28 August 2014

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

Via Electronic lodgement

Dear Sir

Appendix 4E and 2014 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 2014.

1. Appendix 4E – Preliminary Final Report for the year ended 30 June 2014; and

2. Pharmaxis 2014 Directors' Report and Annual Financial Report for the year ended 30 June 2014.

Yours faithfully

David McGarvey
Pharmaxis Ltd
Chief Financial Officer / Company Secretary

Pharmaxis Ltd
ABN 75 082 811 630

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Frenchs Forest NSW 2086
Australia

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Pharmaxis Ltd

ABN 75 082 811 630

Appendix 4E
Preliminary final report
for the year ended 30 June 2014

(Previous corresponding period: Year ended 30 June 2013)

Results for announcement to the market

STATUTORY RESULTS				**A$'000**
Revenue from sale of goods	**Up**	**55.6%**	to	**5,036**
Other revenue from ordinary activities	**Down**	**34.9%**	to	**5,450**
Total revenue from ordinary activities	**Down**	**9.7%**	to	**10,486**
Loss from ordinary activities after tax	**Up**	**19%**	to	**(51,818)**
Net loss for the year attributable to members	**Up**	**19%**	to	**(51,818)**
Net loss for the year attributable to members before restructure & impairment expenses	**Up**	**2.8%**	to	**(43,035)**

Dividends

It is not proposed to pay a dividend.

Other Appendix 4E information

	30 June 2014	30 June 2013
Net tangible assets per ordinary share	**$ 0.05**	$ 0.18

A commentary on these results and additional Appendix 4E disclosure requirements can be found in the attached Pharmaxis 2014 Directors' Report and Annual Financial Report. This report is based on the consolidated financial statements which have been audited by PwC.

Pharmaxis Ltd

2014

Directors' Report and Annual Financial Report

IMPORTANT INFORMATION

This Directors' Report and Annual Financial Report will be lodged with the Australian Securities Exchange and is available from the Pharmaxis website www.pharmaxis.com.au

Information contained in or otherwise accessible through the websites mentioned in this Directors' Report and Annual Financial 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 Directors' Report and Annual Financial 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 Directors' Report and Annual Financial Report contains statements that constitute forward-looking statements. Forward-looking statements appear in a number of places in this Directors' Report and Annual Financial 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 Directors' Report and Annual Financial Report.

Currency of Presentation

We publish our consolidated financial statements in Australian dollars. In this Directors' Report and Annual Financial 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 2014.

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 59) 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 Consolidated Minerals Limited, BC Iron Limited, Saunders International Limited, Australasian Leukaemia and Lymphoma Group, Chairman of Fitzroy River Corporation Limited and a former director of Ocean Capital 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 53) 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 over two decades of operational management experience in the pharmaceutical and healthcare industry in Europe, Asia and Australia. From 1998 to 2003, Mr. Phillips held various positions within Novartis Asia, most recently as Chief Executive Officer of Novartis Pharmaceuticals Australia Pty Ltd, where he successfully launched leading oncology and ophthalmology products and relaunched newly acquired primary care products. From 1992 to 1998, Mr. Phillips served as Chief Executive Officer at Ciba Geigy in Hungary. Mr. Phillips holds a B. Pharm. in Pharmacy with honors from Nottingham University in the U.K. and an M.B.A. from Henly Management College.

Richard A. van den Broek (age 48), was a member of the Board of Directors from April 2009 to the date of his resignation on 19th September 2013. Mr. van den Broek is a life science investment manager with over 18 years' experience in the life sciences industry. Mr. van den Broek is founder and managing partner of HSMR Advisors LLC, a U.S. based fund manager with an investment emphasis on small and mid-cap biotech public companies. Prior to this Mr. van den Broek was a Partner at Cooper Hill Partners, LLC, an investment fund focused on the healthcare sector and earlier in his career worked as a biotech analyst, at Oppenheimer & Co., then Merrill Lynch, and finally at Hambrecht &

Quist. Mr. van den Broek is a Chartered Financial Analyst, and is a graduate of Harvard University. Mr. van den Broek is a member of the Remuneration and Nomination Committee and was a member of the Audit Committee from 1 May 2012 until 8 August 2012.

John Villiger, Ph.D. (age 60), was a member of the Board of Directors from November 2006 to the date of his resignation on 19th September 2013. Dr. Villiger is executive chairman of Proacta Inc. Dr. Villiger co-founded The Medicines Company, a Nasdaq listed life sciences company in 1996. Dr. Villiger was Senior Vice President of Development at The Medicines Company until February 2006. From 1986 to 1996 Dr. Villiger held various positions in product development at Roche in both New Zealand and Switzerland, including International Project Director from 1991 to 1995 and Head of Global Project Management from 1995 to 1996. As Head of Global Project Management, he oversaw the development of Roche's pharmaceutical portfolio, with programs in Switzerland, the UK, U.S. and Japan. Dr. Villiger holds a Ph.D. in psychopharmacology from the University of Otago. Dr Villiger is a member of the Remuneration and Nomination Committee.

William L. Delaat AM (age 63) 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. 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 52) 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 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.

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 2014, 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	12	12	4	4	3	3
GJ Phillips	12	12	-	-	-	-
WL Delaat	12	12	4	4	1	1
RA van den Broek	3	3	-	-	2	2
J Villiger	3	3	-	-	2	2
SHW Buckingham	12	12	4	4	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 $70,249 was paid to insure the directors and officers of the Group for the policy year ended 26 September 2014. 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 and Chief Financial Officer 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 respiratory and other chronic diseases.

1.6 Review and results of operations

A review of the operations of the Group for the financial year ended 30 June 2014 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

On 4 July 2014, the Company received a notice from NovaQuest Capital Management, an affiliate of NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"), alleging Pharmaxis had breached the Financing Agreement dated 30 January 2013, between the Company and NovaQuest and that an event of default will occur on 3 August 2014.

On 1 August 2014 (US time), the Company filed a lawsuit against NovaQuest. The lawsuit, filed by Pharmaxis in the Supreme Court of the State of New York, alleges that NovaQuest has breached the Financing Agreement by repudiating its funding obligations and failing to comply with the Financing Agreement's communication and dispute resolution provisions. The lawsuit further alleges that NovaQuest has not acted in good faith and has interfered with Pharmaxis' negotiations with potential commercial partners for Bronchitol. Amongst other things, Pharmaxis is seeking injunctive relief from the court preventing NovaQuest from suspending or terminating its obligations to provide a further US$20 million, a declaration from the court that Pharmaxis did not breach the Financing Agreement and compensatory and punitive damages. On 3 August 2014 (US time), the Company received a notice from NovaQuest in which NovaQuest notified that it was terminating its funding obligations under the Financing Agreement.

Irrespective of the outcome, litigation with NovaQuest will be time consuming and costly. The Company is not yet aware of NovaQuest's response to the litigation. If the Company is unsuccessful in resolving the litigation with NovaQuest or in securing alternate funding, there will be a material adverse effect on our business and financial results which may require the Company to substantially restructure its business operations. Without

limitation, if the Company is unsuccessful it may: impact the performance of our obligations to third parties; prevent us entering into collaborative relationships with third parties or trigger the dissolution of any collaborative relationships we are able to enter into; require the Company to write-down or write-off the value of its assets or require us to pay contractual break fees; cause reputational damage to the Company and its products which in turn may cause a loss of revenue and cash flow; render substantial regulatory and clinical work unproductive and worthless.

No other matter or circumstance has arisen since 30 June 2014 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 Auditors' Independence Declaration

A copy of the auditors' independence declaration as required under section 307C of the *Corporations Act 2001* is below.

Auditor's Independence Declaration

As lead auditor for the audit of Pharmaxis Ltd for the year ended 30 June 2014, 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.

Mark Dow
Partner
PricewaterhouseCoopers

Sydney
28 August 2014

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
28 August 2014

2 REMUNERATION REPORT

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 industry and geographic market 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:

- While generally grouped with biotech companies, Pharmaxis has developed a number of products through the clinical, regulatory and approval process, constructed a commercial scale manufacturing facility and introduced Aridol and Bronchitol onto world markets.
- In order to obtain the experience required, it has been necessary to recruit both directors and management from the international marketplace.

Director and Senior Executive Officer remuneration includes a mix of short and long-term components. Remuneration of Executive Directors and Senior Executive Officers include a meaningful proportion that varies with 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. 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 directly related to performance.

Equity Remuneration:

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

Equity Remuneration Granted to Non-executive Directors

During the year ended 30 June 2013, the Board resolved to discontinue its practice of granting equity to newly appointed directors. Until this time, the Board had considered it appropriate for Non-Executive Directors to be granted equity in the Group on becoming a director, with the form of equity changing over this period.

Equity Remuneration Granted to Senior Executive Officers

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 Executives 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 vests on 31 July 2014 and the remaining thirty five percent vests on 31 July 2015, subject to the achievement of corporate and personal objectives tied to the 2013 revised business plan.

- 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 chose to utilise 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.
  - 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 current year in line with cost saving initiatives implemented as part of the 2013 revised business plan. the changes to fees were effective 1 January 2014 and were as follows:

- a flat annual fee of $100,000 (previously $125,000) for the Chairman with no additional payments for serving on Board committees, including any applicable statutory superannuation;
- a base fee of $70,000 (no change) is paid to Non-Executive Directors other than the Chairman, including any applicable statutory superannuation; and
- removal of additional committee fees. Previously a flat annual fee for Non-Executive Directors (other than the Chairman) serving on committees of $5,000 as a committee member and $10,000 as a committee chairman were paid.

Refer above for disclosures in relation to the granting of zero exercise priced options in the Group to Non-Executive Directors on first joining the Board. The size of the Board was also reduced during the current year further reducing the fees paid to Non-Executive Directors.

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 9.25 percent of base salary for the financial year ended 30 June 2014 increasing to 9.5 percent of base salary commencing 1 July 2014 (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 2014 was 2.2%, compared to 2% at 1 January 2013.

In establishing the 2014 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 2014 corporate objectives as contained in the Group's 2014 business plan and 50 percent to the achievement of individual objectives, again contained in the 2014 business plan.

Corporate objectives for 2014 included:

- Growing sales of Bronchitol in Europe, Australia and the Rest of World as measured by revenue achievement against set forecasts.
- Clarification and agreement with the FDA of the required development path for Bronchitol for Cystic Fibrosis in the United States for Adults and commencement of the agreed clinical trial.
- Partnering Bronchitol in the United States for Cystic Fibrosis.
- Attracting sufficient funding to maintain and progress the company's internal development programs into SSAO and LOXL2.
- Implementation of the 2013 announced revised business plan and achievement of stated expense reductions.

The Board assessed overall performance in achieving the 2014 corporate objectives at 45%. The assessed performance of individual Senior Executive's performance varied according to their specific responsibilities.

Termination payments

Termination payments do not apply to Executive Directors. The employment contract for the Chief Executive Officer can be terminated immediately by us for serious misconduct and with six months' notice without cause. Employment contracts for Senior Executive Officers can be terminated immediately by us for serious misconduct and with a maximum of three months' notice without cause. 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 31 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.

During the current year the 2,000,000 Performance Rights were granted to the Chief Executive Officer, following receipt of shareholder approval at the 2013 annual general meeting.

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
Howard George Fox	Chief Medical Officer	Pharmaxis Ltd
Mirella Catherine Gallacé	Operational Effectiveness	Pharmaxis Ltd
Wolfgang Jarolimek	Head of Drug Discovery	Pharmaxis Ltd
David Morris McGarvey	Chief Financial Officer and Company Secretary	Pharmaxis Ltd
Geethanjali Velummylum	Head of Regulatory Affairs	Pharmaxis Ltd

Included in the above are the five 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.

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.

2013	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 [7]**	**Value [9]**	
	A$	**A$**	**A$**	**A$**	**A$**	**A$**	**A$**
Non-executive Directors							
MJ McComas *Chairman*	125,000	-	-	125,000	-	-	125,000
WL Delaat	80,000	-	-	80,000	-	-	80,000
J Villiger	75,000	-	-	75,000	-	-	75,000
R van den Broek	75,586	-	-	75,586	-	-	75,586
SHW Buckingham [1]	70,365	-	-	70,365	-	13,000	83,365
Subtotal Non-executive Directors	**425,951**	**-**	**-**	**425,951**	**-**	**13,000**	**438,951**
Executive Director							
GJ Phillips [2]	362,007	47,746	30,333	440,086	30,042	90,196	560,324
AD Robertson [3]	545,547	-	34,100	579,647	-	131,417	711,064
Senior Executive Officers							
B Charlton	305,401	29,301	27,486	362,188	16,090	96,767	475,045
JF Crapper	286,668	28,954	23,819	339,441	11,769	96,343	447,553
HG Fox	305,403	32,385	27,486	365,274	3,401	106,595	475,270
MC Gallacé [6]	95,657	14,467	8,609	118,733	2,673	26,688	148,094
WG Jarolimek [5]	200,751	19,865	18,068	238,684	2,242	74,351	315,277
IA McDonald [4]	22,284	-	856	23,140	(25,420)	-	(2,280)
DM McGarvey	317,873	36,917	28,609	383,399	14,288	96,979	494,666
G Velummylum [6]	207,050	21,955	18,635	247,640	2,242	40,880	290,762
Totals	**3,074,592**	**231,590**	**218,001**	**3,524,183**	**57,327**	**773,216**	**4,354,726**

(1) S Buckingham was appointed a director on 25 July 2012.

(2) GJ Phillips was appointed as Chief Executive Officer on 12 March 2013. The cash salary includes payment of $24,848 being the pay down of excess annual leave entitlement.

(3) AD Robertson resigned as Chief Executive Officer on 12 March 2013. The cash remuneration includes payment of three months' notice on termination of his employment contract, and payment of accrued leave benefits including long service leave.

(4) IA McDonald retired on 31 July 2012.

(5) W Jarolimek was appointed on 1 August 2012 following the retirement of IA McDonald. The remuneration represents his full year cash earnings and other non-cash benefits.

(6) M Gallacé and G Velummylum were promoted to a Senior Executive Officer position on 25 March 2013. The remuneration represents their full year cash earnings and other non-cash benefits.

(7) Represents accrued entitlement to long service leave. The negative balance for IA McDonald represents reversal of his long -term accrual entitlement on departure. As noted for AD Robertson the cash salary included payment of his accrued long service leave benefit.

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

(9) 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.

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	Annual Base Salary Effective 1 July 2014 (2) $	Superannuation Contributions (3) $
Gary J Phillips, *Chief Executive Officer and Managing Director*	$396,536	$35,688
Brett Charlton, Ph.D., *Medical Director*	$315,213	$29,945
Howard G Fox, MB, BS (1) *Chief Medical Officer*	$315,213	$29,945
Mirella C Gallacé *Operational Effectiveness*	$202,000	$19,190
Wolfgang G Jarolimek *Head of Drug Discovery*	$213,700	$20,302
David M McGarvey, C.A., *Chief Financial Officer and Company Secretary*	$328,082	$31,168
Geethanjali Velummylum *Head of Regulatory Affairs*	$213,700	$20,302

(1) HG Fox contract of employment expires 30 June 2015, unless the term of the employment agreement is either extended or the he enters into a new employment agreement with us. All other employment contracts are evergreen in nature;

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

(3) The Company makes superannuation fund contributions equal to 9.5% (effective 1 July 2014) 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.

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

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.

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)
7 September 2010	6 September 2020	$ Nil	$1.96	240,000	6	100% at 6 September 2013
20 October 2010	6 September 2020	$ Nil	$2.76	50,000	1	100% at 19 October 2013
29 June 2012	28 June 2022	$ Nil	$1.025	750,000	5	50% at 29 June 2014 and 50% at 29 June 2015
18 October 2012	28 June 2022	$ Nil	$1.30	200,000	1	50% at 29 June 2014 and 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	30% at 31 January 2014, 35% at 31 July 2014 and 35% at 31 July 2015
29 November 2013	6 June 2023	$ Nil	$0.115	2,000,000	1	30% at 31 January 2014, 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 2014 to Directors and Senior Executive Officers

Options

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. Options were issued at a zero purchase price and all options were fully vested by 30 June 2013. Further information on these options is set out in this Remuneration Report (Equity Granted to Directors and Senior Executive Officers above) and in Note 31 to the Annual Financial Report in Section 6 of this Statutory Annual Report.

Performance Rights

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 31 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**	
	2014			2013	**2014**	2013
	Expiration Date	**Exercise Price**	**Number**	Number		
Directors of Pharmaxis Ltd						
MJ McComas *Chairman*	**-**	-	**-**	-	**-**	-
GJ Phillips *Chief Executive Officer*	**6 June 2023**	-	**2,000,000**	-	**715,000**	-
J Villiger	**-**	-	**-**	-	**-**	-
WL Delaat	**-**	-	**-**	-	**-**	-
R van den Broek	**-**	-	**-**	-	**-**	-
SHW Buckingham	**17 October 2022**	-	**-**	30,000	**-**	-
Senior Executive Officers						
B Charlton	**6 June 2023**	-	**-**	775,000	**347,500**	-
JF Crapper	**6 June 2023**	-	**-**	725,000	**332,500**	-
HG Fox	**6 June 2023**	-	**-**	770,000	**346,000**	-
MC Gallacé	**6 June 2023**	-	**-**	380,000	**138,000**	7,000
WG Jarolimek	**6 June 2023**	-	**-**	520,000	**240,000**	-
DM McGarvey	**6 June 2023**	-	**-**	800,000	**355,000**	-
G Velummylum	**6 June 2023**	-	**-**	525,000	**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	
			2014	2013
Senior Executive Officers of the Group				
B Charlton	7 September 2010	$ Nil	**40,000**	-
B Charlton	7 June 2013	$ Nil	**232,500**	-
JF Crapper	1 July 2003	$0.1725	-	180,000
DM McGarvey	12 May 2003	$0.1725	-	480,000

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 vest 100% three years from the date of grant provided the Senior Executive Officer remains an employee of the Group. Performance rights granted in 2012 vest 50% two years from the date of grant and 50% three years from the date of grant, provided the Senior Executive Officer remains 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, thirty five percent will vest on 31st July 2014 and the remainder will vest on 31st July 2015, subject to achievement of set performance criteria. The Senior Executive Officer also needs to remain an employee of the Group at the relevant vesting date. Unvested performance rights will lapse in the event the Senior Executive Officer ceases to be an employee before the relevant vesting date. The maximum value of the performance rights yet to vest has been determined as the portion of the grant date fair value that has not been expensed as at 30 June 2014.

	Cash bonus		Performance Rights					
Name	**Paid** %	**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	-	-	2013	-	-	2015	13,000	13,000
Executive Director								
GJ Phillips	45%	55%	2012 2014	50 30	- -	2015 2015 to 2016	25,625 -	25,625 62,110

	Cash bonus		Performance Rights					
Name	**Paid** **%**	**Forfeited** **%**	**Year granted**	**Vested** **%**	**Forfeited** **%**	**Financial years in which options may vest**	**Minimum total value of grant yet to vest** **$**	**Maximum total value of grant yet to vest** **$**
Senior Executive Officers								
B Charlton	60%	40%	2012 2013	50 30	- -	2015 2015 to 2016	25,625 -	25,625 22,776
JF Crapper	67.5%	32.5%	2012 2013	50 30	- -	2015 2015 to 2016	25,625 -	25,625 21,307
HG Fox	60%	40%	2012 2013	50 30	- -	2015 2015 to 2016	25,625 -	25,625 22,629
MC Gallacé	60%	40%	2012 2013	50 30	- -	2015 2015 to 2016	5,467 -	5,467 11,168
WG Jarolimek	67.5%	32.5%	2012 2013	50 30	- -	2015 2015 to 2016	25,625 -	25,625 15,282
DM McGarvey	60%	40%	2012 2013	50 30	- -	2015 2015 to 2016	25,625 -	25,625 23,511
G Velummylum	60%	40%	2012 2013	50 30	- -	2015 2015 to 2016	11,958 -	11,958 15,429

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 2014 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** **$**
Options				
GJ Phillips	-	-	-	28,750
Performance Rights				
GJ Phillips	32%	230,000	-	-
B Charlton	-	-	31,338	-

A = The percentage of the value of remuneration consisting of options, based on the value at grant date 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).

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

2013 **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 [(1)]	90,000	-	(30,000)	60,000
AD Robertson	1,605,000	-	(1,605,000)	-
J Villiger	333,334	-	-	333,334
W Delaat	33,334	-	-	33,334
R van den Broek [(2)]	75,000	-	-	75,000
SHW Buckingham	-	-	-	-

2013 **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**
Other key management personnel of the Group				
Ordinary shares				
B Charlton	215,046	-	(215,000)	46
JF Crapper	2,000	180,000	(180,000)	2,000
HG Fox	-	-	-	-
MC Gallacé	1,480	-	860	2,340
WG Jarolimek	2,000	-	-	2,000
IA McDonald	-	-	-	-
DM McGarvey	192,127	480,000	(260,000)	412,127
G Velummylum	1,480	-	860	2,340

(1) GJ Phillips sold 90,000 shares in late 2012 and acquired 60,000 shares following his appointed as Chief Executive Officer.

(2) Richard van den Broek is associated with HSMR Advisors (QP) L.P, HSMR Advisors (QP) L.P, held 1,130,000 shares as at 30 June 2013 (2012: 830,000).

Other transactions with key management personnel

There were no other transactions with key management personnel during the year ended 30 June 2014.

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 2014 – refer Note 31 to the Annual Financial Report included in Section 6 of this Statutory Annual Report	19,272,425
Options exercised (shares issued) during the period from 1 July 2013 to 28 August 2013	-
Options lapsed during the period from 1 July 2014 to 28 August 2014	(751,250)
Performance rights exercised (shares issued) during the period from 1 July 2014 to 28 August 2014	-
Performance rights lapsed during the period from 1 July 2014 to 28 August 2014	(777,000)
Zero exercised priced options lapsed during the period from 1 July 2014 to 28 August 2014	(27,060)
	17,717,115

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 2014 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 2014 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	68,000
24 September 2010	$ Nil	960
20 October 2010	$ Nil	7,000
7 June 2013	$ Nil	412,500
		488,460

3. CORPORATE GOVERNANCE

3.1 Introduction

Pharmaxis has adopted a Corporate Governance Framework. In preparing the framework, the Company have used the Revised Corporate Governance Principles and Recommendations with 2010 Amendments (second edition) issued by ASX Limited's Corporate Governance Council ("ASX Governance Principles"). Departures from the recommendations are required to be disclosed in our Statutory Annual Report.

From 1 July 2010 the Listing Rules of the ASX mandated share trading policies for all listed companies. Pharmaxis Share Trading Policy forms part of its Corporate Governance Framework and is available on the Company website.

The Board reviews and updates the Corporate Governance Framework as required. The 2014 review has been scheduled for the second half of the calendar year.

This statement reflects the Corporate Governance Framework, policies and procedures as currently in place. The documents referred to in this section, are available in the corporate governance section of the Pharmaxis website (unless otherwise stated) at www.pharmaxis.com.au.

3.2 ASX Disclosures

A description of the Pharmaxis Corporate Governance Framework and supporting policies are available on the Company website. The disclosures required by the ASX Governance Principles are set out below. For ease of reference, this section is structured within the context of the ASX Governance Principles.

Principle 1: Lay Solid Foundations for Management and Oversight
Companies should establish and disclose the respective roles and responsibilities of board and management.

Recommendation 1.1
Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.

This is disclosed on the Company website.

Recommendation 1.2 & 1.3
Companies should disclose the process for evaluating the performance of senior executives and provide the information required in the guide to Principle 1.

The performance of Senior Executive Officers was evaluated in the current year in accordance with the process described below.

The Remuneration and Nomination Committee is specifically responsible for reviewing the ongoing performance of the Chief Executive Officer ("CEO") and ensuring there is an appropriate process to review the performance of Senior Executive Officers and for setting and approving performance objectives of Senior Executive Officers in relation to bonus payments and options. In June of each year the Remuneration and Nomination Committee:

- approves individual milestone objectives for the CEO and Senior Executive Officers for the coming financial year, the milestones being based on the business plan approved by the Board;
- evaluates the performance of the CEO compared to milestone objectives set at the beginning of the year and approves the payment of any bonus and/or the grant and vesting of any options related to the CEO's performance;
- in relation to Senior Executive Officers, reviews recommendations, considers and approves the payment of any bonus and/or the grant and vesting of any options based on performance of milestone objectives for the current financial year.

Principle 2: Structure the Board to Add Value
Companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties

Recommendation 2.1
A majority of the board should be independent directors.

The Board of Directors currently consists of four directors, including three non-executive directors, one of whom is the non-executive chairman. Details of the skills, experience and expertise of directors are set out in the Section 1.1 of this Statutory Annual Report.

The Company's three non-executive Directors, Dr. Buckingham and Messrs. Delaat and McComas are regarded as independent for the purposes of the ASX Governance Principles. The Board regularly assesses director independence having regard to the criteria outlined in the ASX Governance Principles. In relation to Directors serving on the Audit Committee, the Director and/or their associates may not receive any fees from the Company other than those related to Director or Committee fees.

Mr. Phillips is not regarded as an independent Director as he is an executive officer.

The Board has an agreed procedure for Directors and Board Committees to obtain independent professional advice at the Company's expense.

Recommendation 2.2
The chair should be an independent director.

The Chairman of the Board is an independent director. The Corporate Governance Framework requires the Chairman to be independent.

Recommendation 2.3
The roles of the chair and the chief executive officer should not be exercised by the same individual.

The role of Chairman and Chief Executive Officer are exercised by different individuals. The Corporate Governance Framework requires the Chairman to be a different individual to the Chief Executive Officer.

Recommendation 2.4
The board should establish a nomination committee.
Pharmaxis has a Remuneration and Nomination Committee. The combined role is considered appropriate for a company of our size. A copy of the Remuneration and Nomination Committee Charter is available on the Pharmaxis website. The purpose of the Remuneration and Nomination Committee is:

- monitor the ongoing development of the Board consistent with the growth and development of the Company;
- make recommendations for the appointment and removal of Directors to the Board;
- assist the Board evaluate the performance and contribution of individual directors, the Board and Board Committees; and
- assist the Board in establishing remuneration policies and practices that enable us to attract, retain and motivate executives and Directors who will pursue the long-term growth and success of Pharmaxis.

The Remuneration and Nomination Committee consisted entirely of independent directors. The chairman of the Remuneration and Nomination Committee is an independent Director.

The names of the members of the Remuneration and Nomination Committee, the number of meetings held in the financial year ended 30 June 2014 and the number of meetings attended by each member is detailed in Section 1.2 of this Statutory Annual Report.

Recommendation 2.5
Companies should disclose the process for evaluating the performance of the board, its committees and individual directors

The Remuneration and Nomination Committee is responsible for overseeing the process for evaluating the performance of the Board, Board Committees and individual Directors. Evaluations were conducted in the current year in accordance with the process described below.

The Remuneration and Nomination Committee conducts an annual survey of Directors.

A Board performance survey is used to:

- review the Company's current corporate governance practices and identify any requirements that required to be changed;
- review the respective roles of the Board and management;
- review the mix of experience and skills required by the Board;
- assess the performance of the Board as a whole over the previous 12 months
- assess the effectiveness of Board processes; and
- examine ways of assisting the Board in performing its duties more effectively and efficiently.

The Board performance surveys are collated by the Company Secretary and discussed at a subsequent Board meeting where the implementation of recommendations is agreed.

Board committee performance is assessed using the Board performance survey, separately completed by committee members in relation to their respective committee. Individual committees are then asked to:

- review recommendations and comments arising from the survey and implement changes considered appropriate; and
- review their committee charter annually, and recommend changes to the Board.

Review of individual director performance is considered and assessed by the relevant Board or Committee chair.

Principle 3: Promote Ethical and Responsible Decision-making
Companies should actively promote ethical and responsible decision-making

Recommendation 3.1
Companies should establish a code of conduct and disclose the code or a summary of the code as to:

- *the practices necessary to maintain confidence in the company's integrity*
- *the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders*
- *the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.*

A copy of the Code of Conduct is available on the Pharmaxis website.

Recommendation 3.2
Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.

A copy of the Diversity Policy is available on the Pharmaxis website.

Recommendation 3.3
Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.

The Company's Diversity Policy was first adopted by the Board in June 2011. The Board is aware of the challenges in achieving diversity in a relatively small workforce such as Pharmaxis, however considers the diversity achieved to date a favourable endorsement of the company's existing policies. In adopting the Diversity Policy in 2011 the Board noted its expectation that female representation in the Senior Executive Officers and Non- Executive Directors should be above 30% within five years, whilst maintaining the approximate 50% female representation across the Company in total. Key to this expectation was the assumption of continuation of the Company's existing recruitment policies and growth in both the business and the total number of employees.

Following implementation of the revised business plan in 2013, the Company has reduced the size of its existing workforce and undertaken only minimal recruitment for selected vacant positions. Female employees comprise slightly less than half (forty six percent) of total employees as at 30 June 2014.

Employees working on a part time basis increased from fifteen percent to seventeen percent of the workforce – demonstrating the Company's ongoing commitment to flexible work conditions where compatible with position requirements. Ninety four percent of part time employees are female, with representation across all employee groupings.

While Pharmaxis does not record racial or other employee diversity background data, the Company continues to have a varied mix of ethnic and cultural backgrounds across the workforce.

Recommendation 3.4
Companies should disclose in each annual report the proportion of women employees in the whole organization, women in senior executive positions and women on the board

In accordance with the reporting requirements of the *Workplace Gender Equality Act 2012,* the Company lodged its 2013-2014 annual public report with the Workplace Gender Equality Agency on 30 April 2014. The scope of this annual report is Australian based employees only.

A copy of the report is available on the Company's website (www.Pharmaxis.com.au/corporate-governance under Recommendation 3.4).

Pharmaxis gender diversity statistics for the consolidated group are as follows:

Employee Numbers	*2014 (30 June)*		*2013 (30 June)*	
	Male	*Female*	*Male*	*Female*
Non-executive directors	3	-	5	-
Senior managers[1]	5	2	6	2
Direct reports to senior managers	9	4	8	6
Other employees	45	42	47	56
Total employees	59	48	61	64

Notes:
1. Includes Chief Executive Officer

Principle 4: Safeguard Integrity in Financial Reporting
Companies should have a structure to independently verify and safeguard the integrity of their financial reporting

Recommendation 4.1
The board should establish an audit committee

Pharmaxis has an Audit Committee.

Recommendation 4.2
The audit committee should be structured so that it:

- *consists only of non-executive directors*
- *consists of a majority of independent directors*
- *is chaired by an independent chair, who is not chair of the board*
- *has at least three members*

The structure of the Audit Committee complies with the above recommendation. The Audit Committee is responsible for:

- the integrity of the financial reporting process and all other financial information published by us;
- the integrity of the Group's financial reporting system, including the management of risk and systems of internal control;
- the internal and external audit process, including appointing the external auditor and overseeing the independence of the external auditor; and
- the Group's process for monitoring compliance with laws and regulations and the Pharmaxis Code of Conduct.

The names of the members of the Audit Committee, their qualifications, the number of meetings held in the financial year ended 30 June 2014 and the number of meetings attended by each member is detailed in Section 1.2 of this Statutory Annual Report.

As noted above, a component of the Audit Committee's role is the appointment of the external auditor and overseeing the independence of the external auditor. PricewaterhouseCoopers was appointed as external auditor by the shareholders in 2003. Mr. Mark Dow was appointed as the Company's lead audit engagement partner for the year ending 30 June 2008. The Corporations Act requires the rotation of the lead audit partner of a company at least every five years. This means that, in the ordinary course, Mr. Dow would have been rotated and replaced with another audit engagement partner at the conclusion of the 2012 reporting season.

The Corporations Act, however, allows the directors of a listed company to extend the term of the lead audit partner by up to two successive financial years provided that certain requirements, designed to protect auditor independence and maintain the quality of the audit, are complied with.

In June 2012, the Audit Committee and Board considered the impact of the rotation of Mr. Dow at the conclusion of the 2012 reporting season and obtained a declaration form ASIC allowing Mr. Dow to remain as lead auditor for the financial year ending 30 June 2013, for the reasons outlined in the 2013 Statutory Annual Report. In June 2013, the Audit Committee and Board reconsidered the impact of the rotation of Mr. Dow at the conclusion of the 2013 reporting season and resolved to extend Mr. Dow's appoint for one further and final year ending 30 June 2014 as this was considered in the best interests of the Company. In providing this approval the Audit Committee and Board were satisfied that the extension:

- was consistent with maintaining the quality of the audit provided to the Company; and
- would not give rise to a conflict of interest situation (as defined in the Corporations Act) and, thereby, impair Mr. Dow's independence.

In particular, in relation to audit quality, the Board noted that, amongst other things:

- The Company had undergone substantial change over the past six years and during the financial year ended 30 June 2013 the Company had suffered material regulatory and clinical setbacks which resulted in the Company implementing a series of significant changes to the underlying operations and direction of the business which were to be implemented during the current financial year.
- As a result of the significant changes to the business model, new objectives and short implementation timeframe, the Board and Audit Committee considered that while the Company continued its transformation activities, it was important that the detailed knowledge and experience that Mr. Dow had built up in relation to the Company and its industry over the past six years is retained to ensure the quality of the audit of the Company for shareholders over the coming year. In this regard, Mr. Dow had significant experience with phase 3 clinical trials and a sound understanding and experience of pharma partnering, license arrangements and restructuring.

The Audit Committee was satisfied that the approval would not give rise to a conflict of interest situation because:

- Management and the Audit Committee were not aware of any such conflicts in relation to PricewaterhouseCoopers or Mr. Dow and did not believe that the extension of his term would give rise to any such conflicts; and

- The Company has in place a detailed governance framework to ensure that such conflicts do not arise.

Accordingly, the Audit Committee and Board resolved that Mr. Dow play a significant role in the audit of the Company and remains the lead auditor partner for one successive and final financial year.

It is also the policy of the external auditor to provide an annual declaration of their independence to the Audit Committee (page 6). Fees paid to the external auditor, including a breakdown of fees for non-audit services, are reported in note 21 to the Financial Statements.

Recommendation 4.3
The audit committee should have a formal charter

The Audit Committee Charter is available on the Pharmaxis website. The Audit Committee Charter provides information on procedures for the selection and appointment of the external auditor.

Principle 5: Make Timely and Balanced Disclosure
Companies should promote timely and balanced disclosure of all material matters concerning the company

Recommendation 5.1
Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies

Pharmaxis has a Continuous Disclosure and Shareholder Communications Policy, which is available on the Company's website.

Pharmaxis has a Disclosure Committee to oversee the implementation of the policies and procedures in relation to communications with the market.

The Disclosure Committee consists of the:
- Chief Executive Officer;
- Chief Financial Officer/Company Secretary;
- Chairman of the Board;
- Medical Director; and
- Chief Medical Officer

Principle 6: Respect the Rights of Shareholders
Companies should respect the rights of shareholders and facilitate the effective exercise of those rights

Recommendation 6.1
Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy

The Continuous Disclosure and Shareholder Communication Policy is available on the Pharmaxis website. In addition to continuous disclosure and statutory reporting requirements, the Company provides shareholders with quarterly updates of progress across all areas of the business and utilize Pharmaxis website to disclose useful and relevant information about the Company.

Principle 7: Recognise and Manage Risk
Companies should establish a sound system of risk oversight and management and internal control

Recommendation 7.1
Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies

The Audit Committee is responsible to the Board for oversight of material business risks and internal controls. The Risk Management Statement is available on the Pharmaxis website and provides an overview of our risk profile, management strategies and internal controls.

Recommendation 7.2
The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks

The Audit Committee, as part of its oversight in this area, requires management to establish appropriate systems and procedures to manage material business risks and to report on the effective management of those risks. Management has provided the Board in the current year with a report that attested to the effective management of material business risks.

Recommendation 7.3
The board should disclose whether it has received assurance from the chief executive officer and the chief financial officer that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks

This recommendation is a requirement of the Corporate Governance Framework. The Board has received such assurances in writing from the Chief Executive Officer and Chief Financial Officer.

Principle 8: Remunerate Fairly and Responsibly
Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.

Recommendation 8.1
The board should establish a remuneration committee

Pharmaxis has a Remuneration and Nomination Committee. A copy of the Remuneration and Nomination Committee Charter is available on the Pharmaxis website.

Recommendation 8.2
The remuneration committee should be structured so that it:
- *consists of a majority of independent directors*
- *is chaired by an independent chair*
- *has at least three members*

The structure of the Pharmaxis Remuneration and Nomination Committee complies with the above recommendation. The Remuneration and Nomination Committee consists exclusively of independent directors.

None of the Non-Executive Directors serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers who serve on the Board of Directors or Remuneration and Nomination Committee.

Recommendation 8.3
Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives

As Non-Executive Directors assess individual and Company performance, their remuneration does not have any variable incentive component. Only the Executive Director and Senior Executive Officer remuneration includes a variable component linked to the achievement of performance targets.

Note that Directors, Senior Executive Officers and other persons designated by the Board are not permitted to trade in derivatives of Pharmaxis securities or enter into transactions which operate to limit the economic risk of holding unvested securities in Pharmaxis. For further details in relation to our remuneration framework, refer to the Remuneration Report set out in Section 2 of this Statutory Annual Report.

4. SENIOR MANAGEMENT

Executive Director and Senior Executive Officers

Information about Executive Director and Senior Executive Officers as of 20th August 2014.

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

Brett Charlton, Ph.D., (aged 58) 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.

Howard G. Fox (aged 51) has been Chief Medical Officer since February 2009. Dr Fox has responsibility for pharmacovigilance and medical affairs. Dr Fox has more than 15 years' experience in the international pharmaceutical industry, the last ten of which have been in respiratory product development. He was most recently with Novartis as a Global Brand Medical Director and previously held the positions of Senior Clinical Research Physician and Principle Medical Expert for Novartis.

Mirella C. Gallacé (aged 32) *BArts/BSc MBA* has responsibility for process improvement and development, implementation of project management principles and employee learning and development, and was appointed to Operational Effectiveness in March 2013. Ms. Gallacé joined Pharmaxis in January 2010 and has a decade of experience in the international pharmaceutical industry. Ms. Gallacé held senior strategic planning and project management roles at Pharmaxis, and prior to 2010, was most recently deployed as an accredited Six Sigma Black Belt with responsibility for Australia and New Zealand at Eli Lilly & Co. Ms. Gallacé holds a B. Arts in English Literature with Honours and a B. Sc in Advanced Life Sciences, both from the University of New South Wales, as well as a MBA from the Macquarie Graduate School of Management.

Wolfgang G. Jarolimek (aged 50) 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 58) 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.

Geethanjali Velummylum (aged 51) has been Head of Regulatory Affairs at Pharmaxis since February 2009. She has 20 years of extensive experience within the pharmaceutical industry including regulatory, pharmacovigilance and quality control. Prior to Pharmaxis she held the position of Associate Director - Regulatory, Development and Commercialisation at Kendle Pty Ltd. She has held leadership positions with Actelion Australia where she was Regional Medical Director for Asia Pacific, and as Scientific Affairs Manager at GlaxoSmithKline and Janssen Cilag. She has also worked as a Scientific Advisor to Medsafe-New Zealand.

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 2014 Operations

Overview

Pharmaxis activities span product research and development through to manufacture, sales and marketing. The Company is producing human healthcare products to treat and manage respiratory diseases, including Aridol for asthma and Bronchitol for cystic fibrosis.

Bronchitol is designed to restore normal lung hydration, improve lung function and to help relieve the mucus burden in the lungs of patients suffering from chronic respiratory conditions. Pharmaxis has to date received marketing approval for Bronchitol:

- in Australia (February 2011) for the treatment of cystic fibrosis in adults and paediatric patients aged over six years as either an add-on therapy to dornase alfa, or in patients intolerant of, or inadequately responsive to, dornase alfa.

- in the European Union (April 2012) for the treatment of cystic fibrosis in adults as an add on therapy to best standard of care.

Aridol is designed to identify twitchy or hyper-responsive airways and to assist in diagnosing and managing asthma. It is a simple-to-use airways inflammation test administered as a dry powder in a hand-held inhaler. Pharmaxis has to date received marketing approval for Aridol in Australia, South Korea, Singapore, Malaysia, Switzerland, Germany, the United Kingdom, Italy, the Netherlands, Denmark, Greece, Spain, Finland, Ireland, Norway, Sweden, Portugal and the United States.

In addition, the Company has an active research and development program designed to produce a series of products over the coming years.

During the current year the Company has focused on implementing the revised business plan announced in May 2013. The plan was designed to deliver significant reductions in expenses and increase the focus on partnering strategies to grow the value of the Company's assets, repositioning the Company for the future in the global respiratory drug market.

Specifically the plan included the following objectives:

- Seeking partnership opportunities for Bronchitol in the US for cystic fibrosis (CF) and globally for bronchiectasis. A crucial part of this objective was clarifying the US approval path with the US FDA and the time and cost to conduct an additional clinical study.
- Retaining and growing the Company's direct commercial interest in Bronchitol in Europe and other approved and reimbursed markets. This objective included obtaining pricing approvals in Europe, obtaining regulatory and pricing approval in new markets and growing sales in markets once those regulatory and pricing approvals were in place.
- Reducing the Company's March 2013 annualised cash cost base by approximately 30%. This included extensive staff reductions and consolidation of manufacturing facilities.
- Securing funding for all or some of the Company's innovative pipeline of early stage compounds.

The key developments during the year are outlined below.

Partnership Opportunities for Bronchitol

Major progress that occurred during the year included:

- Following agreement with the Food and Drug Administration in May 2013 on its requirement for an additional "tie breaker" Phase III clinical trial of Bronchitol for the treatment of CF in adults aged 18 years and over, the Company prepared a full clinical trial study protocol which was reviewed by the FDA and their comments incorporated into the final study design.
- Following a thorough tendering process the Company negotiated and signed an agreement with INC Research, LLC to conduct the above mentioned Phase III clinical trial of Bronchitol for the treatment of CF in adults aged 18 years and over. The clinical trial design is very close to the previous Phase III trials conducted in CF with a narrowed population and is being conducted in various countries across North America, South America, Europe, Asia Pacific and Russia.
- Commencement of the extensive work preparatory to the dosing of subjects in the Phase III clinical trial.
- The Company conducted a comprehensive process of identifying and securing a partner for Bronchitol in the US for cystic fibrosis and by the end of the financial year had substantially negotiated an agreement with significant potential value with a global pharmaceutical company. The receipt of the default notice from NovaQuest has meant that the substantially negotiated agreement could not proceed and has made the performance of the Phase III clinical trial uncertain. The Company is however pursuing negotiations with the potential partner.

Direct Commercial Interests in Europe and other Non US Markets - Bronchitol

Bronchitol sales were $3,275,000 in 2014 compared to $1,728,000 in 2013, representing a 90% increase.

Major progress that occurred during the year included:

In relation to growing sales in markets where pricing is approved:

- The Company has implemented initiatives to increase market penetration and adherence rates within the key markets of Germany and the United Kingdom. In the United Kingdom, following new pricing guidelines in April 2013, CF centres continue to introduce patients to Bronchitol and report good compliance and patient retention with a consequent steady growth in UK sales.
- Sales in Germany have not shown the expected growth and the Company therefore re-evaluated its approach to this market in the December 2013. The Company has subsequently implemented a revised sales and marketing plan which focuses on the 40 larger clinics (representing over 80% of German CF patients) to improve performance.
- Presentations by healthcare professionals at the European Cystic Fibrosis Conference in June 2014 reinforced the fact that clinics are adopting Bronchitol as an increasingly important part of their standard of care in cystic fibrosis and are able to repeat the benefits shown in the clinical studies.
- On 18 July 2013, the Company announced it had received approval for simplified access to Bronchitol for the treatment of cystic fibrosis under the Australian government's Pharmaceutical Benefits Scheme (PBS). The new PBS listing removes the restrictive requirement for patients to demonstrate a 10% increase in a spirometric measure of lung function at 4 weeks (known as the '10% Increase Rule') in order to secure continued PBS reimbursement. This rule has been replaced with a new set of clinician and patient determined criteria which are intended to allow flexibility in clinical decision making.

In relation to obtaining pricing approvals in Europe:

- In August 2013, the Company announced it would scale back resources and investment dedicated to the launch of Bronchitol in France due to delays in reaching an agreement with the French Healthcare Products Pricing Committee on an acceptable reimbursed price for the cystic fibrosis treatment. There is complex cross referencing of reimbursed prices by countries within Europe and also countries in other parts of the world. Consequently, the acceptance by Pharmaxis of a lower price in one county such as France, may lead to the value of sales in many other countries also being reduced.
- In December 2013, the Company announced that the Scottish Medicines Consortium (SMC) had accepted Bronchitol for use by the National Health Service in Scotland. Bronchitol is the first non-antibiotic therapy to be accepted by the SMC for the treatment of cystic fibrosis.
- During the year the Company lodged pricing submissions in Ireland and the Netherlands, lodged an application in Denmark to broaden the prescription status of Bronchitol, and applied for a named patient program in Italy in advance of its pricing submission.

In relation to obtaining regulatory approval in new markets

- Bronchitol was approved in Israel.
- Regulatory approval applications were filed in Russia and Brazil.
- Distributors were appointed for Russia, Turkey and the Czech Republic.

Direct Commercial Interests in Europe and other Non US Markets - Aridol

Major progress that occurred during the year included:

- Outside of the United States, Aridol sales showed strong (64%) growth with minimal investment by the Company.
- The Company worked diligently with the contract packaging supplier to address the concerns of the FDA that resulted in the import ban being imposed in May 2013. The lifting of the import ban is a separate process. However as a consequence of both an inability to supply the market, the significant annual US government costs to sell into the United States and other business considerations, subsequent to the end of the financial year the Company decided to close its small residual US operation.

Reducing the Company's cost base

Major progress that occurred during the year included:

- The Company achieved an annualised reduction in cash costs of $9.3 million, meeting its plan objective of cost reductions from areas of the business other than drug discovery. Staff numbers decreased by 36%.

External Funding of Early Stage Pipeline

Major progress that occurred during the year included:

- During the year the Company pursued multiple strategies including pharma research collaborations, licensing, grants and the spin out of R&D assets.
- Significant interest was received from medium and large Pharma companies in both the LOXL2 and SSAO programs of the Company. The early stage nature of these development

programs extends the diligence and negotiation processes and as such the timeline for completion has been extended.

- The modest net cash cost to the Company after R&D tax credits has seen both the LOXL2 and SSAO programs significantly advance during the year.

Other

On 30 October 2013, the Company announced it had elected to receive the full US$40 million allowed for under the Financing Agreement signed in January 2013 with NovaQuest. The initial investment of US$20 million was made by NovaQuest in February 2013 and an additional US$20 million investment is subject to Pharmaxis meeting certain commercial and regulatory performance criteria including randomisation of the first patient into the US pivotal Phase 3 clinical trial by 17 October 2014. The additional investment is structured to be paid in four equal instalments of US$5 million, each three months apart. Reference should be made to the subsequent events note in section 1.10.

5.2 Results of Operations

Sales and Gross Profit

Year ended 30 June	2014	2013
In thousands	**A$**	**A$**
Australia	**770**	646
Europe	**3,393**	1,745
Korea	**809**	366
United States	**64**	480
	5,036	3,237

The above table includes $3,275,000 (2013: $1,728,000) of Bronchitol sales subsequent to its commercial launch in June 2012.

Gross profit was approximately 63 percent and 65 percent of sales in 2014 and 2013 respectively. The gross profit achieved on Bronchitol was relatively consistent at approximately 67% (2013: 66%). The Aridol gross profit was approximately 55% (2013: 62%) reflecting a change in country sales mix in favour of South Korea where the Company sells through a local distributor and receives a lower selling price.

Other revenue – interest

Interest income decreased from $2.7 million in 2013 to $1.7 million in 2014. 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 includes an accrual for R&D tax incentive credits earned by the Company on eligible R&D activities during the year ended 30 June 2014 and an adjustment which increased the R&D tax incentive credits actually received by the Company for the year ended 30 June 2013. The R&D Tax Incentive scheme in Australia enables a 45 per cent refundable tax offset to eligible entities with an aggregated turnover of less than $20 million per annum. Pharmaxis Ltd falls into this category for the 2014 financial year. The decrease in R&D tax credit income for 2014 compared to 2013 reflects a lower eligible R&D base spend.

Sales and marketing expenses

Sales and marketing expenses are focused on developing and delivering the commercial strategy and capability to sell Bronchitol globally. Limited resources are directed at the sale of Aridol. Total sales and marketing expenses were $9.5 million in 2014 compared to $13.9 million in 2013. The decrease in sales & marketing expenses was attributable to the scale-down of the Company's US cost base following the implementation of the revised business plan and a re-allocation of costs as noted below to Administration.

Safety, medical and regulatory affairs expenses

Safety, medical and regulatory affairs expenses are 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 $4.5 million in 2014 compared to $5.6 million in 2013. The higher spend in 2013 was partly attributable to higher regulatory spend associated with the US NDA regulatory filing and application process. During the current financial year, regulatory spend was primarily related to routine licence maintenance and there has been a reduction in the employee base in line with the scale down of our US presence.

In addition, the Company has a post marketing commitment as part of its European Union Bronchitol marketing authorisation 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 are reflected in the expenses of the medical group.

Available manufacturing capacity

During the financial year ended 30 June 2013, the manufacturing facility at French's Forest continued to be focused on producing material for clinical trials, producing and analysing material in support of regulatory filings and developing enhanced manufacturing products and processes. Manufacturing expenses for the year ended 2013, therefore, were classified as research and development expenditure, net of costs associated with the Aridol and Bronchitol products sold which are classified as cost of sales. From 1 July 2013 the manufacturing facility was substantially complete and validated for all approved markets, with a manufacturing capacity excess to current requirements. For fiscal 2014, manufacturing costs are classified as either cost of sales, research & development (as discussed below) or available manufacturing capacity. This represents the current fixed cost base not required for the current level of production.

Research and development expenses

Research and development expenses are classified into two core components as follows.

Bronchitol development expenses

Bronchitol related research and development expenses were $12.8 million in 2014 compared to $18.5 million in 2013, a decrease of $5.7 million in fiscal 2014. There are three contributors to this group of expenses:

1. The clinical unit, which designs and monitors the clinical trials run by the group, accounted for approximately 68 percent of the total Bronchitol related research and development expenditure in 2014. The majority of the expenditures of this group are directed at hospitals and other services related to the conduct and analysis of clinical trials. Expenditure increased by $0.8 million which has been driven by the number and size of clinical trials being undertaken. During 2013 the clinical group was focused on completing the large Phase 3 Bronchiectasis trial which reported in April 2013. The focus during 2014 has been targeted at progressing the smaller Phase 2 European paediatric clinical trial and on the evaluation and commencement of the larger US Phase III pivotal clinical trial in adults aged 18 years and over. The increase in external costs driven by the increase in trial activity has

been partially offset by a reduction in employee based costs following implementation of the revised business plan.

2. As outlined above, manufacturing expenses for the 2013 were mainly classified as research and development expenditure. For fiscal 2014, manufacturing costs allocated to research & development relate entirely to product produced for clinical trials, costs associated with ongoing manufacturing process validation and costs incurred on development of our new inhalation device. Manufacturing accounted for approximately 26 percent of Bronchitol related research and development expenditure in 2014 and compares to 54% in 2013.

3. Amortisation of patent costs is a component of research and development. Patent amortisation related to our new orbital device accounted for approximately 6 percent of Bronchitol research and development expenditure in 2014.

New drug development expenses

New drug development related research and development expenses were $4.9 million in 2014 compared to $5.3 million in 2013, a decrease of $0.4 million in fiscal 2014. The two contributors to this group of expenses are:

1. The drug discovery and development unit accounted for approximately 65 percent of the new drug development expenditure in fiscal 2014. It is focused on inflammatory and respiratory drug discovery. Expenditure decreased by approximately $1.1 million compared to 2013 reflecting a reduced level of external based development work associated with target candidate validation and constrained in-house expenditure.

2. Amortisation of patent costs is a component of research and development. Patents were the predominant asset arising from the acquisition of Topigen Pharmaceuticals, Inc. in the first half of 2010. Patent amortisation accounted for approximately 35 percent of new drug development expenditure in 2014 compared to 19% in 2013. The increase of $0.7 million reflects an acceleration of the amortisation period following an internal review of the patent portfolio asset lives earlier in the financial year.

Both Bronchitol and new drug development expenses are the basis for the R&D Tax Incentive income discussed above. The component of the R&D Tax Incentive income directly attributable to new drug development was approximately $1.5 million, leaving a net annual cash expense base of $1.7 million.

Administration expenses

Administration expenses include accounting, compliance, public company costs and operational effectiveness. Administration expenses were $8.3 million in 2014 and $6.0 million in 2013. The increase of $2.3 million has been driven by a combination of the transfer to Administration of the Group's project/resource management capability, previously included in sales and marketing, and the full allocation of (non-cash) share based payments expense (totalling $1.9 million) to Administration, previously costed on a department basis. These increases have been partly offset by cost savings flowing from implementation of the groups revised business plan.

Finance & royalty expenses

Finance and royalty expenses were $7.3 million in 2014 compared to $2.9 million in 2013. There are three components to this group of expenses.

1. Finance charges associated with the capitalised finance lease of our corporate manufacturing facility at French's Forest, Sydney totaling $0.8 million (2013: $0.8 million). This accounts for approximately 11% in 2014 compared to 28% in 2013.

2. Accrued finance costs up to 30 June 2014 totalling $6.4 million (2013: $2 million) in relation to the NovaQuest financing agreement. Pursuant to the Financing Agreement, finance related cash payments commence in the second half of 2014, however Australian Accounting Standards require the finance costs to be accrued from the commencement of the contract term, being 31 January 2013, on the anticipated full investment amount which the Company has elected to drawdown (US$40 million). This accounts for approximately 88% of the finance cost base in 2014, compared to 69% in 2013.

3. The Company previously licensed a series of patents from the Sydney South West Area Health Service, or SSWAHS, covering new treatments for chronic lung diseases and for the measurement of lung function. The license agreement with the SSWAHS requires the Company to pay royalties 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 SSWAHS license.

   During 2014 royalties were payable on sales of both Aridol and Bronchitol and accounted for approximately 1% of the finance and royalty expenses totalling $0.1 million. In the 2013 royalties were only payable on sales of Aridol and totalled $0.1 million.

Restructure and impairment expenses

Restructure and impairment expense were $8.8m for 2014 compared to $1.7m in 2013.

The 2014 expense relates 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 Company believes the unique ASM8 oligonucleotide technology, including additional patents filed based on post-acquisition work carried out by Pharmaxis, will prove valuable after the successful conclusion of further clinical development work. However, a partnering project conducted over the past twelve months has failed to identify an external party willing to fund further development. The Company believes its limited funding available for earlier stage pipeline assets are better directed at the LOXL2 and SSAO projects at this time. Given these factors and the patent life of the original acquired patents, the Company has written down the carrying value of the acquired ASM8 patents to nil. Pharmaxis will continue to seek partners to further develop the asset.

The 2013 expense relates to a restructuring expense booked in fiscal 2013 related to committed obligations that the Company had announced and implemented related to employee redundancies and facility closures and consolidations. These obligations have been progressively settled during fiscal 2014.

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.

Loss

The loss increased from $43.5 million in 2013 to $51.8 million in 2014 due to the movement in operating expenses discussed above, offset by revenue growth.

Basic and diluted net loss per share

Basic and diluted net loss per share was $0.168 in 2014 compared to $0.141 in 2013.

5.3 Liquidity and Capital Resources

Since inception, Pharmaxis operations have been financed through a combination of the following sources.

- Issuance of equity securities and initially, by the issuance of convertible redeemable preference shares. Through to 30 June 2014, Pharmaxis has received net cash proceeds from the issue of ordinary and convertible redeemable preference shares of $323.8 million.
- Additional funding has come through research grants, R&D tax incentive receipts, interest on investments and the exercise of employee options.
- In 2013 the Company accessed additional funding through a financing agreement with NovaQuest Pharma Opportunities Fund III, LP (NovaQuest) under which NovaQuest agreed to invest up to US$40 million to support the continued development, manufacturing and commercialisation of Bronchitol for cystic fibrosis in the European Union and the United States. As at 30 June 2014, the Company had accessed the minimum initial investment of US$20 million. Refer to section 1.10 “Matters subsequent to the end of the financial year”.
- Since the commercial launch of Aridol and Bronchitol for cystic fibrosis, operations have also generated sales revenue of $12.7 million.

As at 30 June 2014 Pharmaxis had cash and cash equivalents of $34.2 million as compared to $63.9 million at 30 June 2013. The components of the Company’s cash flow during 2014 were as follows:

- Net cash outflows from operating activities of $28.1 million. This consisted of a net loss for the period of $51.8 million, which included $13.9 million of non-cash depreciation, amortisation and impairment charges, non-cash finance charges of $7.1 million, non-cash stock option expense of $1.9 million, and other negative working capital movements of $0.8 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 was $1.4 million related to facility finance lease repayments.

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 28 August 2014. 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 2014

	Notes	**2014** **$'000**	2013 $'000
Revenue from continuing operations			
Revenue from sale of goods	2	**5,036**	3,237
Cost of sales		**(1,858)**	(1,141)
Gross profit		**3,178**	2,096
Other revenue	2	**1,735**	2,695
Other income	3	**3,715**	5,675
Other expenses from ordinary activities	4		
Sales & marketing expenses		**(9,522)**	(13,893)
Safety, medical & regulatory expenses		**(4,495)**	(5,581)
Available manufacturing capacity		**(4,271)**	-
Research & development expenses			
Bronchitol		**(12,801)**	(18,531)
New drug development		**(4,901)**	(5,331)
Administration expenses		**(8,268)**	(6,030)
Finance & royalty expenses		**(7,302)**	(2,945)
Restructure & impairment expenses		**(8,783)**	(1,690)
Loss before income tax		**(51,715)**	(43,535)
Income tax expense	5	**(103)**	(2)
Loss for the year		**(51,818)**	(43,537)
Earnings per share:		**Cents**	Cents
Basic earnings / (loss) per share	29	**(16.8)**	(14.1)
Diluted earnings / (loss) per share	29	**(16.8)**	(14.1)

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 2014

	2014	2013
	$'000	$'000
Loss for the financial year	**(51,818)**	(43,537)
Other comprehensive income		
Exchange differences on translation of foreign operations	**70**	24
Other comprehensive income for the year, net of tax	**70**	24
Total comprehensive income for the year	**(51,748)**	(43,513)
Total comprehensive income for the year is attributable to:		
Owners of Pharmaxis Ltd	**(51,748)**	(43,513)

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 2014

	Notes	**2014** **$'000**	2013 $'000
ASSETS			
Current assets			
Cash and cash equivalents	6	**34,182**	63,943
Trade and other receivables	7	**4,563**	5,823
Inventories	8	**2,150**	2,171
Total current assets		**40,895**	71,937
Non-current assets			
Receivables	9	**2,146**	2,799
Property, plant and equipment	10	**22,448**	25,115
Intangible assets	11	**1,258**	12,429
Total non-current assets		**25,852**	40,343
Total assets		**66,747**	112,280
LIABILITIES			
Current liabilities			
Trade and other payables	12	**5,659**	6,116
Borrowings	13	**679**	594
Other liabilities	14	**1,018**	239
Provisions	15	**800**	1,618
Current tax liabilities		**126**	46
Total current liabilities		**8,282**	8,613
Non-current liabilities			
Borrowings	16	**10,893**	11,560
Other liabilities	17	**29,182**	23,829
Provisions	18	**323**	383
Total non-current liabilities		**40,398**	35,772
Total liabilities		**48,680**	44,385
Net assets		**18,067**	67,895
EQUITY			
Contributed equity	19	**344,623**	344,623
Reserves	20(a)	**17,715**	15,725
Accumulated losses	20(b)	**(344,271)**	(292,453)
Total equity		**18,067**	67,895

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 2014

	Notes	Contributed equity	Reserves	Accumulated losses	Total
		$'000	$'000	$'000	$'000
Balance at 30 June 2012		344,388	14,331	(248,916)	109,803
Loss for the year		-	-	(43,537)	(43,537)
Other comprehensive income		-	24	-	24
Total comprehensive income for the year		-	24	(43,537)	(43,513)
Transactions with owners in their capacity as owners					
Contributions of equity, net of transaction costs	19(a)	235	-	-	235
Employee share options	20(a)	-	1,370	-	1,370
		235	1,370	-	1,605
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 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**

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

	Notes	**2014** **$'000**	2013 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		**5,392**	3,776
Payments to suppliers and employees (inclusive of goods and services tax)		**(40,172)**	(46,500)
		(34,780)	(42,724)
Grant receipts from government		**4,935**	4,637
Interest received		**1,735**	2,695
Income tax refund		**(22)**	9
Net cash outflow from operating activities	28	**(28,132)**	(35,383)
Cash flows from investing activities			
Payments for property, plant and equipment		**(217)**	(396)
Proceeds from disposal of plant and equipment		**34**	1
Payments for intangible assets		**(130)**	(134)
Net cash outflow from investing activities		**(313)**	(529)
Cash flows from financing activities			
Net proceeds from issues of shares		**-**	235
Proceeds from financing agreement		**-**	19,453
Finance lease payments		**(1,357)**	(1,320)
Net cash (outflow) / inflow from financing activities		**(1,357)**	18,368
Net (decrease) in cash and cash equivalents		**(29,802)**	(17,544)
Cash and cash equivalents at the beginning of the financial year		**63,943**	81,475
Effects of exchange rate changes on cash and cash equivalents		**41**	12
Cash and cash equivalents at the end of the financial year	6	**34,182**	63,943

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.

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) 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.

(ii) 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 2014 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.

(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 chief executive officer.

1. Summary of significant accounting policies (continued)

(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.

(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 non-current liabilities as deferred income and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

1. Summary of significant accounting policies (continued)

(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 $324 million at 30 June 2014 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.

(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.

1. Summary of significant accounting policies (continued)

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.

(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.

1. Summary of significant accounting policies (continued)

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.

(q) Employee benefits

(i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date 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 and annual leave which is not expected to be settled within 12 months after the end of the period in which the employees render the related service 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 government 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.

1. Summary of significant accounting policies (continued)

(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 32. 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.

(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.

1. Summary of significant accounting policies (continued)

(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. At present, the potential ordinary shares are anti-dilutive, and have therefore not been included in the dilutive earnings per share calculations.

(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.

(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 33 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 2014 reporting periods. The Group's assessment of the impact of these new standards and interpretations is set out below.

New and amended standards adopted by the group
The group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 July 2013:

- AASB 10 Consolidated Financial Statements, AASB 11 Joint Arrangements, AASB 12 Disclosure of Interests in Other Entities, AASB 128 Investments in Associates and Joint Ventures, AASB 127 Separate Financial Statements and AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards
- AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13
- AASB 119 Employee Benefits (September 2011) and AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011)
- AASB 2012-2 Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities.

1. Summary of significant accounting policies (continued)

The adoption of AASB 11, AASB 13 and AASB 119 did not result in significant impact to the amounts recognised in the financial statements. The group does not have termination benefits (which include feature of future service obligation) and defined benefits obligation. The group is not party to any joint arrangements.

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2014 reporting periods. The Group's assessment of the impact of these new standards and interpretations is set out below.

Revenues from contract of customer (AASB 15)

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards.

The group believes that the impact will not be significant. The standard will operate from 1 July 2017 and early adoption is not permitted.

2. Revenue

	2014	2013
	$'000	$'000
Sales revenue		
Sale of goods	**5,036**	3,237
Other revenue		
Interest	**1,735**	2,695

3. Other income

	2014	2013
	$'000	$'000
R&D Tax Incentive income	**3,539**	5,392
Other	**176**	283
	3,715	5,675

Other income includes an accrual for R&D tax incentive credits earned by the Group on eligible R&D activities during the year and an adjustment which increases the R&D tax incentive credits received by the company for the year ended 30 June 2013. Within Australia, the R&D Tax Incentive scheme enables a 45 per cent refundable tax offset (equivalent to a 150 per cent deduction) to eligible entities with an aggregated turnover of less than $20 million per annum. The company is within this threshold for the 2014 financial year.

4. Expenses

	2014	2013
	$'000	$'000
Loss before income tax includes the following specific expenses:		
Depreciation (note 10)		
Plant and equipment	**1,177**	1,232
Computer equipment	**164**	225
Leased building and improvements	**1,515**	1,515
Total depreciation	**2,856**	2,972
Amortisation & impairment (note 11)		
Patents	**11,242**	1,764
Trademarks	**6**	6
Software	**49**	78
Total amortisation	**11,297**	1,848
Impairment losses – financial assets		
Trade receivables	**63**	(60)
Net loss on disposal of plant and equipment	**4**	3
Rental expense relating to operating leases	**883**	1,129
Net foreign exchange losses / (gains)	**132**	(171)
Employee salaries and benefits expense		
Defined contribution superannuation	**913**	1,068
Share-based payment expenses	**1,920**	1,370
Contractor benefits expenses	**3,002**	4,642
Other employee benefits expenses	**13,428**	16,689

5. Income tax expense

	2014	2013
(a) Numerical reconciliation of income tax expense to prima facie tax payable	**$'000**	$'000
Loss before income tax expense	**(51,715)**	(43,535)
Tax at the Australian tax rate 30% (2013:30%)	**(15,515)**	(13,061)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Share-based payments	**576**	411
Government research tax incentives	**1,215**	1,592
Sundry items	**228**	229
	(13,496)	(10,829)
Over provision in prior years	**323**	306
Difference in overseas tax rates	**(57)**	(61)
Total	**(13,230)**	(10,584)
Deferred tax benefits not recognised	**13,333**	10,586
Income tax expense / (benefit)	**103**	2

This represents current income tax expense / (benefit).

(b) Deferred tax balances

Deferred tax asset comprises temporary differences attributable to the following:		
Interest and Grant receivables	**-**	(86)
Intangible assets	**1,571**	-
Lease balances	**727**	622
Deferred lease incentive	**700**	772
Employee benefits	**730**	584
Restructuring provision	**116**	416
Finance charges	**3,735**	613
Share capital raising costs	**492**	738
Other	**76**	145
	8,147	3,804
Deferred tax assets attributable to temporary differences which are not recognised	**(8,147)**	(3,804)
	-	-

(c) Tax losses

Unused tax losses for which no deferred tax asset has been recognised	**323,855**	297,273
Potential tax benefit at 30%	**97,157**	89,182

All unused tax losses were incurred by the parent entity.

6. Current assets – Cash and cash equivalents

	2014	2013
	$'000	$'000
Cash at bank and in hand	**973**	768
Deposits at call	**2,526**	2,386
Term deposits	**30,683**	60,789
	34,182	63,943

Interest rate risk exposure

The Group's exposure to interest rate risk is discussed in note 30. 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

	2014	2013
	$'000	$'000
Trade receivables	**1,130**	579
Provision for impairment of receivables (note (b))	**(74)**	-
	1,056	579
R&D Tax Incentive receivable	**3,200**	4,572
Prepayments (note (c))	**45**	53
Tax related receivables	**262**	619
	4,563	5,823

(a) Past due but not impaired

As of 30 June 2014, trade receivables of $264,384 (2013: $72,258) 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:

	2014	2013
	$'000	$'000
Up to 1 month	**205**	64
1 to 2 months	**59**	3
Over 2 months	**-**	5
	264	72

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 2014 trade receivables of $74,328 (2013: $Nil) were impaired.

(c) Prepayments

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

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

(d) 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 30.

(e) 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 30 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

	2014	2013
	$'000	$'000
Raw materials - at cost	**380**	610
Work-in-progress - at cost	**524**	360
Finished goods - at cost	**1,246**	1,201
	2,150	2,171

9. Non-current assets – Receivables

	2014	2013
	$'000	$'000
Other receivables (note (a))	**2,146**	2,799

(a) Other receivables

Other receivables primarily represents cash held at bank to cover bank guarantee facilities related to finance and operating lease commitments, corporate credit card and local payment clearing house facilities.

(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 30.

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 2012				
Cost	15,707	1,490	23,044	40,241
Accumulated depreciation and impairment	(6,353)	(1,108)	(5,097)	(12,558)
Net book amount	9,354	382	17,947	27,683
Year ended 30 June 2013				
Opening net book amount	9,354	382	17,947	27,683
Exchange differences	6	5	-	11
Additions	232	160	4	396
Disposals	-	(3)	-	(3)
Depreciation charge	(1,232)	(225)	(1,515)	(2,972)
Closing net book amount	8,360	319	16,436	25,115
At 30 June 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

(a) Leased assets

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

	2014	2013
	$'000	$'000
Cost	**13,916**	13,916
Accumulated amortisation	**(4,765)**	(3,837)
Net book amount	**9,151**	10,079

11. Non-current assets – Intangible assets

	Patents $'000	Trademarks $'000	Software $'000	Total $'000
At 1 July 2012				
Cost	18,831	111	680	19,622
Accumulated amortisation and impairment	(4,883)	(28)	(568)	(5,479)
Net book amount	13,948	83	112	14,143
Year ended 30 June 2013				
Opening net book amount	13,948	83	112	14,143
Additions	64	-	70	134
Disposals	-	-	-	-
Amortisation charge	(1,764)	(6)	(78)	(1,848)
Closing net book amount	12,248	77	104	12,429
At 30 June 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 (note (a))	(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

(a) Patents impairment charge

The impairment charge in 2014 relates 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 Company believes the unique ASM8 oligonucleotide technology, including additional patents filed based on post-acquisition work carried out by Pharmaxis, will prove valuable after the successful conclusion of further clinical development work. However, a partnering project conducted over the past twelve months has failed to identify an external party willing to fund further development. The Company believes its limited funding available for earlier stage pipeline assets are better directed at the LOXL2 and SSAO projects at this time. Given these factors and the patent life of the original acquired patents, the Company has written down the carrying value of the acquired ASM8 patents to nil.

12. Current liabilities – Trade and other payables

	2014	2013
	$'000	$'000
Trade payables	**1,776**	1,145
Other payables (note (a))	**3,883**	4,971
	5,659	6,116

12. Current liabilities – Trade and other payables (continued)

(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.

(b) Risk exposure

Information about the Group's exposure to foreign exchange risk is provided in note 30.

13. Current liabilities – Borrowings

	2014	2013
	$'000	$'000
Secured		
Lease liabilities (note 23)	**679**	594

(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 30.

14. Current liabilities – Other liabilities

	2014	2013
	$'000	$'000
Deferred lease incentive	**239**	239
Financing agreement	**779**	-
	1,018	239

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

15. Current liabilities – Provisions

	2014	2013
	$'000	$'000
Employee benefits - long service leave	**412**	230
Restructuring provision	**388**	1,388
	800	1,618

16. Non-current liabilities – Borrowings

	2014	2013
Secured	**$'000**	$'000
Lease liabilities (note 23)	**10,893**	11,560

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

	2014	2013
	$'000	$'000
Deferred lease incentive (a)	**2,095**	2,333
Financing agreement (b)	**27,087**	21,496
	29,182	23,829

(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) On 30 January 2013, the company entered a financing agreement with NovaQuest Pharma Opportunities Fund III, LP (NovaQuest) under which NovaQuest agreed to invest up to US$40 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 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 which vary over the term of the agreement to reflect the expected growth in Bronchitol sales, and decrease in the event that the total investment is below the maximum US$40 million. Refer to note 26 "Events occurring after the balance sheet date".

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) up to 30 June 2014 in accordance with accounting policy note 1(r)(ii).

18. Non-current liabilities – Provisions

	2014	2013
	$'000	$'000
Employee benefits - long service leave	**323**	383

19. Contributed equity

		Consolidated and Parent entity		**Consolidated and Parent entity**	
		2014	2013	**2014**	2013
Share capital (note (a))	Notes	**Shares**	Shares	**$'000**	$'000
Ordinary shares	(b),(c)				
Fully paid		**309,514,849**	308,543,389	**344,623**	344,623

Movements in ordinary share capital:

Details	**Number of shares**	**Issue price** (1)	**$'000**
Opening balance as at 1 July 2012	307,630,989		344,388
Exercise of employee options	835,000	$ 0.282	235
Employee Share Plan	77,400	$ -	-
Closing Balance at 30 June 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

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

19. Contributed equity (continued)

(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 31.

(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

	2014	2013
(a) Reserves	**$'000**	$'000
Share-based payments reserve	**18,009**	16,089
Foreign currency translation reserve	**(294)**	(364)
	17,715	15,725
Share-based payments reserve		
Balance 1 July	**16,089**	14,719
Equity expense	**1,920**	1,370
Balance 30 June	**18,009**	16,089
Foreign currency translation reserve		
Balance 1 July	**(364)**	(388)
Currency translation differences arising during the year	**70**	24
Balance 30 June	**(294)**	(364)

(b) Accumulated losses

Movements in accumulated losses were as follows:

	2014	2013
	$'000	$'000
Balance 1 July	**(292,453)**	(248,916)
Net loss for the year	**(51,818)**	(43,537)
Balance 30 June	**(344,271)**	(292,453)

(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:

	2014	2013
(a) Audit services	**$**	$
PricewaterhouseCoopers Australian firm		
Audit and review of financial reports	**221,597**	239,429
PricewaterhouseCoopers UK firm		
Audit of the financial report of Pharmaxis Pharmaceuticals Limited	**21,696**	20,613
Total remuneration for audit services	**243,293**	260,042
(b) Other assurance services		
PricewaterhouseCoopers Australian firm		
Control testing	**-**	9,750
Total remuneration for other services	**-**	9,750
(c) Tax services		
PricewaterhouseCoopers Australian firm		
Tax compliance services	**32,000**	31,790
International tax consulting and other tax advice	**39,433**	16,500
	71,433	48,290
Other PricewaterhouseCoopers firms		
Tax compliance services	**101,177**	107,253
Total remuneration for tax services	**172,610**	155,543

22. Contingent liabilities

The Group had contingent liabilities at 30 June 2014 in respect of:

Guarantees

The Group's bankers have issued bank guarantees of $892,035 (2013: $1,070,435) 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 $65,274 (2013: $65,274).

The Group's bankers have issued a bank guarantee of GBP180,000 (2013: 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 (2013: 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 (2013: USD175,000) 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:

	2014	2013
	$'000	$'000
Plant and equipment		
Payable: Within one year	**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 fifteen years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

	2014	2013
	$'000	$'000
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Within one year	**806**	1,114
Later than one year but not later than five years	**2,916**	2,927
Later than 5 years	**3,296**	4,093
	7,018	8,134

(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%.

	2014	2013
	$'000	$'000
Commitments in relation to finance leases are payable as follows:		
Within one year	**1,409**	1,365
Later than one year but not later than five years	**6,111**	5,918
Later than five years	**8,503**	10,105
Minimum lease payments	**16,023**	17,388
Future finance charges	**(4,451)**	(5,234)
Total lease liabilities	**11,572**	12,154
Current (note 13)	**679**	594
Non-current (note 16)	**10,893**	11,560
	11,572	12,154

(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

	2014	2013
	$	$
Short-term employee benefits	**2,702,146**	3,306,182
Post-employment benefits	**201,716**	218,001
Long-term benefits	**49,621**	57,327
Share-based payments	**1,090,390**	773,216
	4,043,873	4,354,726

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

(d) Transactions with related parties

The following transactions occurred with related parties:

	Consolidated		**Parent entity**	
	2014	2013	**2014**	2013
	$	$	**$**	$
Marketing, drug discovery, clinical, regulatory and administration services expenditure paid to subsidiaries	**-**	-	**6,224,687**	7,468,330

(e) Outstanding balances arising from transactions

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated		**Parent entity**	
	2014	2013	**2014**	2013
	$	$	**$**	$
Current receivables				
Subsidiaries	-	-	**182,925**	644,440
Current payables				
Subsidiaries	-	-	**1,281,754**	810,581

(f) Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates pursuant to a Contract for Services. Under the contract the parent entity is required to pay for services within 30 days of receipt, with interest penalty clauses applying after 90 days.

Outstanding balances are unsecured and are repayable in cash.

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 2014	Equity holding 2013
			%	%
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

On 4 July 2014, the Company received a notice from NovaQuest Capital Management, an affiliate of NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"), alleging Pharmaxis had breached the Financing Agreement dated 30 January 2013, between the Company and NovaQuest and that an event of default will occur on 3 August 2014.

On 1 August 2014 (US time), the Company filed a lawsuit against NovaQuest. The lawsuit, filed by Pharmaxis in the Supreme Court of the State of New York, alleges that NovaQuest has breached the Financing Agreement by repudiating its funding obligations and failing to comply with the Financing Agreement's communication and dispute resolution provisions. The lawsuit further alleges that NovaQuest has not acted in good faith and has interfered with Pharmaxis' negotiations with potential commercial partners for Bronchitol. Amongst other things, Pharmaxis is seeking injunctive relief from the court preventing NovaQuest from suspending or terminating its obligations to provide a further US$20 million, a declaration from the court that Pharmaxis did not breach the Financing Agreement and compensatory and punitive damages. On 3 August 2014 (US time), the Company received a notice from NovaQuest in which NovaQuest notified that it was terminating its funding obligations under the Financing Agreement.

Irrespective of the outcome, litigation with NovaQuest will be time consuming and costly. The Company is not yet aware of NovaQuest's response to the litigation. If the Company is unsuccessful in resolving the litigation with NovaQuest or in securing alternate funding, there will be a material adverse effect on our business and financial results which may require the Company to substantially restructure its business operations. Without limitation, if the Company is unsuccessful it may: impact the performance of our obligations to third parties; prevent us entering into collaborative relationships with third parties or trigger the dissolution of any collaborative relationships we are able to enter into; require the Company to write-down or write-off the value of its assets or require us to pay contractual break fees; cause reputational damage to the Company and its products which in turn may cause a loss of revenue and cash flow; render substantial regulatory and clinical work unproductive and worthless.

No other matter or circumstance has arisen since 30 June 2014 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. Financial reporting by segments

The company operates predominantly in one industry. The principal activities of the company are the research, development and commercialisation of pharmaceutical products.

The company operates in a number of geographical areas. The operations in overseas jurisdictions are in the early days of establishment and currently do not have a material impact on the overall group operations.

28. Reconciliation of loss after income tax to net cash outflows from operating activities

	2014	2013
	$'000	$'000
Loss for the year	**(51,818)**	(43,537)
Depreciation of property, plant & equipment	**2,856**	2,972
Amortisation & impairment of intangibles	**11,297**	1,848
Amortisation of lease incentive	**(238)**	(238)
Impairment losses – financial assets		
Trade receivables	**74**	(72)
Finance charges	**7,146**	2,857
Non-cash share-based payments expense	**1,920**	1,370
Net loss on disposal of non-current assets	**4**	3
Change in operating assets and liabilities		
(Increase) in trade receivables	**(551)**	(220)
Decrease / (increase) in inventories	**21**	(694)
Decrease / (increase) in other operating assets	**2,412**	(1,408)
Increase in trade payables	**631**	223
(Decrease) / increase in other operating liabilities	**(1,008)**	177
(Decrease) / increase in other provisions	**(878)**	1,336
Net cash outflow from operating activities	**(28,132)**	(35,383)

29. Earnings per share

	2014	2013
	Cents	Cents
(a) Basic earnings per share		
Loss attributable to the ordinary equity holders of the company	**(16.8)**	(14.1)
(b) Diluted earnings per share		
Loss attributable to the ordinary equity holders of the company	**(16.8)**	(14.1)
(c) Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings / (loss) per share	**309,024,840**	308,291,289

(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. Given the entity is currently loss making, the potential ordinary shares are anti-dilutive and have therefore not been included in the diluted earnings per share calculation. Details relating to the options are set out in note 31.

30. 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:

	2014	2013
	$'000	$'000
Financial assets		
Cash and cash equivalents	**34,182**	63,943
Trade and other receivables	**4,563**	5,823
Receivables	**2,146**	2,799
	40,891	72,565
Financial liabilities		
Trade and other payables	**5,659**	6,116
Borrowings	**11,572**	12,154
Other liabilities	**30,200**	24,068
	47,431	42,338

(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 2014			30 June 2013		
	USD	**GBP**	**EUR**	USD	GBP	EUR
	$'000	**$'000**	**$'000**	$'000	$'000	$'000
Cash and cash equivalents	**51**	**638**	**350**	9	149	451
Trade receivables	-	**360**	**345**	-	53	240
Other receivables	**101**	**593**	**446**	195	570	1,126
Trade payables	**271**	**107**	**567**	112	117	451
Other payables	**230**	**323**	**438**	504	356	1,141
Other liabilities	**27,866**	**-**	**-**	21,496	-	-

Group sensitivity

Based on the financial instruments held at 30 June 2014, had the Australian dollar weakened/strengthened by 5% against the USD with all other variables held constant, the Group's post-tax loss for the year would have been $1,485,000 higher/$1,344,000 lower (2013: $1,153,000 higher/$1,043,000 lower), mainly as a result of foreign exchange gains/losses on translation of USD denominated financial assets/liabilities as detailed in the above table.

30. 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 2014		30 June 2013	
	Weighted average interest rate	**Balance**	Weighted average interest rate	Balance
	%	**$'000**	%	$'000
Cash at bank & deposits at call	**0.38%**	**3,499**	0.66%	3,154
Term deposits	**3.62%**	**30,683**	4.08%	60,789
Other receivables	**1.35%**	**2,146**	1.52%	2,799

Group sensitivity

The Group's main interest rate risk arises from cash and cash equivalents. At 30 June 2014, if interest rates had changed by +/- 80 basis points from the year-end rates with all other variables held constant, post-tax loss for the year would have been $273,000 lower/higher (2013 – change of 80 bps: $512,000 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:

	2014	2013
	$'000	$'000
Cash and cash equivalents		
A1+	**29,281**	63,943
A-1	**2,866**	-
A-2	**2,028**	-
Not rated	**7**	-
	34,182	63,943
Trade receivables		
Not rated	**1,056**	579
Other receivables		
AA-	**87**	2,041
A+	**1,659**	-
Not rated	**400**	758
	2,146	2,799

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

30. Financial risk management (continued)

(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.

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 (assets)/ liabilities
	$'000	$'000	$'000	$'000	$'000	$'000
Group - at 30 June 2014						
Non-interest bearing	5,898	239	716	1,140	7,993	7,993
Fixed rate	679	772	2,950	7,171	11,572	11,572
Total non-derivatives	6,577	1,011	3,666	8,311	19,565	19,565
Group - at 30 June 2013						
Non-interest bearing	6,355	239	716	1,378	8,688	8,688
Fixed rate	594	679	2,624	8,257	12,154	12,154
Total non-derivatives	6,949	918	3,340	9,635	20,842	20,842

Included on the balance sheet is a financial liability related to a financing agreement of $27,866,000 (2013: $21,496,000). 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.

31. 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.

31. Share-based payments (continued)

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.

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

	2014	2013
Number of options exercised during the year	-	835,000
Weighted average Share price at exercise date of options exercised during the year	$ -	$1.21

There were 7,214,625 vested options at 30 June 2014 (7,661,125 at 30 June 2013). 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 – 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

31. 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 – 2013								
12 May 2003	30 Nov 2012	$0.1725	480,000	-	480,000	-	-	-
1 July 2003	30 June 2013	$0.1725	180,000	-	180,000	-	-	-
9 Dec 2003	30 Nov 2013	$0.2360	250,000	-	-	-	250,000	250,000
4 June 2004	3 June 2014	$0.2860	15,000	-	-	-	15,000	15,000
2 Feb 2005	1 Feb 2015	$0.6940	225,000	-	175,000	-	50,000	50,000
12 May 2005	11 May 2015	$1.0070	290,000	-	-	-	290,000	290,000
5 Aug 2005	4 Aug 2015	$1.6500	660,000	-	-	10,000	650,000	650,000
17 Oct 2005	16 Oct 2015	$2.6320	30,000	-	-	-	30,000	30,000
13 Feb 2006	12 Feb 2016	$2.0540	35,000	-	-	10,000	25,000	25,000
1 June 2006	31 May 2016	$1.8940	37,500	-	-	-	37,500	37,500
15 Aug 2006	14 Aug 2016	$1.7770	557,250	-	-	11,500	545,750	545,750
26 Oct 2006	14 Aug 2016	$1.7770	170,000	-	-	-	170,000	170,000
20 Sept 2006	19 Sept 2016	$1.7518	20,000	-	-	-	20,000	20,000
14 Dec 2006	13 Dec 2016	$2.9310	25,000	-	-	-	25,000	25,000
18 Jun 2007	17 Jun 2017	$3.1755	132,500	-	-	-	132,500	132,500
10 Aug 2007	9 Aug 2017	$3.2490	1,457,000	-	-	6,500	1,450,500	1,450,500
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	2,000
8 Feb 2008	7 Feb 2018	$3.1266	8,000	-	-	-	8,000	8,000
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	1,138,000	-	-	41,000	1,097,000	1,097,000
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	20,000	-	-	15,000	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	1,458,500	-	-	317,375	1,141,125	1,141,125
21 Oct 2009	22 Jun 2019	$2.4098	200,000	-	-	-	200,000	200,000
Total			8,907,500	-	835,000	411,375	7,661,125	7,661,125
Average exercise price			$ 2.085	$ -	$ 0.282	$ 2.255	$ 2.272	$ 2.272

Fair value of options granted

There were no options granted during the year ended 30 June 2014.

31. 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:

- 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 installments. 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 4,311,950 vested performance rights at 30 June 2014 (30,000 at 30 June 2013). 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 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

31. 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 2013								
7 Sept 2010	6 Sept 2020	$ -	458,000	-	-	-	458,000	30,000
20 Oct 2010	6 Sept 2020	$ -	50,000	-	-	7,000	43,000	-
15 Nov 2010	14 Nov 2020	$ -	23,000	-	-	14,000	9,000	-
24 Jan 2011	23 Jan 2021	$ -	7,000	-	-	-	7,000	-
29 Jun 2012	28 Jun 2022	$ -	2,345,000	-	-	119,000	2,226,000	-
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	$ -	-	7,900,000	-	-	7,900,000	-
Total			2,883,000	8,130,000	-	140,000	10,873,000	30,000

There were 438,000 performance rights forfeited during 2014 (2013: 140,000). The weighted average remaining contractual life of performance rights outstanding at the end of the period was 8.67 years (2013 - 9.6 years).

Fair value of performance rights granted

The assessed fair value at grant date of performance rights granted during the year ended 30 June 2014 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 2014				Year ended 30 June 2013			
Grant date	**No. of options granted**	**Exercise Price**	**Share Price**	**Grant date**	**No. of options granted**	**Exercise Price**	**Share Price**
29 Nov 2013	2,000,000	$ -	$ 0.115	18 Oct 2012	200,000	$ -	$ 1.300
				18 Oct 2012	30,000	$ -	$ 1.300
				7 Jun 2013	7,900,000	$ -	$ 0.145
	2,000,000				8,130,000		

(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:

	2014	2013
Number of shares issued under the plan to participating employees	483,000	77,400

(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 2,400 vested options at 30 June 2014. 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 - 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

31. 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 - 2013								
24 Sept 2010	23 Sept 2020	$ -	6,240	-	-	2,400	3,840	-
30 Aug 2011	29 Aug 2021	$ -	25,000	-		9,000	16,000	-
10 Aug 2012	9 Aug 2022	$ -	-	24,080	-	6,880	17,200	-
Total			31,240	24,080	-	18,280	37,040	-

There were 23,780 International ZEPO's forfeited during 2014 (18,280 International ZEPO's during 2013). The weighted average remaining contractual life of International ZEPO's outstanding at the end of the period was 8.91 years (2013 – 8.51 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 2014 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 2014				Year ended 30 June 2013			
Grant date	**No. of options granted**	**Exercise Price**	**Share Price**	**Grant date**	**No. of options granted**	**Exercise Price**	**Share Price**
1 Nov 2013	98,000	$ -	$ 0.13	10 Aug 2012	24,080	$ -	$ 1.125

(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:

	2014	2013
	$'000	$'000
Equity instruments issued under employee equity plans	**1,920**	1,370

32. Parent entity financial information

(a) Summary financial information

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

	2014	2013
	$'000	$'000
Balance sheet		
Current assets	**40,231**	70,950
Total assets	**65,463**	119,789
Current liabilities	**8,116**	7,470
Total liabilities	**48,514**	43,242
Shareholders' equity		
Issued capital	**344,623**	344,623
Share based payments reserve	**18,009**	16,089
Accumulated losses	**(345,683)**	(284,165)
	16,949	76,547

32. Parent entity financial information (continued)

	2014	2013
	$'000	$'000
Loss for the year	**(61,518)**	(41,723)
Total comprehensive income	**(61,518)**	(41,723)

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

As at 30 June 2014, the parent entity had contractual commitments for the acquisition of property, plant or equipment totalling $14,000 (30 June 2013 - $Nil). 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 46 to 82 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 2014 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 J Phillips
Director

Sydney
28 August 2014

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 balance sheet as at 30 June 2014, and the income statement, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for the Pharmaxis Ltd group (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

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

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 opinions.

Independence

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

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Auditor's opinion

In our opinion:

(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 2014 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 section 2 of the directors' report for the year ended 30 June 2014. 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 2014, complies with section 300A of the *Corporations Act 2001*.

PricewaterhouseCoopers

Mark Dow
Partner

Sydney
28 August 2014