required to complete the associated clinical trial.

(ii) *Finance liabilities* - The group has recognised a financial liability in relation to an agreement with NovaQuest Pharma Opportunities Fund III, LP in accordance with the accounting policy stated in note 1 r (ii). The finance cost recognised in the income statement related to this financial liability has been calculated by taking into account sales forecasts in territories covered by the agreement, timing of launch into these territories and applicable exchange rates. Significant judgement has been applied in deriving these assumptions. Where the outcomes of these assumptions are different from the amounts that were initially recorded, such differences will impact the financial liabilities and finance costs in the period in which such determination is made.

(iii) *Income taxes* - The group is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgement is required in determining the worldwide provision for income taxes and other tax related balances. There are certain transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The group estimates its tax liabilities/receipts based on the group's understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

(b) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Pharmaxis Ltd (''company'' or ''parent entity'') as at 30 June 2015 and the results of all subsidiaries for the year then ended. Pharmaxis Ltd and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated.

Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Investments in subsidiaries are accounted for at cost in the individual financial statements of Pharmaxis Ltd.

1. Summary of significant accounting policies (continued)

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, which is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group's senior management committee.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Pharmaxis Ltd's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges. All other foreign exchange gains and losses are presented in the income statement on a net basis within other expenses.

(iii) Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are taken to other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences are recognised in the income statement, as part of the gain or loss on sale where applicable.

(e) Revenue recognition

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

Revenue is recognised for the major business activities as follows:

(i) Sale of goods

Sales revenue is measured at the fair value of the consideration received or receivable. Revenue from the sale of goods is recorded when goods have been dispatched and the risk and rewards have passed to the customer.

(ii) Interest income

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

(iii) Research & Development tax incentive income

Research & Development tax incentive income is recognised when there is reasonable assurance that the income will be received, the relevant expenditure has been incurred, and the consideration can be reliably measured.

(iv) Sale of drug candidates

Milestone payments received pursuant to a Drug Candidate Asset and Purchase agreement with no further performance obligations on the part of the company are recognized as income when they are receivable under the terms of the contract and their receipt is probable.

(v) Clinical trial cost reimbursements

Clinical trial cost reimbursement revenue is recognised in accordance with the stage of completion of the associated clinical trial and when the consideration can be reliably measured and the receipt is probable.

1. Summary of significant accounting policies (continued)

(f) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions. When the company receives income in advance of incurring the relevant expenditure, it is treated as deferred income as the company recognises the income only when the relevant expenditure has been incurred.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of plant and equipment are included in liabilities as deferred income and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

(g) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

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

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

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

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

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

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

The Group has unused tax losses of $310 million at 30 June 2015 as described in note 5.

(h) Leases

Leases of property where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases (note 23). Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the principal repayment and the finance cost. The finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property acquired under the finance lease is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term. Any lease incentive received is recognised in the income statement on a straight-line basis over the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases (note 23). Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

1. Summary of significant accounting policies (continued)

(i) Business combinations

The acquisition method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

(j) Impairment of assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(k) Cash and cash equivalents

For purposes of the statement of cash flows, cash includes cash on hand, deposits at call, term deposits and bank accepted commercial bills, which are subject to an insignificant risk of changes in value.

Bank accepted commercial bills are short-term deposits held with banks with maturities of three months or less, which are acquired at a discount to their face value. The bills are carried at cost plus a portion of the discount recognised as income on an effective yield basis. The discount brought to account each period is accounted for as interest received.

(l) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade receivables are due for settlement between 30 – 90 days from date of invoice. They are presented as current assets unless collection is not expected for more than twelve months after the reporting date.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

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

1. Summary of significant accounting policies (continued)

(m) Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(n) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on other assets is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

Plant and equipment	5 – 15 years
Computer equipment	4 years
Leased building and improvements	15 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(j)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement.

(o) Intangible assets

(i) Patents

Patents have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the patents over their estimated useful lives, which vary from 5 to 20 years.

(ii) Trademarks

Trademarks have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the trademarks over their estimated useful lives, which are assessed as 20 years.

(iii) Research and development

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success considering its commercial and technical feasibility and its costs can be measured reliably. Other development expenditures that do not meet these criteria are recognised as an expense as incurred.

(iv) Software

Software licenses are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the software over their estimated useful lives, which vary from three to five years.

(p) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition and receipt of a valid invoice. Trade and other payables are presented as current liabilities unless payment is not due within twelve months from the reporting date.

1. Summary of significant accounting policies (continued)

(q) Employee benefits

(i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Long term obligations

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wage and salary levels and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

(iii) Retirement benefit obligations

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

(iv) Equity-based payments

Equity-based compensation benefits are provided to employees via the Pharmaxis Employee Equity Plans. Information relating to these schemes is set out in note 30. The fair value of equity granted under the various plans are recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options / performance rights.

For options the fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. For performance rights the fair value at grant date is taken to be the closing share price on the date of grant.

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, performance targets). Non-market vesting conditions are included in assumptions about the number of options / performance rights that are expected to become exercisable. At each balance sheet date, the Company revises its estimate of the number of options / performance rights that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

(v) Bonus plans

The Group recognises a liability and an expense for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) Termination benefits

Termination benefits are payable when employment is terminated by the group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The group recognises termination benefits at the earlier of the following dates: (a) when the group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of AASB 137 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

1. Summary of significant accounting policies (continued)

(r) Other liabilities

(i) Deferred lease incentive

The deferred lease incentive relates to a cash incentive received pursuant to a lease agreement. The deferred incentive is amortised to the income statement over the lease term of 15 years.

(ii) Financing agreement

The company recognised a financial liability which may be contingent in the event of the occurrence or non-occurrence of uncertain future events (or on the outcome of uncertain circumstances) that are beyond the control of both the group and its counter party.

The group does not have an unconditional right to avoid delivering cash or another financial asset (or otherwise to settle it in such a way that it would be a financial liability) as it does not control the final outcome. A transfer of economic benefits as a result of a past event (the issue of the financial liability) cannot be avoided depending on the outcome of the future event.

The financial liability is initially recognised at fair value of the estimated cash flows that are expected to occur over the expected life of the liability, net of transaction costs incurred. The financial liability is subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss, in finance costs, over the period of the financial liability using the effective interest method. When the estimated cash flows are revised, the carrying amount of the liability is recalculated by computing the present value of the revised estimated future cash flows at the original effective interest rate.

Financial liabilities are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

(s) Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options (net of recognised tax benefits) are shown in equity as a deduction from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(t) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing net result after income tax attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(u) Goods and Services Tax (GST)

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

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

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

1. Summary of significant accounting policies (continued)

(v) Rounding of amounts

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

(w) Parent entity financial information

The financial information for the parent entity, Pharmaxis Ltd, disclosed in note 31 has been prepared on the same basis as the consolidated financial statements. Investments in subsidiaries are accounted for at cost in the financial statements of Pharmaxis Ltd. Dividends received are recognised in the parent entity's profit or loss when its right to receive the dividend is established.

(x) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2015 reporting periods. The Group's assessment is that the impact of these new standards and interpretations will not have a significant impact on the Group's financial statements.

2. Segment information

(a) Description of segments

During the year, the reporting to the group's senior management committee, consisting of the chief executive officer, chief financial officer, medical director, head of drug development and head of alliance management was modified as follows.

The group's senior management committee, considers the business from a product development stage perspective and has identified two reportable segments:

1. Bronchitol and Aridol business – covering the ongoing clinical development, manufacture and sale of the Bronchitol and Aridol globally. The committee monitors the performance of these two products collectively.
2. New Drug Development – this segment encompasses the drug discovery and early stage clinical development of the group's new drug candidates.

The corporate head office related costs of the group's business are not regarded as a segment but are disclosed below.

(b) Segment information provided to the senior management committee

The segment information provided to the senior management committee for the reportable segments for the year ended 30 June 2015 is as follows:

	Bronchitol & Aridol	New Drug Development	Corporate	Total
2015	**$'000**	**$'000**	**$'000**	**$'000**
Total segment revenue	17,541	40,603	382	58,526
Expenses from ordinary activities				
Employee costs	(9,615)	(1,692)	(2,613)	(13,920)
Administration & corporate	(746)	(96)	(1,442)	(2,284)
Rent, occupancy & utilities	(911)	(81)	(601)	(1,593)
Clinical trials	(9,469)	(1,846)	–	(11,315)
Drug development	-	(1,695)	–	(1,695)
Sales, marketing & distribution	(1,962)	–	–	(1,962)
Safety, medical and regulatory affairs	(1,723)	–	–	(1,723)
Manufacturing purchases	(1,737)	–	–	(1,737)
Other	(1,423)	(125)	742	(806)
	(27,586)	(5,535)	(3,914)	(37,035)
Adjusted EBITDA	(10,045)	35,068	(3,532)	21,491
2014				
Total segment revenue	7,274	1,326	151	8,751
Expenses from ordinary activities				
Employee costs	(13,265)	(1,417)	(2,775)	(17,457)
Administration & corporate	(850)	(110)	(2,242)	(3,202)
Rent, occupancy & utilities	(1,001)	(91)	(675)	(1,767)
Clinical trials	(6,221)	–	–	(6,221)
Drug development	-	(1,256)	–	(1,256)
Sales, marketing & distribution	(3,376)	–	–	(3,376)
Safety, medical and regulatory affairs	(1,852)	–	–	(1,852)
Manufacturing purchases	(2,142)	–	–	(2,142)
Other	(1,122)	(72)	(685)	(1,879)
	(29,829)	(2,946)	(6,377)	(39,152)
Adjusted EBITDA	(22,555)	(1,620)	(6,226)	(30,401)

2. Segment information (continued)

The senior management committee uses the adjusted EBITDA as a measure to assess performance of the segments. This excludes the effects of non-recurring expenditure such as redundancy costs, partnering and financing agreement legal expenses, business development expenses and patent impairments when the impairment is the result of an isolated, non-recurring event. It also excludes the effects of equity-settled share-based payments and unrealised gains/losses on financial instruments.

A reconciliation of adjusted EBITDA to operating profit / (loss) before income tax is provided as follows:

	2015	2014
	$'000	$'000
Adjusted EBITDA	**21,491**	(30,401)
Interest revenue	**721**	1,735
Finance costs		
Financing agreement credits/(charges) [(1)]	**3,418**	(6,371)
Finance lease charges	**(722)**	(775)
Depreciation and amortisation expense	**(3,406)**	(5,131)
Impairment of patents and other assets	**(277)**	(8,783)
Redundancy expenses	**(544)**	–
Non recurring legal and business development expenses	**(1,032)**	(177)
Share-based payment expenses	**353**	(1,920)
Unrealised (gains) / losses on financial instruments	**(1,494)**	108
Profit / (loss) before income tax	**18,508**	(51,715)

(1) The Company entered an Amended and Restated Financing Agreement with NovaQuest during the year ended 30 June 2015. As a consequence of the new financial terms and reduced investment balance, the financial liability required restatement which resulted in a net credit to the income statement for the full year period of $3.4 million.

3a. Revenue

	2015	2014
	$'000	$'000
Sales revenue		
Sale of goods	**5,999**	5,036
Other revenue		
Sale of drug candidate	**40,603**	-
Clinical trial cost reimbursements	**11,139**	-
Interest	**721**	1,735
	52,463	1,735

3b. Other income

	2015	2014
	$'000	$'000
R&D Tax Incentive income	**164**	3,539
Other	**621**	176
	785	3,715

4. Expenses

Profit / (loss) before income tax includes the following specific expenses:	**2015 $'000**	2014 $'000
Depreciation (note 10)		
Plant and equipment	**1,340**	1,177
Computer equipment	**77**	164
Leased building and improvements	**1,588**	1,515
Total depreciation	**3,005**	2,856
Amortisation & impairment (note 11)		
Patents	**883**	11,242
Trademarks	**6**	6
Software	**28**	49
Total amortisation	**917**	11,297
Amortisation of deferred lease incentive	**(239)**	(239)
Impairment losses – financial assets		
Trade receivables	**(54)**	63
Net loss on disposal of plant and equipment	**60**	4
Rental expense relating to operating leases	**921**	883
Net foreign exchange losses	**395**	132
Employee salaries and benefits expense		
Defined contribution superannuation	**845**	913
Share-based payment expenses	**(353)**	1,920
Contractor benefits expenses	**1,622**	3,002
Other employee benefits expenses	**11,997**	13,542

5. Income tax expense

(a) **Numerical reconciliation of prima facie tax expense to actual income tax expense**	**2015 $'000**	2014 $'000
Profit /(loss) before income tax expense	**18,508**	(51,715)
Tax at the Australian tax rate 30% (2014:30%)	**5,552**	(15,515)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Share-based payments	**(106)**	576
Government research tax incentives	**(457)**	1,215
Sundry items	**99**	228
	5,088	(13,496)
(Under)/Over provision in prior years	**(56)**	323
Difference in overseas tax rates	**(1)**	(57)
Total	**5,031**	(13,230)
Deferred tax benefits (utilised) / not recognised	**(4,989)**	13,333
Income tax expense	**42**	103

This represents current income tax expense.

(b) Tax losses

Unused tax losses for which no deferred tax asset has been recognised	**310,117**	323,855
Potential tax benefit at 30%	**93,035**	97,157

All unused tax losses were incurred by the parent entity.

6. Current assets – Cash and cash equivalents

	2015 $'000	2014 $'000
Cash at bank and in hand	**1,692**	973
Deposits at call	**7,329**	2,526
Term deposits	**45,117**	30,683
	54,138	34,182

Interest rate risk exposure

The Group's exposure to interest rate risk is discussed in note 29. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of cash and cash equivalents above.

7. Current assets – Trade and other receivables

	2015 $'000	2014 $'000
Trade receivables	**4,057**	1,130
Provision for impairment of receivables (note (b))	**(62)**	(74)
	3,995	1,056
R&D Tax Incentive receivable	**-**	3,200
Prepayments (note (c))	**92**	45
Tax related receivables	**247**	262
Other receivables (note (d))	**1,493**	-
	5,827	4,563

7. Current assets – Trade and other receivables (continued)

(a) Past due but not impaired

As of 30 June 2015, trade receivables of $113,292 (2014: $264,384) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The aging analysis of these trade receivables is as follows:

	2015	2014
	$'000	$'000
Up to 1 month	**84**	205
1 to 2 months	**28**	59
Over 2 months	**1**	–
	113	264

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

(b) Impaired trade receivables

As of 30 June 2015 trade receivables of $62,285 (2014: $74,328) were impaired.

(c) Prepayments

Prepayments relate to insurance premiums and operating lease rent paid in advance.

(d) Other receivables

Other receivables represents cash held at bank to cover bank guarantee facilities related to corporate credit card and local payment clearing house facilities and upfront contractual advances to third parties due for settlement within 12 months.

(e) Foreign exchange and interest rate risk

Information about the Group's exposure to foreign currency risk and interest rate risk in relation to trade and other receivables is provided in note 29.

(f) Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to note 29 for more information on the risk management policy of the Group and the credit quality of the entity's trade receivables.

8. Current assets – Inventories

	2015	2014
	$'000	$'000
Raw materials - at cost	**646**	380
Work-in-progress - at cost	**371**	524
Finished goods - at cost	**558**	1,246
	1,575	2,150

9. Non-current assets – Receivables

	2015	2014
	$'000	$'000
Other receivables (note (a))	**1,021**	2,146

(a) Other receivables

Other receivables primarily represents cash held at bank to cover bank guarantee facilities related to finance and operating lease commitments. The comparative also included cash held at bank to cover bank guarantee facilities related to corporate credit card and local payment clearing house facilities which have now moved to current as at 30 June 2015.

(b) Fair value

The carrying amount of the non-current receivables approximates their fair value.

(c) Risk exposure

Information about the Group's exposure to credit risk, foreign exchange and interest rate risk is provided in note 29.

10. Non-current assets – Property, plant and equipment

	Plant and equipment	Computer equipment	Leased building and improvements	Total
	$'000	$'000	$'000	$'000
At 1 July 2013				
Cost	15,949	1,641	23,048	40,638
Accumulated depreciation and impairment	(7,589)	(1,322)	(6,612)	(15,523)
Net book amount	8,360	319	16,436	25,115
Year ended 30 June 2014				
Opening net book amount	8,360	319	16,436	25,115
Exchange differences	–	4	1	5
Additions	199	18	–	217
Disposals	(28)	(5)	–	(33)
Depreciation charge	(1,177)	(164)	(1,515)	(2,856)
Closing net book amount	7,354	172	14,922	22,448
At 30 June 2014				
Cost	14,515	959	22,855	38,329
Accumulated depreciation and impairment	(7,161)	(787)	(7,933)	(15,881)
Net book amount	7,354	172	14,922	22,448
Year ended 30 June 2015				
Opening net book amount	7,354	172	14,922	22,448
Exchange differences	3	5	1	9
Additions	231	13	-	244
Disposals	(20)	(37)	(5)	(62)
Depreciation charge	(1,340)	(77)	(1,588)	(3,005)
Closing net book amount	6,228	76	13,330	19,634
At 30 June 2015				
Cost	14,695	679	22,843	38,217
Accumulated depreciation and impairment	(8,467)	(603)	(9,513)	(18,583)
Net book amount	6,228	76	13,330	19,634

(a) Leased assets

Leased building and improvements includes the following amounts where the Group is a lessee under a finance lease:

	2015	2014
	$'000	$'000
Cost	**13,916**	13,916
Accumulated amortisation	**(5,693)**	(4,765)
Net book amount	**8,223**	9,151

11. Non-current assets – Intangible assets

	Patents $'000	Trademarks $'000	Software $'000	Total $'000
At 1 July 2013				
Cost	18,895	111	750	19,756
Accumulated amortisation and impairment	(6,647)	(34)	(646)	(7,327)
Net book amount	12,248	77	104	12,429
Year ended 30 June 2014				
Opening net book amount	12,248	77	104	12,429
Additions	110	–	20	130
Disposals	–	–	(4)	(4)
Amortisation charge	(2,459)	(6)	(49)	(2,514)
Impairment charge	(8,783)	–	–	(8,783)
Closing net book amount	1,116	71	71	1,258
At 30 June 2014				
Cost	19,005	111	591	19,707
Accumulated amortisation and impairment	(17,889)	(40)	(520)	(18,449)
Net book amount	1,116	71	71	1,258
Year ended 30 June 2015				
Opening net book amount	1,116	71	71	1,258
Additions	22	-	-	22
Disposals	-	-	-	-
Amortisation charge	(606)	(6)	(28)	(640)
Impairment charge	(277)	-	-	(277)
Closing net book amount	255	65	43	363
At 30 June 2015				
Cost	19,027	111	591	19,729
Accumulated amortisation and impairment	(18,772)	(46)	(548)	(19,366)
Net book amount	255	65	43	363

12. Current liabilities – Trade and other payables

	2015 $'000	2014 $'000
Trade payables	**2,700**	1,776
Other payables (note (a))	**3,096**	3,883
	5,796	5,659

(a) Other payables

Other payables include accruals for annual leave. The entire obligation is presented as current, since the Group does not have an unconditional right to defer settlement.

(a) Risk exposure

Information about the Group's exposure to foreign exchange risk is provided in note 29.

13. Current liabilities – Borrowings

	2015	2014
	$'000	$'000
Secured		
Lease liabilities (note 23)	**772**	679

(a) Security and fair value disclosures

Information about the security relating to each of the secured liabilities and the fair value of each of the borrowings is provided in note 16.

(b) Risk exposure

Information about the Group's exposure to risks arising from current and non-current borrowings is provided in note 29.

14. Current liabilities – Other liabilities

	2015	2014
	$'000	$'000
Deferred lease incentive	**239**	239
Financing agreement	**831**	779
	1,070	1,018

Information about the deferred lease incentive and financing agreement is provided in note 17.

15. Current liabilities – Provisions

	2015	2014
	$'000	$'000
Employee benefits - long service leave	**494**	412
Restructuring provision	**-**	388
	494	800

16. Non-current liabilities – Borrowings

	2015	2014
Secured	**$'000**	$'000
Lease liabilities (note 23)	**10,121**	10,893

Secured liabilities and assets pledged as security

Lease liabilities are effectively secured, as the rights to the leased assets recognised in the financial statements revert to the lessor in the event of default.

17. Non-current liabilities – Other liabilities

	2015	2014
	$'000	$'000
Deferred lease incentive (a)	**1,856**	2,095
Deferred clinical trial cost reimbursements (b)	**1,000**	-
Financing agreement (c)	**24,834**	27,087
	27,690	29,182

(a) The deferred lease incentive relates to a cash incentive received pursuant to a lease agreement. The deferred incentive is amortised over the 15 year lease term on a straight-line basis.

(b) Pursuant to the company's agreement with Chiesi Farmaceutici SpA (Chiesi) for the commercialisation of Bronchitol in the US for cystic fibrosis, Chiesi is responsible for funding up to a maximum of US$22 million of the associated costs from the clinical research organisation managing the clinical trial. According to Australian Accounting Standards (AASB 118 *Revenue*) revenue associated with this agreement shall be recognised by reference to the stage of completion (and estimated completion cost base) of the underlying clinical trial. In compliance with this treatment, as at 30 June 2015 the Company had incurred cumulative reimbursable costs $12.1 million and has booked associated other revenue of $11.1 million, resulting in deferred revenue of $1 million.

17. Non-current liabilities – Other liabilities (continued)

(c) On 30 January 2013, the company entered a financing agreement (as subsequently amended on 24 December 2014) with NovaQuest Pharma Opportunities Fund III, LP (NovaQuest) under which NovaQuest agreed to invest US$20 million to support the continued development, manufacturing and commercialisation of Bronchitol for cystic fibrosis in the European Union ("EU") and the United States ("US"). As consideration for its investment, NovaQuest will only receive payments based upon the EU and US sales revenue of Bronchitol for cystic fibrosis for a term of eight years in the EU (1 April 2021) and seven years from the launch of Bronchitol in the US. Payments that may become due are determined by reference to EU and US sales revenue bands and corresponding annual payment percentages.

The balance represents the initial investment by NovaQuest of US$20 million plus accrued finance costs (calculated based on forecast future sales of Bronchitol in the EU and US over the term of the finance agreement) less product net sales payments up to 30 June 2015 in accordance with accounting policy note 1(r)(ii).

18. Non-current liabilities – Provisions

	2015	2014
	$'000	$'000
Employee benefits - long service leave	**278**	323

19. Contributed equity

		Consolidated and Parent entity		**Consolidated and Parent entity**	
		2015	2014	**2015**	2014
Share capital (note (a))	Notes	**Shares**	Shares	**$'000**	$'000
Ordinary shares	(b),(c)				
Fully paid		314,813,957	309,514,849	**344,623**	344,623

Movements in ordinary share capital:

Details	**Number of shares**	**Issue price** (1)	**$'000**
Opening balance as at 1 July 2013	308,543,389		344,623
Exercise of employee options	488,460	$ –	–
Employee Share Plan	483,000	$ –	–
Closing Balance at 30 June 2014	309,514,849		344,623
Exercise of employee options	5,299,108	$ –	–
Closing Balance at 30 June 2015	314,813,957		344,623

(1) The issue price on exercise of employee options represents an average issue price for the respective financial year.

(a) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(b) Equity plans

Information relating to the Pharmaxis Employee Equity Plans, including details of equity instruments issued, exercised and lapsed during the financial year and outstanding at the end of the financial year, is set out in note 30.

(c) Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure to reduce the cost of capital.

The Group predominately uses equity to finance its projects. In order to maintain or adjust the capital structure, the Group may issue new shares.

20. Reserves and accumulated losses

(a) Reserves	**2015** **$'000**	2014 $'000
Share-based payments reserve	**17,656**	18,009
Foreign currency translation reserve	**(153)**	(294)
	17,503	17,715
Share-based payments reserve		
Balance 1 July	**18,009**	16,089
Equity expense / (credit)	**(353)**	1,920
Balance 30 June	**17,656**	18,009
Foreign currency translation reserve		
Balance 1 July	**(294)**	(364)
Currency translation differences arising during the year	**141**	70
Balance 30 June	**(153)**	(294)

(b) Accumulated losses

Movements in accumulated losses were as follows:

	2015 **$'000**	2014 $'000
Balance 1 July	**(344,271)**	(292,453)
Net profit / (loss) for the year	**18,466**	(51,818)
Balance 30 June	**(325,805)**	(344,271)

(c) Nature and purpose of reserves

(i) Share-based payments reserve

The share-based payments reserve is used to recognise the fair value of equity instruments granted.

(ii) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entities are taken to the foreign currency translation reserve, as described in note 1(d).

21. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2015	2014
(a) Audit services	**$**	$
PricewaterhouseCoopers Australian firm		
Audit and review of financial reports	**143,500**	221,597
PricewaterhouseCoopers UK firm		
Audit of the financial report of Pharmaxis Pharmaceuticals Limited	**25,313**	21,696
Total remuneration for audit services	**168,813**	243,293
(b) Tax services		
PricewaterhouseCoopers Australian firm		
Tax compliance services	**47,000**	32,000
International tax consulting and other tax advice	**61,197**	39,433
	108,197	71,433
Other PricewaterhouseCoopers firms		
Tax compliance services	**42,343**	101,177
Total remuneration for tax services	**150,540**	172,610

22. Contingent liabilities

The Group had contingent liabilities at 30 June 2015 in respect of:

Guarantees

The Group's bankers have issued bank guarantees of $892,035 (2014: $892,035) in relation to rental bond deposits for which no provision has been made in the accounts. The rental bond deposits cover the leased building which has been accounted for as a finance lease and other leased premises accounted for as operating leases. These bank guarantees are secured by security deposits held at the bank.

The Group's bankers have provided a corporate credit card facility which is secured by a deposit held at the bank totalling $30,000 (2014: $65,274).

The Group's bankers have issued a bank guarantee of GBP180,000 (2014: GBP180,000) in relation to corporate credit card and local payment clearing house facilities provided by an overseas affiliate of the banker to Pharmaxis Pharmaceuticals Limited. The company's bankers have also issued a bank guarantee of GBP140,000 (2014: GBP140,000) in relation to a UK Customs Duty Deferment facility provided by an overseas affiliate of the banker to Pharmaxis Ltd. These bank guarantees are secured by a deposit held at the bank.

The Group's bankers have issued a bank guarantee of USD120,000 (2014: USD120,000) in relation to corporate credit card and local payment clearing house facilities provided by an overseas affiliate of the banker to Pharmaxis, Inc. This bank guarantee is secured by a deposit held at the bank.

23. Commitments

(a) Capital Commitments

Capital expenditure contracted for at the reporting date but not recognised as liabilities is as follows:

	2015	2014
	$'000	$'000
Plant and equipment		
Payable: Within one year	**130**	14

(b) Lease Commitments

(i) Non-cancellable operating leases

The Group leases various offices and items of plant and equipment under non-cancellable operating leases expiring within one to nine years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

	2015	2014
	$'000	$'000
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Within one year	**740**	806
Later than one year but not later than five years	**3,154**	2,916
Later than 5 years	**2,654**	3,296
	6,548	7,018

(ii) Finance leases

The Group has entered into an agreement concerning the lease of a custom designed manufacturing, warehousing, research and office facility of approximately 7,200 square metres, constructed to our specifications. The lease has a term of 15 years, with two options to renew for a further five years each and the option to break the lease at ten years but with financial penalties attached. The initial minimum annual rental under the agreement for the finance lease component was $1.2 million. The operating lease component (disclosed in note 23 (b) (i)) was $0.4 million. Both components increase each year for the term of the agreement by 3.25%.

	2015	2014
	$'000	$'000
Commitments in relation to finance leases are payable as follows:		
Within one year	**1,455**	1,409
Later than one year but not later than five years	**6,309**	6,111
Later than five years	**6,849**	8,503
Minimum lease payments	**14,613**	16,023
Future finance charges	**(3,720)**	(4,451)
Total lease liabilities	**10,893**	11,572
Current (note 13)	**772**	679
Non-current (note 16)	**10,121**	10,893
	10,893	11,572

(iii) Other commitments

The Company has in place a number of contracts with consultants and contract research organisations in relation to its business activities. The terms of these contracts are for relatively short periods of time and/or allow for the contracts to be terminated with relatively short notice periods. The actual committed expenditure arising under these contracts is therefore not material.

24. Related party transactions

(a) Parent entities

The parent entity within the Group is Pharmaxis Ltd (incorporated in Australia).

(b) Subsidiaries

Interests in subsidiaries are set out in note 25.

(c) Key management personnel compensation

	2015	2014
	$	$
Short-term employee benefits	**2,947,332**	2,702,146
Post-employment benefits	**168,177**	201,716
Leave entitlement benefits	**(48,594)**	49,621
Share-based payments	**325,393**	1,090,390
	3,392,308	4,043,873

Detailed remuneration disclosures are provided in the remuneration report under section 2.2.

25. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(b):

Name of entity	**Country of incorporation**	**Class of shares**	**Equity holding**	
			2015	2014
			%	%
Pharmaxis Pharmaceuticals Limited	United Kingdom	Ordinary	**100**	100
Pharmaxis, Inc.	United States	Ordinary	**100**	100
Topigen Pharmaceuticals Inc.	Canada	Ordinary	**100**	100
Technology Innovation Limited	United Kingdom	Ordinary	**100**	100

26. Events occurring after the balance sheet date

No matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect:

(a) the group’s operations in future financial years, or

(b) the results of those operations in future financial years, or

(c) the group’s state of affairs in future financial years.

27. Reconciliation of profit / (loss) after income tax to net cash inflows / (outflows) from operating activities

	2015	2014
	$'000	$'000
Profit / (loss) for the year	**18,466**	(51,818)
Depreciation of property, plant & equipment	**3,005**	2,856
Amortisation & impairment of intangibles	**917**	11,297
Amortisation of lease incentive	**(239)**	(238)
Impairment losses – financial assets		
Trade receivables	**(12)**	74
Finance charges	**(2,696)**	7,146
Financing agreement unrealised foreign exchange losses	**1,605**	-
Non-cash share-based payments (credit) / expense	**(353)**	1,920
Net loss on disposal of non-current assets	**60**	4
Change in operating assets and liabilities		
Increase in trade receivables	**(2,927)**	(551)
Decrease in inventories	**575**	21
Decrease in other operating assets	**2,800**	2,412
Increase in trade payables	**924**	631
Increase / (decrease) in other operating liabilities	**6**	(1,008)
Decrease in other provisions	**(351)**	(878)
Net cash inflow / (outflow) from operating activities	**21,780**	(28,132)

28. Earnings per share

	2015	2014
	Cents	Cents
(a) Basic earnings per share		
Profit /(loss) attributable to the ordinary equity holders of the company	**5.9**	(16.8)
(b) Diluted earnings per share		
Profit /(loss) attributable to the ordinary equity holders of the company	**5.9**	(16.8)
(c) Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares used as the denominator in calculating basic earnings / (loss) per share	**310,908,814**	309,024,840
Weighted average number of ordinary shares used as the denominator in calculating diluted earnings / (loss) per share	**313,882,313**	309,024,840

(d) Information concerning the classification of option securities

Options granted to employees under the Pharmaxis Ltd Employee Option Plan are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in note 30.

29. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Group uses different methods to measure different types of risks to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and aging analysis for credit risk.

Risk management is carried out by the Chief Financial Officer under policies approved by the Board of Directors. The Board provides written principles of overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity. The Group holds the following financial instruments:

	2015	2014
Financial assets	**$'000**	$'000
Cash and cash equivalents	**54,138**	34,182
Trade and other receivables (current)	**5,827**	4,563
Other receivables (non-current)	**1,021**	2,146
	60,986	40,891
Financial liabilities		
Trade and other payables	**5,796**	5,659
Borrowings	**10,893**	11,572
Other liabilities	**28,760**	30,200
	45,449	47,431

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. The Group's exposure to foreign currency risk at the reporting date was as follows:

	30 June 2015			30 June 2014		
	USD	**GBP**	**EUR**	USD	GBP	EUR
	$'000	**$'000**	**$'000**	$'000	$'000	$'000
Cash and cash equivalents	**2,255**	**405**	**4,180**	51	638	350
Trade receivables	**2,717**	**248**	**587**	–	360	345
Other receivables	**124**	**669**	**779**	101	593	446
Trade payables	**2,132**	**70**	**215**	271	107	567
Other payables	**890**	**314**	**223**	230	323	438
Other liabilities	**25,665**	**–**	**–**	27,866	–	–

Group sensitivity

Based on the financial instruments held at 30 June 2015, had the Australian dollar weakened/strengthened by 5% against the USD with all other variables held constant, the Group's post-tax results for the year would have been $1,242,000 lower / $1,123,000 higher (2014: $1,485,000 higher/$1,344,000 lower), mainly as a result of foreign exchange gains/losses on translation of USD denominated financial assets/liabilities as detailed in the above table.

29. Financial risk management (continued)

(ii) Cash flow and fair value interest rate risk

The Group's main interest exposure arises from term deposits held. As at the reporting date, the Group had the following cash profile:

	30 June 2015		30 June 2014	
	Weighted average interest rate	**Balance**	Weighted averag interest rate	Balance
	%	**$'000**	%	$'000
Cash at bank & deposits at call	**0.0**	**9,021**	0.38	3,499
Term deposits	**2.89**	**45,117**	3.62	30,683
Other receivables	**0.99**	**2,514**	1.35	2,146

Group sensitivity

The Group's main interest rate risk arises from cash and cash equivalents. At 30 June 2015, if interest rates had changed by +/- 50 basis points from the year-end rates with all other variables held constant, post-tax results for the year would have been $283,000 lower/higher (2014 – change of 80 bps: $273,000 lower/higher), mainly as a result of higher/lower interest income from cash and cash equivalents.

(b) Credit risk

Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions. For banks and financial institutions, only independent rated parties with a minimum short term money market rating of 'A-2' and a long term credit rating of 'A+' are accepted. Credit risk on term deposits is further managed by spreading a minimum of 50% of the investment portfolio across the four major Australian banks (with a short term rating of A1+).

Customer credit risk is managed by the establishment of credit limits. The compliance with credit limits by customers is regularly monitored by management, as is the ageing analysis of receivable balances. The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets as summarised in note 7 and note 9. The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings:

	2015	2014
	$'000	$'000
Cash and cash equivalents		
A1+	**42,372**	29,281
A-1	**7,739**	2,866
A-2	**4,010**	2,028
Not rated	**17**	7
	54,138	34,182
Trade receivables		
Not rated	**3,995**	1,056
Other receivables		
AA-	**30**	87
A+	**1,820**	1,659
Not rated	**664**	400
	2,514	2,146

Other receivables primarily represent bank guarantee facilities related to finance and operating leases, corporate credit card and local payment clearing house facilities.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Surplus funds are generally only invested in instruments that are tradeable in highly liquid markets with short term maturity profiles.

29. Financial risk management (continued)

Maturities of financial liabilities

The table below analyse the Group's financial liabilities, into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cash flows	Carrying Amount
	$'000	$'000	$'000	$'000	$'000	$'000
Group - at 30 June 2015						
Non-interest bearing	6,035	1,239	716	901	8,891	8,891
Fixed rate	1,455	1,503	4,806	6,849	14,613	10,893
Total non-derivatives	7,490	2,742	5,522	7,750	23,504	19,784
Group - at 30 June 2014						
Non-interest bearing	5,898	239	716	1,140	7,993	7,993
Fixed rate	1,409	1,455	4,656	8,503	16,023	11,572
Total non-derivatives	7,307	1,694	5,372	9,643	24,016	19,565

Included on the balance sheet is a financial liability related to a financing agreement of $25,665,000 (2014: $27,866,000). This liability is accounted for in accordance with Accounting Policy note 1(r)(ii) and the term of the agreement and forecast product related payment obligations are as detailed in Note 17(b).

(d) Fair value estimation

The fair value of financial assets and liabilities must be estimated for recognition and measurement or for disclosure purposes.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The carrying value of financial liabilities for disclosure purposes is estimated by discounting future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

30. Share-based payments

(a) Employee Option Plan (closed)

The Pharmaxis Employee Option Plan ("EOP") was approved by shareholders in 1999 and amended by shareholders in June 2003. The company ceased granting market exercise price options under the EOP in October 2009 in favour of Pharmaxis Performance Rights (refer below). The maximum number of options available to be issued under the EOP is 15% of total issued shares including the EOP. All employees and directors were eligible to participate in the EOP, but did so at the invitation of the Board.

The terms of market exercise price options issued were determined by the Board. Options were generally granted for no consideration and vest equally over a four year period. Once vested, the options remain exercisable for up to 10 years from the grant date or termination of employment (whichever is earlier). For options granted after 1 January 2003 the annual vesting is subject to approval by the Remuneration and Nomination Committee of the Board. The Committee gives its approval for vesting based on the achievement of individual employee's personal annual objectives. Options granted under the EOP carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share.

The exercise price was set by the Board. Before the company listed on the Australian Securities Exchange in November 2003, the Board set the exercise price based on its assessment of the market value of the underlying shares at the time of grant. From listing until 31 August 2006 the exercise price was set as the average closing price of Pharmaxis Ltd shares on the Australian Securities Exchange on the 5 business days prior to the grant of the options. From 1 September 2006 the exercise price was set as the average of the volume weighted average price of Pharmaxis Ltd shares on the Australian Securities Exchange on the 5 business days prior to the grant of options.

30. Share-based payments (continued)

Set out below are details of the total number of options exercised during the year and the weighted average share price at exercise date.

	2015	2014
Number of options exercised during the year	–	–
Weighted average Share price at exercise date of options exercised during the year	$ –	$ –

There were 4,085,625 vested options at 30 June 2015 (7,214,625 at 30 June 2014). Set out below are summaries of options granted under the plan:

Grant Date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Exercised during the year	Forfeited during the year	Balance at end of the year	Vested at end of the year
Consolidated – 2015								
2 Feb 2005	1 Feb 2015	$0.6940	40,000	–	–	40,000	–	–
12 May 2005	11 May 2015	$1.0070	290,000	–	–	290,000	–	–
5 Aug 2005	4 Aug 2015	$1.6500	642,500	–	–	170,000	472,500	472,500
17 Oct 2005	16 Oct 2015	$2.6320	30,000	–	–	–	30,000	30,000
13 Feb 2006	12 Feb 2016	$2.0540	10,000	–	–	–	10,000	10,000
1 June 2006	31 May 2016	$1.8940	37,500	–	–	30,000	7,500	7,500
15 Aug 2006	14 Aug 2016	$1.7770	541,250	–	–	101,500	439,750	439,750
26 Oct 2006	14 Aug 2016	$1.7770	170,000	–	–	150,000	20,000	20,000
20 Sept 2006	19 Sept 2016	$1.7518	10,000	–	–	–	10,000	10,000
14 Dec 2006	13 Dec 2016	$2.9310	25,000	–	–	10,000	15,000	15,000
18 Jun 2007	17 Jun 2017	$3.1755	102,500	–	–	–	102,500	102,500
10 Aug 2007	9 Aug 2017	$3.2490	1,442,500	–	–	409,000	1,033,500	1,033,500
5 Nov 2007	9 Aug 2017	$3.2490	150,000	–	–	150,000	–	–
5 Nov 2007	14 Nov 2016	$3.0858	200,000	–	–	–	200,000	200,000
6 Nov 2007	5 Nov 2017	$4.1500	490,000	–	–	450,000	40,000	40,000
8 Feb 2008	7 Feb 2018	$3.1266	3,000	–	–	–	3,000	3,000
11 Apr 2008	10 Apr 2018	$1.9735	4,000	–	–	–	4,000	4,000
23 June 2008	22 June 2018	$1.4590	1,500	–	–	–	1,500	1,500
23 Oct 2008	22 June 2018	$1.4590	200,000	–	–	–	200,000	200,000
12 Aug 2008	11 Aug 2018	$1.6770	1,064,500	–	–	287,000	777,500	777,500
23 Oct 2008	11 Aug 2018	$1.6770	200,000	–	–	200,000	–	–
23 Oct 2008	22 Oct 2018	$1.4660	60,000	–	–	45,000	15,000	15,000
11 Dec 2008	10 Dec 2018	$1.0207	5,000	–	–	–	5,000	5,000
5 Feb 2009	4 Feb 2019	$1.1980	207,500	–	–	187,500	20,000	20,000
23 Apr 2009	22 Apr 2019	$1.8174	3,750	–	–	3,750	–	–
23 Jun 2009	22 Jun 2019	$2.4098	1,084,125	–	–	405,250	678,875	678,875
21 Oct 2009	22 Jun 2019	$2.4098	200,000	–	–	200,000	–	–
Total			7,214,625	–	–	3,129,000	4,085,625	4,085,625
Average exercise price			$2.347	–	–	$2.362	$2.335	$2.335

30. Share-based payments (continued)

Grant Date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Exercised during the year	Forfeited during the year	Balance at end of the year	Vested at end of the year
Consolidated – 2014								
9 Dec 2003	30 Nov 2013	$0.2360	250,000	–	–	250,000	–	–
4 June 2004	3 June 2014	$0.2860	15,000	–	–	15,000	–	–
2 Feb 2005	1 Feb 2015	$0.6940	50,000	–	–	10,000	40,000	40,000
12 May 2005	11 May 2015	$1.0070	290,000	–	–	–	290,000	290,000
5 Aug 2005	4 Aug 2015	$1.6500	650,000	–	–	7,500	642,500	642,500
17 Oct 2005	16 Oct 2015	$2.6320	30,000	–	–	–	30,000	30,000
13 Feb 2006	12 Feb 2016	$2.0540	25,000	–	–	15,000	10,000	10,000
1 June 2006	31 May 2016	$1.8940	37,500	–	–	–	37,500	37,500
15 Aug 2006	14 Aug 2016	$1.7770	545,750	–	–	4,500	541,250	541,250
26 Oct 2006	14 Aug 2016	$1.7770	170,000	–	–	–	170,000	170,000
20 Sept 2006	19 Sept 2016	$1.7518	20,000	–	–	10,000	10,000	10,000
14 Dec 2006	13 Dec 2016	$2.9310	25,000	–	–	–	25,000	25,000
18 Jun 2007	17 Jun 2017	$3.1755	132,500	–	–	30,000	102,500	102,500
10 Aug 2007	9 Aug 2017	$3.2490	1,450,500	–	–	8,000	1,442,500	1,442,500
5 Nov 2007	9 Aug 2017	$3.2490	150,000	–	–	–	150,000	150,000
5 Nov 2007	14 Nov 2016	$3.0858	200,000	–	–	–	200,000	200,000
6 Nov 2007	5 Nov 2017	$4.1500	490,000	–	–	–	490,000	490,000
14 Dec 2007	13 Dec 2017	$3.9973	2,000	–	–	2,000	–	–
8 Feb 2008	7 Feb 2018	$3.1266	8,000	–	–	5,000	3,000	3,000
11 Apr 2008	10 Apr 2018	$1.9735	4,000	–	–	–	4,000	4,000
23 June 2008	22 June 2018	$1.4590	1,500	–	–	–	1,500	1,500
23 Oct 2008	22 June 2018	$1.4590	200,000	–	–	–	200,000	200,000
12 Aug 2008	11 Aug 2018	$1.6770	1,097,000	–	–	32,500	1,064,500	1,064,500
23 Oct 2008	11 Aug 2018	$1.6770	200,000	–	–	–	200,000	200,000
23 Oct 2008	22 Oct 2018	$1.4660	60,000	–	–	–	60,000	60,000
11 Dec 2008	10 Dec 2018	$1.0207	5,000	–	–	–	5,000	5,000
5 Feb 2009	4 Feb 2019	$1.1980	207,500	–	–	–	207,500	207,500
23 Apr 2009	22 Apr 2019	$1.8174	3,750	–	–	–	3,750	3,750
23 Jun 2009	22 Jun 2019	$2.4098	1,141,125	–	–	57,000	1,084,125	1,084,125
21 Oct 2009	22 Jun 2019	$2.4098	200,000	–	–	–	200,000	200,000
Total			7,661,125	–	–	446,500	7,214,625	7,214,625
Average exercise price			$2.272	$ –	$ –	$1.065	$2.347	$2.347

Fair value of options granted

There were no market exercise price options granted during the year ended 30 June 2015.

30. Share-based payments (continued)

(b) Performance Rights Plan

The Pharmaxis Performance Rights Plan was launched in September 2010 and enables the grant of employee options with a zero grant price and a zero exercise price, known commonly as "Performance Rights" to eligible employees of the Group. Senior Executives will, together with other eligible employees be invited by the Remuneration and Nomination Committee to participate in this plan. The key features of the plan are as follows:

- Performance Rights are granted under the Pharmaxis Employee Option Plan ("EOP"), initially approved by shareholders in 1999.
- Grant price and exercise price of zero, with a life of 10 years from grant date.
- The number of performance rights to be granted is determined by the Board, taking into account the employee's position and responsibility, the employee's performance, the employee's salary, and the Pharmaxis share price.
- The vesting of performance rights is set by the Board at an appropriate future date or dates and vesting will only occur if the employee remains an employee of the Group. The performance rights will lapse in the event the employee ceases to be an employee before the vesting date. In 2010 the Board set the vesting term as the third anniversary of the grant date. In 2012 the Board determined to vest half the performance rights two years from the grant date and the other half three years from the grant date. The Board did not impose additional performance criteria at the point of vesting for the 2010 and 2012 grants in recognition of the initial grant reflecting assessed performance, the restrictions on resale discussed below, and the current stage of the Group's development. The performance rights issued in 2013 vest in three instalments. Thirty percent on 31st January 2014 (no performance criteria), thirty five percent on 31st July 2014 and the remainder on 31st July 2015. The last two vesting dates are subject to achievement of performance criteria.
- Shares issued upon exercise of performance rights are restricted from sale by the employee as follows:
  - for performance rights granted in 2010 shares issued upon exercise are restricted from sale for four years from grant date.
  - for performance rights granted in 2012 shares issued upon exercise are restricted from sale for three years from grant date.
  - for performance rights granted in 2013 shares issued upon exercise are not subject to any restriction, except as noted below for Senior Executive Officers.
  - shares issued upon exercise of performance rights to Senior Executive Officers are restricted from sale by the officer as long as they are employed by the Group, without prior approval of the Board. The guidelines under which the Board will determine whether to give its approval include the progress of the Group in achieving its stated goals over the period since grant, the impact of a sale on the market in the Group's shares, the Pharmaxis share price, and whether it is an appropriate time for such a sale, amongst other criteria.

There were 735,887 vested performance rights at 30 June 2015 (4,311,950 at 30 June 2014). Set out below are summaries of the performance rights granted under the plan:

Grant Date	Expiry Date	Exercise price	Balance at start of the year	Granted during the year	Exercised during the year	Forfeited during the year	Balance at end of the year	Vested at end of the year
Consolidated 2015								
7 Sept 2010	6 Sept 2020	$ –	378,000	-	353,000	17,000	8,000	8,000
20 Oct 2010	6 Sept 2020	$ –	36,000	-	7,000	-	29,000	29,000
15 Nov 2010	14 Nov 2020	$ –	9,000	-	-	-	9,000	9,000
29 Jun 2012	28 Jun 2022	$ –	2,003,000	-	1,043,000	525,000	435,000	435,000
18 Oct 2012	28 Jun 2022	$ –	200,000	-	200,000	-	-	-
18 Oct 2012	17 Oct 2022	$ –	30,000	-	-	-	30,000	-
7 Jun 2013	6 Jun 2023	$ –	7,291,500	-	2,777,148	2,752,713	1,761,639	254,887
29 Nov 2013	6 Jun 2023	$ –	2,000,000	-	915,000	385,000	700,000	-
Total			11,947,500	-	5,295,148	3,679,713	2,972,639	735,887

30. Share-based payments (continued)

Grant Date	Expiry Date	Exercise price	Balance at start of the year	Granted during the year	Exercised during the year	Forfeited during the year	Balance at end of the year	Vested at end of the year
Consolidated 2014								
7 Sept 2010	6 Sept 2020	$ –	458,000	–	68,000	12,000	378,000	378,000
20 Oct 2010	6 Sept 2020	$ –	43,000	–	7,000	–	36,000	36,000
15 Nov 2010	14 Nov 2020	$ –	9,000	–	–	–	9,000	9,000
24 Jan 2011	23 Jan 2021	$ –	7,000	–	–	7,000	–	–
29 Jun 2012	28 Jun 2022	$ –	2,226,000	–	–	223,000	2,003,000	1,001,500
18 Oct 2012	28 Jun 2022	$ –	200,000	–	–	–	200,000	100,000
18 Oct 2012	17 Oct 2022	$ –	30,000	–	–	–	30,000	–
7 Jun 2013	6 Jun 2023	$ –	7,900,000	–	412,500	196,000	7,291,500	2,187,450
29 Nov 2013	6 Jun 2023	$ –	–	2,000,000	–	–	2,000,000	600,000
Total			10,873,000	2,000,000	487,500	438,000	11,947,500	4,311,950

There were 3,679,713 performance rights forfeited during 2015 (2014: 438,000). The weighted average remaining contractual life of performance rights outstanding at the end of the period was 7.75 years (2014 – 8.67 years).

Fair value of performance rights granted

The assessed fair value at grant date of performance rights granted during the year ended 30 June 2015 is detailed in the table below. The fair value at grant date is taken as the closing share price on the date of grant.

Year ended 30 June 2015				Year ended 30 June 2014			
Grant date	**No. of options granted**	**Exercise Price**	**Share Price**	**Grant date**	**No. of options granted**	**Exercise Price**	**Share Price**
Nil	-	-	-	29 Nov 2013	2,000,000	$–	$0.115

(c) Employee Share Plan

The Pharmaxis Share Plan was launched in September 2010 and will grant up to A$1,000 of fully paid Pharmaxis ordinary shares to eligible employees of the Group. For employees outside of Australia, Pharmaxis Ltd may grant A$1,000 of options (refer note (d) below) in place of ordinary shares. Senior executives do not participate in this plan. Set out below are summaries of employee shares granted under the plan:

	2015	2014
Number of shares issued under the plan to participating employees	-	483,000

(d) International Employee Equity Plan

The Pharmaxis International Employee Equity Plan was launched in September 2010 and enables the grant of up to A$1,000 of zero exercise price options to eligible employees outside Australia (referred to herein as 'International ZEPO').

There were Nil (2014: 2,400) vested options at 30 June 2015. Set out below are summaries of the International ZEPO's granted under the plan:

Grant Date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Exercised during the year	Forfeited during the year	Balance at end of the year	Vested at end of the year
Consolidated - 2015								
24 Sept 2010	23 Sept 2020	$ –	2,400	–	960	1,440	–	–
30 Aug 2011	29 Aug 2021	$ –	11,000	–	3,000	8,000	–	–
10 Aug 2012	9 Aug 2022	$ –	12,900	–	–	12,040	860	–
1 Nov 2013	31 Oct 2023	$ –	84,000	–	–	84,000	–	–
Total			110,300	–	3,960	105,480	860	–

30. Share-based payments (continued)

Grant Date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Exercised during the year	Forfeited during the year	Balance at end of the year	Vested at end of the year
Consolidated - 2014								
24 Sept 2010	23 Sept 2020	$ –	3,840	–	960	480	2,400	2,400
30 Aug 2011	29 Aug 2021	$ –	16,000	–	–	5,000	11,000	–
10 Aug 2012	9 Aug 2022	$ –	17,200	–	–	4,300	12,900	–
1 Nov 2013	31 Oct 2023	$ –	–	98,000	–	14,000	84,000	–
Total			37,040	98,000	960	23,780	110,300	2,400

There were 105,480 International ZEPO's forfeited during 2015 (23,780 International ZEPO's during 2014). The weighted average remaining contractual life of International ZEPO's outstanding at the end of the period was 7.12 years (2014 – 8.91 years).

Fair value of International ZEPO's granted

The assessed fair value at grant date of International ZEPO's granted during the year ended 30 June 2015 is detailed in the table below. The fair value at grant date is taken as the closing share price on the date of grant.

Year ended 30 June 2015				Year ended 30 June 2015			
Grant date	**No. of options granted**	**Exercise Price**	**Share Price**	**Grant date**	**No. of options granted**	**Exercise Price**	**Share Price**
Nil	-	-	-	1 Nov 2013	98,000	-	$0.13

(e) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as follows:

	2015 $'000	2014 $'000
Equity instruments issued under employee equity plans	**(353)**	1,920

31. Parent entity financial information

(a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts.

Balance sheet	**2015 $'000**	2014 $'000
Current assets	**59,556**	40,231
Total assets	**81,238**	65,463
Current liabilities	**8,171**	8,116
Total liabilities	**45,260**	48,514
Shareholders' equity		
Issued capital	**344,623**	344,623
Share based payments reserve	**17,656**	18,009
Accumulated losses	**(327,301)**	(345,683)
	34,978	16,949
Profit / (loss) for the year	**18,382**	(61,518)
Total comprehensive income	**18,382**	(61,518)

(b) Contractual commitments for the acquisition of property, plant and equipment

As at 30 June 2015, the parent entity had contractual commitments for the acquisition of property, plant or equipment totalling $130,000 (30 June 2014 - $14,000). These commitments are not recognised as liabilities as the relevant assets have not yet been received.

6.2 DIRECTORS' DECLARATION

In the directors' opinion:

(a) the financial statements and notes set out on pages 26 to 61 are in accordance with the *Corporations Act 2001,* including:

(i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

(ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and

(b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Note 1(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001.*

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

Gary Phillips

Gary J Phillips

Director

Sydney

19 August 2015

Independent auditor's report to the members of Pharmaxis Ltd

Report on the financial report

We have audited the accompanying financial report of Pharmaxis Ltd (the company), which comprises the consolidated balance sheet as at 30 June 2015, the consolidated income statement and consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for the Pharmaxis Group (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at year's end or from time to time during the financial year.

Directors' responsibility for the financial report

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

Auditor's responsibility

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

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

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

Independence

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

Auditor's opinion

In our opinion:

PricewaterhouseCoopers, ABN 52 780 433 757
Darling Park Tower 2, 201 Sussex Street, GPO BOX 2650, SYDNEY NSW 1171
T: +61 2 8266 0000, F: +61 2 8266 9999, www.pwc.com.au

(a) the financial report of Pharmaxis Ltd is in accordance with the *Corporations Act 2001*, including:

    (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 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 financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the remuneration report included in pages 7 to 18 of the directors' report for the year ended 30 June 2015. 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 Pharmaxis Ltd for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

PricewaterhouseCoopers

PricewaterhouseCoopers

Eddie Wilkie

Eddie Wilkie
Partner

Sydney
19 August 2015