







2012 - 2013
Annual Report



Our mission

To improve the well-being of people with serious diseases worldwide by discovering, developing and commercialising breakthrough treatments that use the regenerative healing properties of naturally occurring cells.

We will do this by:

-  Developing safe and effective treatments which improve the lives of patients and their families
-  Being the best employer where people come to work together to deliver innovation and value
-  Developing local and international relationships that are based on trust, transparency and delivering value to all
-  Delivering sustainable value and growth to our shareholders.

We will deliver all this whilst setting an exemplary level of ethics, quality, safety and sustainability in everything we do.

Living our values

Our values guide our behaviours and our decision making.







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Chairman's highlights

The 2012/13 financial year was one of both achievement and strategic evolution for Living Cell Technologies (LCT).

We began our second clinical development programme, after receiving authorisation from the New Zealand Minister of Health in October 2012 to proceed with Phase I clinical trials of NTCELL®

for the treatment of Parkinson's disease. The promising results of our preclinical studies were a critical step towards developing a much needed alternative treatment for this debilitating condition.

The data in non-human primates indicated that NTCELL can regenerate damaged brain tissue, potentially delaying or even preventing the effects of Parkinson's disease. We expect the first human implant of NTCELL to occur during September 2013.

We also signed a second strategic partnership with Otsuka Pharmaceutical Factory (OPF) in December 2012 to co-develop NTCELL for Parkinson's disease. This second agreement sees OPF fund the

research and development (R&D) costs of the Phase I trial of NTCELL as a potential treatment for Parkinson's disease. If this Phase I trial is successful, LCT will transfer the NTCELL intellectual property (IP) in neurological disease and hearing loss into Diatrans Otsuka Limited (DOL), and OPF will invest an additional A\$20 million to fund further clinical development of NTCELL.



This deal builds on the joint venture formed in 2011 and the structure continues to be very favourable for LCT, as we retain a 50% share of any future profits from both DIABECELL® and NTCELL, as well as a perpetual exclusive licence to continue to develop products using IP held outside the DOL joint

venture. That OPF has chosen to expand its partnership with LCT is a testament to the mutual respect and trust that the two companies have for each other and to the progress we have made.

The formation of DOL continues to also have a positive impact on the regulatory and commercial strategy for DIABECELL, with the

joint-venture company taking progressively greater leadership of the product development throughout 2012/13. The product milestones we set ourselves at the beginning of the year were achieved, with the results from the

New Zealand-based DIA-06 Phase I/IIa trial announced and the Argentina-based DIA-09 Phase I/IIa trial completed as planned. In parallel, the DIA-12 Phase IIb/III trial was initiated in Argentina and all 20 patients were recruited.

However, through the ongoing R&D work performed by DOL, it became clear as the year progressed that there was an opportunity to develop an improved formulation of DIABECELL, which has even greater potential as

26 September 2012

Announced the results of the DIA-06 Phase I/IIa trial of DIABECELL in New Zealand.

4 October 2012

New Zealand Minister of Health authorises Phase I clinical trial of NTCELL for Parkinson's disease.

16 November 2012

Dr Andrea Grant appointed to board as Managing Director.

22 November, 2012

Commenced 20-patient DIA-12 Phase IIb/III trial of DIABECELL in Argentina.



22 November 2012

Interim results for DIA-09 Phase I/IIa trial of DIABECCELL in Argentina announced.

an alternative treatment to insulin injections for people with type 1 diabetes. As a consequence, DOL will no longer use the DIA-12 study for registration purposes. A revised regulatory development pathway using the improved formulation of DIABECCELL is currently in preparation.

As we progress through 2013/14, we will continue

to work to secure further assets and partnerships to broaden and diversify our platform technologies and product pipeline. We have exciting preclinical data that shows possible future applications for the IMMUPEL® technology and NTCELL in stroke, Huntington's disease and hearing loss, as well as in non-neurological conditions, such as wound healing. We look forward to providing our shareholders, the wider market and our clinical and patient communities with regular updates on our R&D work, key clinical milestones, events and business activities.

10 December 2012

Dr Paul Tan appointed as Chief Science and Medical Officer.



17 December 2012

Signed second partnership agreement with Otsuka Pharmaceutical Factory to co-develop NTCELL for Parkinson's disease.



20 March 2013

LCT awarded NZBIO Company of the Year.

We would like to thank each of our talented and dedicated employees for their significant contributions made during the past year.

We are also grateful for the continued support of our shareholders, medical and industry peers and partners in making this exciting business thrive and we

look forward to seeing our promising portfolio of cell therapies making a positive impact in global healthcare and medicine.



28 March 2013

LCT announced as a finalist amongst almost 300 companies for Emerging Company of the Year at the New Zealand Hi-Tech Awards.

Roy Austin
CHAIRMAN

Type 1 diabetes: DIABECELL

DIABECELL is being developed for the treatment of type 1 diabetes by the joint-venture company Diatranz Otsuka Limited (DOL), which was established in 2011 by LCT and OPF and incorporated in New Zealand as a limited liability company. Both LCT and OPF are 50% shareholders in DOL and control the company through a board comprising two nominees from each organisation. The majority of R&D for DIABECELL is performed by LCT as services for DOL, in return for which LCT receives service fees as revenue.



Targeting a practical cure

In March 2013, the Juvenile Diabetes Cure Alliance (JDCA) published a report that defined the characteristics of practical cures for type 1 diabetes and identified research which has the potential to deliver a practical cure. According to the report, practical cure research is defined by criteria that materially impact the quality of life of individuals with type 1 diabetes. Specifically, practical cure research endeavours to deliver:

- ✓ No blood glucose monitoring beyond once per week
- ✓ HbA1c levels between 5 and 7%
- ✓ An unrestricted diet with no carb counting
- ✓ Worry-free sleep
- ✓ Low risk and little or no side effects
- ✓ Reasonable meds (if a pharmacological solution) and a fast recovery (if surgical)

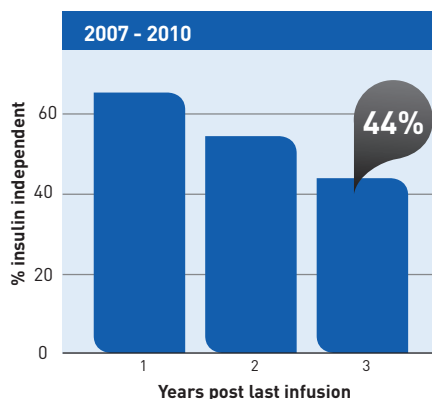
Out of 332 projects in human clinical trials, only six were identified by JDCA to target a practical cure for type 1 diabetes. DIABECELL sits at the top of that list of six.

Achieving insulin independence

In order to achieve the outcome of minimal blood glucose monitoring for patients, DOL believes that insulin independence should be our ultimate goal for DIABECELL development.

Insulin independence is achievable. Data from the Cell Islet Transplantation Registry shows that 66% of people who received human islet transplants between 2007 and 2010 were insulin-independent at one year, declining to 55% at two years and 44% at three years (see figure below).

Annual rates of insulin independence after allogeneic islet transplantation between 2007 and 2010



Adapted from Barton FB et al. Improvement in outcomes of clinical islet transplantation: 1999-2010. Diabetes Care. 2012 Jul;35(7):1436-45.

Unfortunately, the potential for human islet transplantation is restricted by the limited number of donors available. In addition, rejection of the transplanted cells by the patient's body and the negative side effects of drugs that suppress the immune system are major drawbacks of the human islet transplant approach.



“We believe that islet transplantation used in conjunction with cell protection... could potentially result in a practical cure.”

JDCA REPORT, MARCH 2013



Building on existing clinical data for DIABECCELL

DIABECCELL is developed from cells sourced from a unique herd of virus-free pigs bred from stock originally discovered in the remote sub-Antarctic Auckland Islands. It also uses LCT's unique proprietary technology, IMMUPEL™, which covers the cells with a protective coating preventing them from attack by the patient's immune system. This allows the use of DIABECCELL without the need for co-treatment with drugs that suppress the immune system.

In clinical trials to date, DIABECCELL has shown to be very well tolerated with an excellent safety record (see table below).

It has also demonstrated efficacy in:

- ✿ Reducing unaware hypoglycaemia
- ✿ Improving overall glucose control, as shown by a stabilisation or decrease in HbA1c
- ✿ Reducing the amount of insulin that patients need to inject.

Study number	Summary	Patient numbers	Safety endpoints met*	Primary efficacy endpoints met**
DIA-09	Phase IIa safety and efficacy study in Argentina. Group one received two 5,000 IEQ/kg doses of DIABECCELL. Group two received two 10,000 IEQ/kg doses of DIABECCELL.	8	+++ (Interim analysis)	++ (Interim analysis)
DIA-06	Phase I/IIa dose-finding trial in New Zealand. Single implant of DIABECCELL at doses of 5,000, 10,000, 15,000 and 20,000 IEQ/kg.	14	+++	+
DIA-07R	Phase I/IIa safety study in Russia. Implants of varying dose strength. Some patients received multiple doses.	8	+++	NA***

* Safety endpoints included: occurrence of hypoglycaemic episodes, perioperative reactions, other adverse events or serious adverse events, xenogeneic infection in transplant recipients or their partners/close contacts, abnormal laboratory test results, physical examination findings and ECG findings.

** DIA-09 primary efficacy endpoint: reduction in the unaware hypoglycaemic event rate combined with no increase in HbA1c; DIA-06 primary efficacy endpoint: reduction in HbA1c compared with baseline.

*** Not applicable as not part of study design.

Promising new DIABECCELL formulation offers global potential for a practical cure

Through our commitment to continuous R&D, progressive advancements have been made to DIABECCELL and to the manufacturing and clinical protocols since the first clinical formulation was developed in 2004.

As part of this ongoing development process, an improved formulation of DIABECCELL has been identified, which has the potential to achieve a practical cure for type 1 diabetes, as defined by JDCA. Preclinical data shows that this improved formulation can reduce mean glucose levels in animal models to a greater extent than those of the previous formulation and to levels equivalent to that of healthy controls.

Our analyses indicate that it is a realistic and achievable goal for LCT and DOL to develop a cell therapy which is at least as efficacious as human islet transplantation in achieving insulin independence, but without the challenges of islet supply and co-treatment with immunosuppressants.

Pursuing the clinical development of this alternative formulation for DIABECCELL alters our regulatory strategy and will delay the expected date of commercial registration. However, we believe that this improved product will more dramatically change the lives of individuals with type 1 diabetes worldwide.

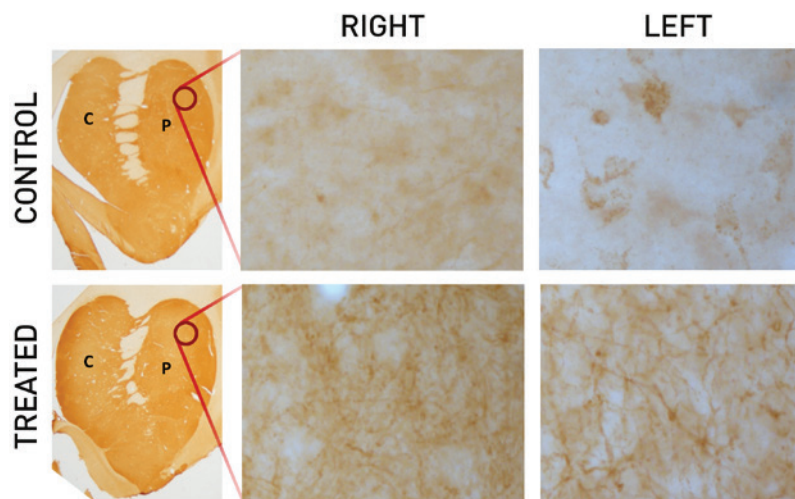
CEO's report

Parkinson's disease: NTCELL

Preclinical results to date

Unlike current treatment options for Parkinson's disease, NTCELL is potentially neuroprotective and offers people living with the disease the hope of being able to halt disease progression and restore their quality of life. The exciting results of NTCELL in a non-human primate model of Parkinson's disease have been published in the *Journal of Parkinson's Disease*¹. These results demonstrated significant:

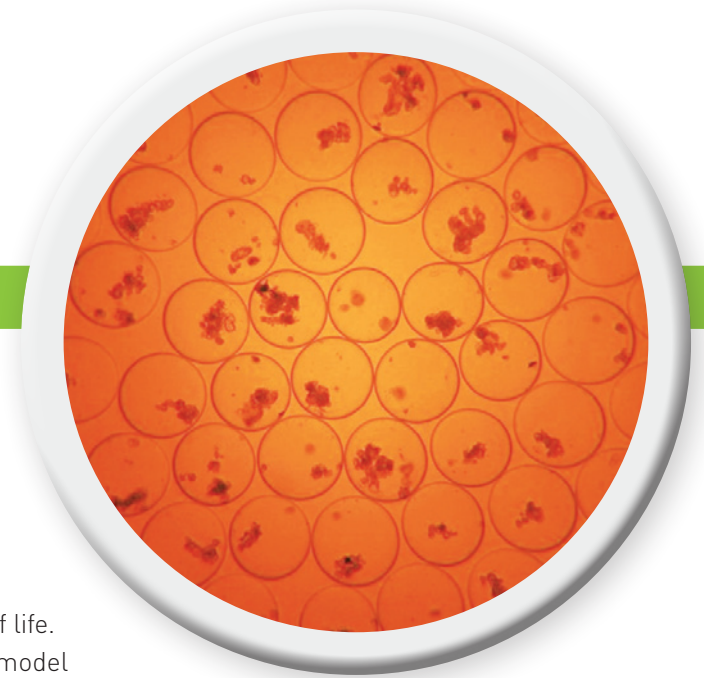
- Recovery from movement abnormalities
- Improvements in neurological defects
- Increase in neural connections and number of dopamine-producing cells in the affected area of the brain.



The pictures above show staining of nerve fibres in the brain of a monkey treated with NTCELL compared to the same area in monkeys that have been given empty capsules. A dense network of neural fibres is visible in the NTCELL-treated brain, but not in that of the control.

- NTCELL implants were well tolerated with no evidence of inflammation or other adverse reaction.
- Improvements were seen within two weeks and lasted for at least six months, the trial endpoint.

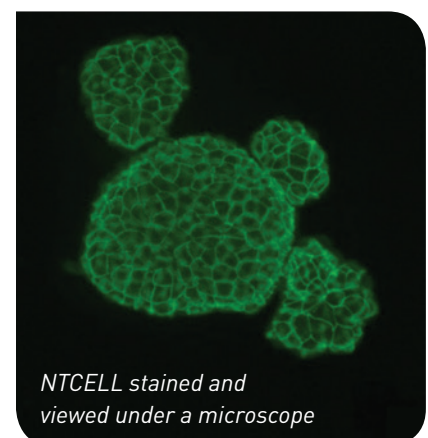
1. Figures taken from Luo XM et al. *Journal of Parkinson's Disease*. 2013. DOI 10.3233/JPD-130214. In Press.



“Parkinson's disease has a massive social and economic cost. It is a disorder that clinicians can manage, but not reverse; so studies such as these are a great encouragement for all those affected by this disease.”

JOHN BIRD, PRESIDENT OF
PARKINSON'S AUSTRALIA

NTCELL contains choroid plexus (CP) cells, which are naturally occurring 'support' cells for the brain. These cells are covered with a protective coating using LCT's IMMUEPEL technology to prevent the immune system from rejecting them as foreign matter.



NTCELL stained and viewed under a microscope



Phase I clinical trial: protocol overview

STUDY TITLE: A Phase I/IIa, open-label investigation of the safety and clinical effects of NTCELL in patients with Parkinson's disease.

PRINCIPAL INVESTIGATOR:

Dr Barry Snow (MBChB, FRACP, FRCPC), an internationally recognised clinician and researcher in Parkinson's disease, who leads the Auckland Movement Disorders Clinic at the Auckland District Health Board.

TRIAL PATIENTS: Four trial patients who have been diagnosed with Parkinson's disease for at least four years and have already been accepted for deep brain stimulation (DBS). These patients have not responded well to state-of-the-art medication for Parkinson's disease.

DOSE: The initial dose of NTCELL is based on the effective dose in a non-human primate (rhesus monkey) model.

MODE OF ADMINISTRATION:

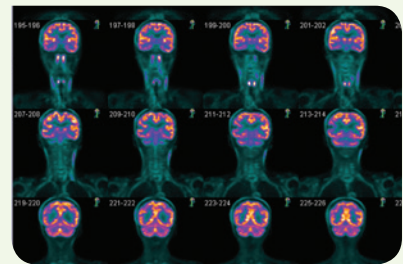
Following a screening/baseline data collection period, the NTCELL microcapsules will be drawn up into a catheter system and introduced into one side of the brain under guidance by neuro-imaging. The patients will be assessed for 26 weeks, at which time a decision will be made whether the patient will receive a second dose of NTCELL on the other side of their brain.

PRIMARY ENDPOINTS: Safety assessment, including

- Absence of adverse events (during the study)
- Absence of viral infection from pig to patients or their partners (ongoing)

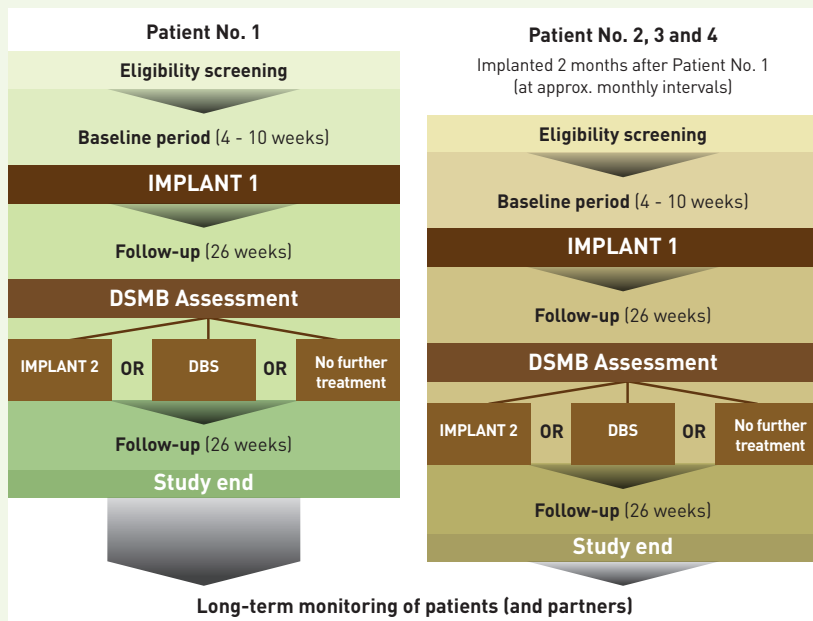
SECONDARY ENDPOINTS: Clinical effects, including

- Nerve activity in the brain as shown using Positron Emission Tomography (PET) scans
- Improvement in movement abnormalities and other physical symptoms of Parkinson's disease
- Improvement in the patients' well-being and ability to perform everyday tasks



Following authorisation in 2012, the first patient has been consented and is expected to receive the first implant before the end of 2013. There will then be a two-month evaluative period and assessment by the Data Safety Monitoring Board (DSMB).

If there are no safety issues at this stage then DSMB will decide if the second, third and fourth patients can receive implants of NTCELL (see diagram below).



CEO's report

Speeding access to important new therapies for patients with serious conditions

The Food and Drug Administration (FDA) has developed four approaches to ensuring drugs that treat serious diseases are made available as rapidly as possible. These are:

- Fast-track
- Breakthrough therapy
- Accelerated approval
- Priority review.

Each pathway has specific criteria that the product must meet to be eligible. The benefits for the designated therapy include some or a combination of:

- More frequent meetings with the FDA
- Rolling review
- Guidance on the development programme
- Shorter timelines to approval.

If the treatment is shown to be safe in the Phase I study, LCT believes that NTCELL has the potential to qualify for one of these fast-track regulatory pathways as a treatment for Parkinson's disease and our intention is to attempt to secure this designation. No compromises are made to the standards for the safety and effectiveness of the therapies that become available through any of these processes.

Awards and recognition

LCT was awarded the 2013 Janssen Industry Excellence Award for Company of the Year, announced at the NZBIO Annual Conference in March. NZBIO is a member-based organisation focused on growing New Zealand's prosperous bio-economy and its annual conference is the leading showcase for the industry, attracting senior executives and delegates from around the world. A panel of six identified LCT as the winner in recognition of our company's innovative research, pipeline development and portfolio, as well as our business development success in partnering with the pharmaceutical and venture capital industries.



We were delighted to also be a 2013 finalist for the prestigious Cisco Emerging Company of the Year award at the New Zealand Hi-Tech Awards, which celebrate the success of the country's technology sector and its contribution to the national economy.

For LCT to be commended by industry peers against such tough competition is a great honour and testament to the quality of our people and their commitment to translating our unique science and IP into breakthrough treatments that are of true value to patients.



Financial summary

	2013 \$000	2012 \$000	2011 \$000	2010 \$000	2009 \$000
Revenue:					
Service fees ¹	7,580	3,708	177	301	186
Grants	167	888	1,744	990	604
Interest	154	129	142	167	391
Total revenue	7,901	4,725	2,063	1,458	1,181
Expenditure					
	8,915	7,990	8,859	7,345	7,305
Total comprehensive income (loss)²	(1,161)	6,348	(6,949)	(5,889)	(6,171)
Cash flow:					
Net operating and investing cash inflows/(outflows)	1,317	(2,528)	(5,918)	(6,140)	(8,067)
Net cash inflow from issue of shares	-	1,158	7,318	6,352	(28)
Effect of foreign exchange rates	17	35	(17)	41	197
Cash and cash equivalents at end of the year	4,504	3,170	4,505	3,122	2,869

1. Includes DIABECCELL services fees from DOL joint venture and NTCELL service fees from OPF co-development agreement.

2. Total comprehensive income/(loss) includes option fee income, gain on sale of intellectual property, share of loss from joint venture, foreign exchange adjustments and other comprehensive income or loss.

This table is a summary of historical performance and should be read in conjunction with the audited financial statements and notes included in this annual report.

Future directions

There is still a growing unmet need for better treatments for people living with type 1 diabetes and Parkinson's disease. LCT remains deeply committed to advancing innovative cell therapies that will improve and potentially even extend the lives of these individuals.

The 2012/13 financial year saw an expansion of our partnership with OPF and significant milestones being met in the clinical development of NTCELL and DIABECCELL. These and other developments are expected to result in increased value for our shareholders in the future and therefore, we are well positioned to progress on our strategy to be a world leader in developing and commercialising breakthrough cell therapies to treat serious diseases worldwide.

Dr Andrea Grant

Chief Executive Officer and Managing Director





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Directors' report

For the year ended 30 June 2013

The directors present their report, together with the financial statements of the consolidated entity Living Cell Technologies Limited (the company) and its controlled entities, for the financial year ended 30 June 2013.

1. General information

A. Information on directors

The names, qualifications, experience and special responsibilities of each person who has been a director during the year and to the date of this report are as follows. The directors were in office for this entire period unless otherwise stated:

Roy Austin

Independent Director and Chairman (Age: 65)
Qualifications: BCom, CA

Experience

Mr Austin is a consultant to investment banking firm Northington Partners in New Zealand. He brings considerable commercial depth to the LCT board with over 25 years' investment transaction experience across multiple sectors including healthcare and biotechnology. His experience includes capital-raising, mergers and acquisitions, IP commercialisation, venture capital and international business development.

Mr Austin is chairman of New Zealand-based Cure Kids, a child health research charitable trust and its commercial biotech venture capital fund, Cure Kids Ventures Limited.

He holds a number of other directorships in private companies and is a member of the New Zealand Institute of Directors and the New Zealand Institute of Chartered Accountants.

Special responsibilities

Mr Austin was elected chairman on 20 July 2011. He is the chair of the Remuneration and Nomination Committee, a member of the Audit, Risk and Compliance Committee and a member of the Diatrantz Otsuka Limited board of directors. He was appointed to the LCT board on 25 February 2011.

Emeritus Professor Robert Elliott

Director, Clinical Research and Innovation (Age: 79)
Qualifications: MBBS, MD, FRACP

Experience

Professor Elliott trained as a Paediatrician at The University of Adelaide. He moved to New Zealand in 1970 to become the Foundation Professor, Director of Paediatrics at The University of Auckland. Professor Elliott co-founded LCT. He is an Emeritus Professor of Child Health Research

and a world leader in diabetes and autoimmune-related research. In 1999, he was awarded a CNZM (Companion of the New Zealand Order of Merit) for services to the community. In 2011, he was awarded the prestigious World Class New Zealander (Life Sciences) Award.

He is on the board of Cure Kids, Wings Trust (a New Zealand trust for the treatment of alcohol and substance abuse) and patron of the Cystic Fibrosis Association of New Zealand. He is a director of Breathe Easy Limited, a New Zealand company that is developing a new treatment for cystic fibrosis.

Special responsibilities

Professor Elliott is the chairman of the Diatrantz Otsuka Limited board of directors. He was appointed to the LCT board on 15 January 2004.

Andrea Grant

Managing Director (Age: 41)
Qualifications: PhD, BA (Hons)

Experience

Dr Grant has over 15 years' executive experience in pharmaceutical and biotech companies in Europe, USA and New Zealand. She has both a BA Hons in Biochemistry and a PhD in Neuroscience from Cambridge University in the UK. Following the completion of her PhD, she joined the R&D division of GlaxoSmithKline (UK) where she was responsible for research and development of novel drug targets for treatment of neurological disorders including Alzheimer's disease, epilepsy and Parkinson's disease.

In 1999, she joined Incyte (Nasdaq:INCY) as Commercial Director, Northern Europe. Following this, Dr Grant served as Business Director and then Managing Director at biotechnology company Galapagos NV (Euronext:GLPG). In her roles, both at Incyte and Galapagos, she was successful in securing numerous high-value research and licensing partnerships with global pharmaceutical companies.

Dr Grant immigrated to New Zealand in 2005 and took up the post of General Manager, The Peoples Centre Trust, a primary healthcare provider in central Auckland. She then joined Roche Products (New Zealand) as Public Policy Manager, where she was responsible for government relations and corporate communications. She held board positions at The Peoples Centre Trust and Youth Mentoring Trust.

Special responsibilities

Dr Grant started as Chief Executive Officer (CEO) on 16 January 2012. She was appointed to the LCT board on 16 November 2012.



Laurie Hunter

Independent Director (Age: 66)
Qualifications: MA (Hons)

Experience

Mr Hunter has over 40 years' experience as a stockbroker, investment banker and corporate investor in London, Paris and San Francisco. Mr Hunter was a Member of The Stock Exchange, London, a partner at L. Messel & Co., London, a director of Shearson Lehman Hutton and founder of Hunter Capital. His recent focus has been on investing and providing strategic advice to developing companies. Mr Hunter currently serves on a number of unlisted company boards.

Special responsibilities

Mr Hunter is a member of the Audit, Risk and Compliance and Remuneration and Nomination Committees.

Other directorships in listed entities held in the previous three years

Mr Hunter resigned from the board of listed company Madagascar Oil Limited on 18 December 2012.

Dr Bernard Tuch

Independent Director (Age: 62)
Qualifications: BSc, MBBS (Hons), FRACP, PhD, GAICD

Experience

Dr Tuch is a Professor in the Faculty of Medicine, Nursing & Health Sciences at Monash University, and a senior scientist with CSIRO Australia in a cell transplantation project. Prior to this he carried out extensive research in islet xenotransplantation over two decades at the University of New South Wales. He is a director of Sydney Cell Therapy Foundation Pty Limited and is a Specialist Practitioner, Endocrinology, Prince of Wales Private Hospital, Sydney. His experience includes capital-raising to support his considerable research team and a large international scientific publication list. He has had previous scientific collaborations with LCT and knows the company's direction intimately.

Special responsibilities

Dr Tuch is a member of the Remuneration and Nomination Committee. He was appointed to the LCT board on 20 July 2011.

Robert Willcocks

Independent Director (Age: 64)
Qualifications: BA, LL.M

Experience

Mr Willcocks is a senior executive with an extensive legal and business background working in particular with

Australian-listed public companies. He has Bachelor of Arts and Bachelor of Laws degrees from the Australian National University and a Master of Laws degree from The University of Sydney. Mr Willcocks was a partner with the law firm Stephen Jaques & Stephen (now King & Wood Mallesons) from 1980 until 1994, where he was a member of the Corporate Advisory Group with an emphasis on the mining and oil and gas sectors. As corporate adviser, he has undertaken assignments in a range of industry sectors. Mr Willcocks has been a director and chairman of a number of Australian Securities Exchange (ASX) listed public companies. He is a director of ASX-listed ARC Exploration Limited, and Hong Kong Stock Exchange-listed APAC Resources Ltd. He is also chairman and director of Trilogy Funds Management Ltd, a Responsible Entity under Australian law.

Special responsibilities

Mr Willcocks is chairman of the Audit, Risk and Compliance Committee and a member of the Remuneration and Nomination Committee. He was appointed to the LCT board on 29 March 2011.

B. Company secretary

The following person held the position of company secretary at the end of the financial year:

Nick Geddes

Mr Geddes (FCA, FCIS) has been the company secretary since 2005. Mr Geddes is the principal of Australian Company Secretaries, a company secretarial practice that he formed in 1993. Mr Geddes is past president and past board chairman of Chartered Secretaries Australia and a former chairman of the NSW Council of that Institute. His previous experience, as a chartered accountant and company secretary, includes investment banking and development and venture capital in Europe, Africa, the Middle East and Asia.

Qualifications: Chartered Accountant (Fellow of Institute of Chartered Accountants in England and Wales) and Fellow of the Institute of Chartered Secretaries (Chartered Secretaries Australia).

C. Principal activities and significant changes in nature of activities

The principal activities of the consolidated entity during the financial year were:

- Improving the well-being of people with serious diseases worldwide by discovering, developing and commercialising breakthrough treatments that use the regenerative healing properties of naturally occurring cells; and
- Providing services to our partners.

There were no significant changes in the nature of the principal activities during the financial year.

Directors' report

2. Operating and financial review

A. Operations

The result of the consolidated entity has changed from a profit of \$5,676,000 in the year ended 30 June 2012 to a loss of \$2,979,000. This is primarily due to the previous year's result including a gain on sale of DIABECCELL® intellectual property to 50%-owned joint-venture company Diatranz Otsuka Limited (DOL) of \$11,183,000. This was partially offset by receipt of a NTCELL® co-development agreement option fee of \$3,000,000 from Otsuka Pharmaceutical Factory, Inc. (OPF) in the current year.

Revenue increased from \$4,725,000 to \$7,901,000 due to the service fee from DOL being to 12 months compared to eight in the previous year and recovery of costs relating to the NTCELL Parkinson's disease clinical trial from OPF from 17 December 2012, when the co-development agreement was signed. Cost of services has increased from \$3,423,000 to \$7,067,000 for the same reasons as those that affected the total revenue.

Research and development expenses have reduced from \$2,620,000 to \$396,000 because of the increased recovery of expenses from DOL and OPF described above.

The share of loss from the joint venture has increased from \$2,242,000 to \$4,965,000, reflecting a full year of operations in DOL compared to eight months in the previous year. Services provided to DOL included interim analysis of the Phase I/IIa clinical trial of DIABECCELL in Argentina, implant of two additional patients in the New Zealand Phase I/IIa DIABECCELL clinical trial to make four dosing groups of four patients, the commencement of a 20-patient Phase IIb trial of DIABECCELL in Argentina and application for a 10-patient Phase IIb trial.

Operations also included further development of NTCELL for Parkinson's disease. The New Zealand Minister of Health has authorised the company to proceed with the Phase I/IIa clinical trial of NTCELL for Parkinson's disease and ethical approval has been received. Medsafe has issued a licence for the GMP manufacture of NTCELL for the trial.

On 17 December 2012, Living Cell Technologies Limited (LCT) and OPF agreed to co-develop NTCELL for the treatment of Parkinson's disease and other neurological disorders. OPF paid LCT an option fee of \$3,000,000 on signing the agreement, with an additional option fee of \$2,000,000 to be paid after the first patient in the Phase I/IIa trial has been safely implanted with NTCELL. OPF also agreed to reimburse LCT for the research and development expenses associated with the safe completion of the Phase I/IIa clinical trial of NTCELL for Parkinson's. LCT granted OPF an exclusive option to jointly develop and commercialise NTCELL in Parkinson's and other neurological diseases, including hearing loss, through DOL.

If OPF exercises this option, it will subscribe for \$20,000,000 of additional equity in DOL and LCT will transfer intellectual property relating to NTCELL in neurological diseases and hearing loss. Both companies will retain an equal shareholding in DOL, subsequent to the transaction.

B. Financial position

Net assets of the consolidated entity have reduced from \$14,353,000 to \$13,252,000. This is primarily due to the share of loss from the joint venture increasing from \$2,242,000 to \$4,965,000, partially offset by receipt of the \$3,000,000 option fee and higher recovery of expenses from DOL and OPF.

Inventory of materials necessary to provide services now meets the recognition criteria so is shown on the consolidated statement of financial position.

Cash and cash equivalents have increased from \$3,170,000 to \$4,504,000 due to receipt of the option fee and higher recovery of expenses from DOL and OPF. This balance would allow the current level of operations to continue for approximately three years.

The directors have prepared the report on a going-concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

3. Business strategies and prospects for future years

LCT's purpose is to improve the wellbeing of people with serious diseases worldwide by discovering, developing and commercialising breakthrough treatments that use the regenerative healing properties of naturally occurring cells.

Strategies to achieve this purpose include:

- Provision of services to DOL to bring DIABECCELL to a commercial market as soon as possible;
- Completion of the Phase I/IIa clinical trial of NTCELL for Parkinson's disease as soon as possible and commencement of further Phase IIb trials; and
- Development of innovative treatments, using both existing and new products and technologies, to improve the well-being of people with serious diseases worldwide.

Prospects for future years include receipt of the \$2,000,000 option fee from OPF after the first patient in the Phase I/IIa trial has been safely implanted and the use of NTCELL in fields within and outside neurological diseases and hearing loss. If OPF exercises its option to co-develop NTCELL, LCT will make a substantial gain on sale of the transfer of NTCELL intellectual property to DOL, and DOL will have \$20,000,000 to bring NTCELL in neurological diseases to market.



There is a risk that these prospects for future years will not be achieved if the NTCELL Phase I/IIa clinical trial does not meet its safety and clinical effects objectives. This risk will decrease as the trial proceeds. The studies in rats and non-human primates showed that NTCELL was safe and the potential clinical effects very beneficial. This trial is the first of its type in humans so the outcome is uncertain. Safety of patients is monitored by the independent Data Safety Monitoring Board.

	Directors' meetings		Audit, Risk and Compliance Committee		Remuneration and Nomination Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Roy Austin	6	6	3	3	2	2
Robert Elliott	6	6	-	-	-	-
Andrea Grant	5	5	-	-	-	-
Laurie Hunter	6	6	3	3	2	2
Bernard Tuch	6	6	-	-	2	2
Robert Willcocks	6	5	3	2	2	2

4. Other items

A. Significant changes in state of affairs

Except as outlined in the Operating and financial review, there have been no significant changes in the state of affairs of the consolidated entity during the year.

B. Events after the reporting date

Subsequent to the end of the financial year, Diatranz Otsuka Limited (DOL) elected to pursue the development of an improved formulation of DIABECCELL. Consequently, the existing study of the current formulation in Argentina will no longer be used for registration purposes. DOL will ensure that they uphold their safety and ethical commitments to patients already enrolled in the study. A revised regulatory development pathway for the improved formulation of DIABECCELL is being prepared.

No other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in future financial years.

C. Environmental issues

The consolidated entity's operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a state or territory of Australia.

D. Meetings of directors

During the financial year, 11 meetings of directors (including committees of directors) were held. Attendances by each director during the year were as follows:

E. Indemnification and insurance of officers and auditors

The company has paid premiums to insure each of the directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct while acting in the capacity of director of the company, other than conduct involving a wilful breach of duty in relation to the company. The amount of the premium was \$44,750 (2012: \$44,750).

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company. Furthermore, the company has not paid any premiums in respect of insurance for the auditor.

F. Shares

Details of directors' shareholdings are shown in Note 18 'Key management personnel disclosures'.

Directors' report

G. Options

At the date of this report, the unissued ordinary shares of LCT under option are as follows:

Grant date	Date of expiry	Exercise price	Number under option
5 November 2008	5 November 2013	\$0.40	150,000
5 November 2008	5 November 2013	\$0.30	250,000
23 September 2009	19 November 2014	\$0.25	550,000
23 September 2009	19 November 2014	\$0.35	750,000
4 January 2011	4 January 2014	\$0.20	3,500,000
12 December 2011	12 December 2016	\$0.10	550,000
12 December 2011	12 December 2016	\$0.15	150,000
12 December 2011	12 December 2016	\$0.20	750,000
12 December 2011	12 December 2016	\$0.25	250,000
23 December 2011	23 December 2017	\$0.10	250,000
23 December 2012	23 December 2018	\$0.10	250,000
6 March 2013	6 March 2018	\$0.10	2,500,000
6 March 2013	6 March 2018	\$0.15	2,500,000
			12,400,000

H. Non-audit services

The board of directors, in accordance with advice from the Audit, Risk and Compliance Committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- All non-audit services are reviewed and approved by the Audit Committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor.
- The nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

The following fees were paid or payable to PKF Ross Melville, Auckland for non-audit services provided during the year ended 30 June 2013:

	2013 \$	2012 \$
Assistance in drafting financial statements for filing	4,440	1,370

I. Auditor's independence declaration

The auditor's independence declaration in accordance with Section 307C of the Corporations Act 2001 for the year ended 30 June 2013 has been received and can be found on page 22 of the financial report.

J. ASIC Class Order 98/100 rounding of amounts

The company is an entity to which ASIC Class Order 98/100 applies and, accordingly, amounts in the financial statements and directors' report have been rounded to the nearest thousand dollars.

5. Remuneration report (audited)

A. Remuneration policy

The remuneration policy of LCT has been designed to align key management personnel (KMP) objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the consolidated entity's financial results. The board of LCT believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best KMP to run and manage the consolidated entity, as well as create goal congruence between directors, executives and shareholders.

The board's policy for determining the nature and amount of remuneration for KMP of the consolidated entity is as follows:

- The remuneration policy has been developed by the Remuneration and Nomination Committee and approved by the board following professional advice from independent external consultants.
- Each person in a key management position receives a base salary (which is based on factors such as length of service and experience), superannuation, options and performance incentives.
- Performance incentives are based on predetermined key performance indicators.
- Incentives paid in the form of options or rights are intended to align the interests of the KMP and company with those of the shareholders. In this regard, KMP are prohibited from limiting risk attached to those instruments by use of derivatives or other means.
- The Remuneration and Nomination Committee reviews KMP packages annually by reference to the consolidated entity's performance, executive performance and comparable information from industry sectors.

The performance of KMP is measured against criteria agreed biannually with each executive and is based predominantly on achievement of company, team and individual objectives which drive shareholder value. All bonuses and incentives must be linked to



predetermined performance criteria. The board may, however, exercise its discretion in relation to approving incentives, bonuses and options, and can recommend changes to the committee's recommendations. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

KMP receive company contributions to KiwiSaver required by law, which is currently 3%, and do not receive any other retirement benefits.

Upon retirement, KMP are paid employee benefit entitlements accrued to the date of retirement. KMP are paid an agreed number of weeks' salary in the event of redundancy. Any options not exercised before or on the date of termination will lapse.

All remuneration paid to KMP is valued at the cost to the company and expensed.

The board's policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The Remuneration and Nomination Committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the annual general meeting (AGM); the current maximum is \$450,000 which was approved at the 2007 AGM.

KMP are also entitled and encouraged to participate in the employee share and option arrangements to align their interests with shareholders' interests.

Options granted under these arrangements do not carry dividend or voting rights. Each option is entitled to be converted into one ordinary share and is valued using the Black-Scholes methodology.

B. Employment details of members of key management personnel

The following table provides employment details of persons who were, during the financial year, members of KMP of the consolidated entity. The table also illustrates the proportion of remuneration that was performance based, the proportion that was non-performance based and the proportion that was received in the form of options.

Key management personnel	Position held	Options/ rights %	Performance- based bonus %	Termination payment %	Fixed salary/fees %	Total %
Robert Elliott	Director, Clinical Research & Innovation	1	2	-	97	100
John Cowan	Head of Finance & Administration	1	1	-	98	100
Andrea Grant	Managing Director	5	15	-	80	100

C. Service agreements

On appointment to the board, all non-executive directors enter into a service agreement with the company in the form of a letter of appointment. The letter summarises the board policies and terms, including compensation, relevant to the office of the director.

The remuneration and other terms of employment for the Managing Director and senior executives are set out in formal employment agreements as summarised below.

All employment agreements are for an unlimited duration. The agreements for executives may be terminated by giving 30 to 60 working days' notice (except in cases of termination for causes where termination is immediate).

Redundancy entitlements are two to four weeks for the first year of service and one week's payment for each six months of subsequent service.

Employment agreements do not include the specific performance criteria that are linked to bonuses or incentives so amounts paid in accordance with the above remuneration policy are effectively at the discretion of the board.

In cases of resignation, no separation payment is made to the executive, except for amounts due and payable up to the date of ceasing employment, including accrued leave entitlements.

Directors' report

D. Remuneration details for the year ended 30 June 2013

The following table provides total benefits and payments details, for each member of the KMP of the consolidated entity.

	Short term			Post-employment	Share-based payments	Total benefits and payments \$
	Cash salary/fees \$	Bonus \$	Total short-term benefits \$	Pension and superannuation \$	Options and rights \$	
Year ended 30 June 2013						
Directors						
Roy Austin	70,000	-	70,000	-	1,382	71,382
Robert Elliott	144,037	3,061	147,098	-	1,902	149,000
Andrea Grant	194,658	38,078	232,736	3,399	12,782	248,917
Laurie Hunter	50,000	-	50,000	-	-	50,000
Bernard Tuch	45,872	-	45,872	4,128	1,149	51,149
Robert Willcocks	50,000	-	50,000	-	-	50,000
Other KMP						
John Cowan	156,137	1,835	157,972	3,561	1,902	163,435
	710,704	42,974	753,678	11,088	19,117	783,883
Year ended 30 June 2012						
Directors						
Roy Austin	92,500	-	92,500	-	46,606	139,106
Susanne Clay	11,380	-	11,380	223	-	11,603
Robert Elliott	164,409	-	164,409	-	-	164,409
Laurie Hunter	50,000	-	50,000	-	-	50,000
Bernard Tuch	43,323	-	43,323	3,899	20,991	68,213
Robert Willcocks	50,000	-	50,000	-	13,732	63,732
Other KMP						
John Cowan	150,708	23,397	174,105	3,471	-	177,576
Andrea Grant	86,389	-	86,389	-	5,732	92,121
	648,709	23,397	672,106	7,593	87,061	766,760

E. Securities received that are not performance related

Options are issued to the directors and executives as part of their remuneration. Each share option converts to one ordinary share of LCT on exercise. The options are not issued based on performance criteria but are issued to the directors and executives of LCT and its subsidiaries to align the interest of executives, directors and shareholders.



F. Options granted, vested and lapsed during the year

Details of KMP options granted as remuneration, vested and lapsed during the year:

	Number of options	Exercise price per option \$	Value per option at grant date \$	Grant date	Vesting date	Expiry date	Vested during period %	Forfeited during period %
Directors								
Robert Elliott	100,000	0.1000	0.0405	6 Mar 2013	6 Mar 2014	6 Mar 2018	-	-
Robert Elliott	100,000	0.1500	0.0387	6 Mar 2013	6 Mar 2015	6 Mar 2018	-	-
Andrea Grant	250,000	0.1000	0.0442	23 Dec 2011	23 Dec 2012	23 Dec 2017	100	-
Andrea Grant	250,000	0.1000	0.0430	23 Dec 2012	23 Dec 2013	23 Dec 2018	-	-
Andrea Grant	100,000	0.1000	0.0405	6 Mar 2013	6 Mar 2014	6 Mar 2018	-	-
Andrea Grant	100,000	0.1500	0.0387	6 Mar 2013	6 Mar 2015	6 Mar 2018	-	-
Other KMP								
John Cowan	100,000	0.1000	0.0405	6 Mar 2013	6 Mar 2014	6 Mar 2018	-	-
John Cowan	100,000	0.1500	0.0387	6 Mar 2013	6 Mar 2015	6 Mar 2018	-	-

Option values at grant date were determined using the Black-Scholes methodology.

During the year ended 30 June 2013, no ordinary shares of LCT were issued on the exercise of options grants. No further shares have been issued since that date. No amounts are unpaid on any of these shares.

All options were issued by LCT and entitle the holder to ordinary shares in LCT for each option exercised.

There have not been any alterations to the terms or conditions of any share-based payment arrangements since grant date.

This directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the board of directors.

Signed on behalf of the directors

Director

30 August 2013

Auditor's independence declaration



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Australia

DECLARATION OF INDEPENDENCE BY TIM SYDENHAM TO THE DIRECTORS OF LIVING CELL TECHNOLOGIES LIMITED

As lead auditor of Living Cell Technologies Limited for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Living Cell Technologies Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Tim Sydenham', with a long horizontal flourish extending to the right.

Tim Sydenham
Partner

BDO East Coast Partnership

Sydney, 30 August 2013



Corporate governance statement

Living Cell Technologies Limited (LCT or the company) and its board of directors are committed to maintaining and promoting good corporate governance practices within the group for the benefit of employees, stakeholders and the broader community.

Corporate governance is the framework of rules, relationships, systems and processes within which and by which authority is exercised and controlled in corporations. The board is responsible for the corporate governance of the group and has taken into account its size and activities in the development of the framework.

LCT provides its corporate governance statement with reference to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations with 2010 Amendments. The company has adopted all the recommendations in these guidelines. The board is committed to achieving and demonstrating the highest standards of corporate governance.

Principle 1: Lay solid foundations for management and oversight

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

The board operates in accordance with its charter and constitution. The board takes responsibility for the performance of the group and for developing and implementing corporate governance practices.

The board has established a board charter, which describes the role of the board and the role of management. The charter sets out the composition, role and responsibilities of the board. The minimum number of directors is three and the maximum is nine. Appointments to the board are based on merit, skills, expertise and experience.

The board accepts that it is responsible for:

- a) Reviewing and approving LCT's strategic plans, performance objectives and underlying assumptions and rationale;
- b) Reviewing and approving the risk management monitoring systems and systems of internal control;
- c) Reviewing and approving the group's financial objectives and ensuring that the necessary financial and human resources are in place for the group to meet its objectives;
- d) Ensuring that the performance of executive management is regularly assessed and monitored;
- e) Setting the group's values and standards of conduct and ensuring that these are adhered to;
- f) Appointing and approving the terms and conditions of the appointment of the CEO and reviewing and providing feedback on the performance of the CEO and other officers and senior management;
- g) Reviewing the performance of the board, individual directors and board committees;
- h) Endorsing the terms and conditions of senior executives through the Remuneration and Nomination Committee;
- i) Monitoring compliance with legal and regulatory obligations and ethical standards including reviewing and ratifying codes of conduct and compliance systems;
- j) Approving and monitoring the annual budget and business plan, major operating and capital expenditure, capital management and material variation;
- k) Authorising expenditure approval limits for the executive officers of the group and authorising expenditure in excess of these discretionary limits;
- l) Approving all mergers, acquisitions and disposals of projects and businesses;
- m) Authorising the issue of securities and instruments of the group;
- n) Ensuring that the group conducts all its activities in an environmentally responsible and sustainable way by planning and managing all activities to ensure minimum environmental impact;
- o) Determining and implementing policies and procedures to ensure that the ASX is promptly and adequately informed of all matters considered to be material, in accordance with the group's continuous disclosure obligations; and
- p) Reviewing and recommending to shareholders the appointment or, if appropriate, the termination of the appointment of the external auditor.

Senior management is responsible for managing the group and operates under direction and delegation from the board. The day-to-day management of the group is delegated to the CEO.

The board has established two committees:

- Audit, Risk and Compliance Committee; and
- Remuneration and Nomination Committee.

Each committee has its own charter describing its composition, structure and membership requirements. The committee charters are reviewed regularly.

The timetables for board and committee meetings are agreed annually to ensure that the board and individual directors dedicate sufficient and appropriate time to reviewing and overseeing LCT's business.

All directors operate under a letter of appointment and are parties to a Deed of Access and Indemnity with the group. Directors are appointed by the board subject to election by shareholders at the next AGM with one-third of the board being subject to re-election at each subsequent AGM. The chairman is elected by the board. The performance of directors is reviewed on an ongoing basis.

Corporate governance statement

Recommendation 1.2: Companies should disclose the process for evaluating the performance of senior executives.

The group conducts performance reviews of all staff including senior executives. The performance of senior executives is considered against key company, individual and team objectives. All senior executives have formal position descriptions and, each year, their key performance measures are established in line with the group's objectives and their roles and responsibilities.

The Remuneration and Nomination Committee is responsible for ensuring that an appropriate annual performance review process for all staff including senior executives is in place. The performance of all staff, including senior executives, is evaluated through reference to their formal position descriptions as well as key performance indicators which are established in line with the group's objectives.

All newly appointed senior executives and staff members receive formal letters of appointment describing their terms of appointment, duties, rights and responsibilities.

Recommendation 1.3: Companies should provide the information indicated in the guideline to reporting on Principle 1.

The board charter is available on the company's website at www.lctglobal.com

Principle 2: Structure the board to add value

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

The board considers that an independent director is one who:

- Is not a member of management;
- Is not a substantial shareholder of the group or associated with a substantial shareholder of the group;
- Within the last three years, has not been employed in an executive capacity by the group or been a director after ceasing to hold any such employment;
- Within the last three years, has not been a principal of a material professional adviser or a material consultant to the group;
- Is not a material supplier or customer of the group or an officer of, or otherwise associated directly or indirectly with, a material supplier or customer;
- Has no material contractual relationship with the group;
- Has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the directors' ability to act in the best interests of the group; and
- Is free from any business interest that could, or could reasonably be perceived to, materially interfere with the directors' ability to act in the best interests of the group.

The independence of directors is assessed regularly. Currently the board comprises six directors, of which four are considered to be independent; Mr Roy Austin, Mr Laurie Hunter, Dr Bernard Tuch and Mr Robert Willcocks are considered to be independent directors. Professor Robert Elliott, who founded the company, and CEO/Managing Director Dr Grant are executives and, as such, are not considered to be independent.

Recommendation 2.2: The chair should be an independent director.

The board has appointed an independent chairman, Mr Roy Austin.

Recommendation 2.3: The roles of chair and Chief Executive Officer should not be exercised by the same individual.

The roles of the chairman and CEO are exercised by different individuals.

Recommendation 2.4: The board should establish a nomination committee.

The board has established a Remuneration and Nomination Committee. The Remuneration and Nomination Committee operates under a charter which describes the committee's role, responsibilities, composition, structure and membership requirements.

The board comprises directors who, between them, have an appropriate range of skills, experience and qualifications. The names and skills, experience and expertise of the directors and the tenure and independence status of each director is described in the directors' report. Directors have the right, in connection with their duties and responsibilities as directors, to seek independent professional advice at the group's expense. Prior approval of the chairman is required, which will not be unreasonably withheld.

The composition of the board is determined in accordance with the group's constitution, which requires that the minimum number of directors is three and the maximum number of directors is nine. The names of the members of the Remuneration and Nomination Committee and the Audit, Risk and Compliance Committee and their attendance record are provided in the directors' report.

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

The board undertakes ongoing self-assessment and review of its performance and of the performances of the chairman, individual directors and board committees.

The performance review process conducted in 2012 included the completion of a structured questionnaire and discussions with directors and the chairman. This review was wide ranging and included each director's contribution to board discussions.



Recommendation 2.6: Companies should provide the information indicated in the guideline to reporting on Principle 2.

The charter for the Remuneration and Nomination Committee can be found on the group's website at www.lctglobal.com

Detailed information on the skills, experience and expertise of each director is provided in the annual report, together with the composition of each of the board committees.

Additional information needed to address:

Recommendation 2.6: Companies should provide the information indicated in the guideline to reporting on Principle 2.

Directors may take independent professional advice at the expense of the company after obtaining the chairman's written agreement.

The board seeks to have a diverse mix of skills and experience which includes scientific, medical, business, financial and biotechnology industry backgrounds.

Principle 3: 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.

The board has adopted a code of conduct which requires that all LCT's directors, officers, employees and contractors must perform their business in accordance with all relevant laws and regulations and in accordance with the group's policies and procedures.

The Code of Conduct requires that all directors, officers, employees and contractors avoid 'conflicts of interest' with regard to the group's interests. Directors and officers are required to advise the chairman of any perceived conflict of interest. Where related-party matters or conflicts of interest arise, the chairman may require the removal of the relevant director or officer from any discussion or decision made in relation to the perceived conflict of interest or related-party matter.

The board is committed to ensuring the provision of a safe workplace. All operations are planned and managed to ensure that employees are working under safe conditions. Directors and employees are required to comply with all legislative requirements relating to workplace safety and to establish effective safety management practices. Employees are encouraged to suggest improvements to workplace safety.

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.

The board has adopted a diversity policy which requires that the company embrace and promote diversity in the workplace. LCT aims to establish a corporate culture that is conducive to the appointment of well-qualified persons and embraces employee diversity. This includes diversity of age, gender, ethnicity, physical appearance, values, lifestyle, religion, education and family responsibilities. LCT recognises the benefits that diversity brings to maximise corporate goals.

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.

As part of its wider process of increasing gender diversity, LCT is focused on increasing the representation of women at all levels of its business. In order to realise this, the board has established measurable objectives and progress in achieving these goals, and will consider progress on diversity in assessing executive performance.

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

The proportion of women represented at these levels in LCT currently is as follows:

- Women represented on the board: 17% (2012: 0%)
- Women represented in senior executive positions: 33% (2012: 40%)
- Women represented in the whole organisation: 72% (2012: 70%).

The objectives are to appoint women to the board such that, by 2016, 15% of the board members will be female and the percentage of women in senior executive positions will be 40%.

Recommendation 3.5: Companies should provide the information indicated in the guideline to reporting on Principle 3.

A copy of the company's Code of Conduct and Diversity Policy is available from the company's website at www.lctglobal.com

Principle 4: Safeguard integrity in financial reporting

Recommendation 4.1: The board should establish an audit committee.

To assist it in carrying out its duties, the board has established an Audit, Risk and Compliance Committee.

Corporate governance statement

The primary function of the committee is to assist the board in fulfilling its responsibilities to provide shareholders with timely and reliable financial reports.

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 director who is not chair of the board; has at least three members.

The Audit, Risk and Compliance Committee is chaired by Mr Robert Willcocks, an independent director. The Audit, Risk and Compliance Committee met three times during the year to deal with audit and audit review matters and to ensure that the accounting, financial policies and controls, risk management systems and compliance with regulatory and statutory requirements are in place, adequate and effective. The Audit, Risk and Compliance Committee comprises three independent non-executive directors.

Recommendation 4.3: The audit committee should have a formal charter.

The Audit, Risk and Compliance Committee operates under a formal charter. The board appoints independent external auditors under a letter of appointment that includes a scope and plan. Full access to the group's records, personnel and support is provided. Open communications with the auditors and management are maintained.

Recommendation 4.4: Provide the information indicated in the guideline to reporting on Principle 4.

The following material should be made publicly available on the company's website:

- Information on procedures for the selection and appointment of the external auditor, and for the rotation of external audit engagement.

The charter for the Audit, Risk and Compliance Committee is available on the company's website at www.lctglobal.com

Principle 5: Make timely and balanced disclosure

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.

LCT communicates with shareholders in accordance with the Corporations Act and the ASX Listing Rules. All ASX announcements, media releases and other relevant material are retained on the LCT website for a minimum of three years. The board has adopted a Continuous Disclosure and Market Communications Policy to ensure all investors have equal and timely access to material information concerning the group, including its financial

position, performance, ownership and governance. The policy outlines procedures to ensure that directors and senior executives of the group comply with its continuous disclosure obligations. The board has delegated the function of continuous disclosure to the company secretary and CEO.

Recommendation 5.2: Companies should provide the information indicated in the guideline to reporting on Principle 5.

The company's Continuous Disclosure and Market Communications Policy is available on the company's website at www.lctglobal.com

Principle 6: Respect the rights of shareholders

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

The board has endorsed a communications strategy which is designed to promote effective communication with shareholders and encourage effective participation at general meetings. The strategy includes:

- The publication of the annual report;
- The publication of the half-yearly report;
- The release of quarterly cash flow and activities reports;
- The annual general meeting and other meetings called to obtain approval for board action as appropriate;
- The group's website at www.lctglobal.com; and
- Continuous disclosure of material information via the ASX and OTCQX.

The company invites shareholders to join its subscriber list on its website and emails ASX releases to subscriber recipients on the release of ASX announcements.

At the AGM, the chairman encourages questions and comments from shareholders and seeks to ensure the meeting is managed to provide current information about the company to shareholders and to give shareholders an opportunity to participate. Shareholders can ask questions about or comment on the operations of the group and the performance of the board and management. The external auditor is required to attend the AGM and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the auditor's report.

Recommendation 6.2: Companies should provide the information indicated in the guideline to reporting on Principle 6.

The company's Continuous Disclosure and Market Communications Policy is available on the company's website at www.lctglobal.com



Principle 7: Recognise and manage risk

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

The board takes a proactive approach to management of the wide range of risks that LCT faces. The board is responsible for oversight of the processes whereby the risks, and also opportunities, are identified on a timely basis and that the group's strategies and activities are aligned with the risks and opportunities identified by the board. The risk management approach is supported by the Risk Management Policy which has been endorsed by the board on the recommendation of the CEO and the Audit, Risk and Compliance Committee.

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 group operates within a risk management framework based upon Standards Australia's AS/NZS ISO 31000:2009 (Risk Management). This framework operates to identify, assess, mitigate and report against identified risks. During the period, management has provided several reports to the board on performance against the risk management framework. In addition to the Risk Management Policy itself, the group has established a number of other policies aimed at mitigating or managing risks including:

- A code of conduct; and
- A health, safety and environment policy.

The external auditor reports findings on relevant risk and control issues to the Audit, Risk and Compliance Committee and to the board after the half-year review and the annual audit.

Recommendation 7.3: The board should disclose whether it has received assurance from the CEO (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with Section 295A of the Corporations Act is founded on a system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The CEO and Chief Financial Officer (CFO) have provided the board with written assurances 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.

Recommendation 7.4: Companies should provide the information indicated in the guideline to reporting on Principle 7.

The company's risk management policy is available on the company's website at www.lctglobal.com

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1: The board should establish a remuneration committee.

The board has established a Remuneration and Nomination Committee, the majority of whose members are independent and which is chaired by an independent director. The board has adopted a formal charter for the Remuneration and Nomination Committee that describes its role, responsibilities, composition, structure and membership.

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 Remuneration and Nomination Committee is chaired by an independent director, Mr Roy Austin, and comprises three independent directors. The Remuneration and Nomination Committee held two meetings during the reporting period.

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

The structure of non-executive directors' remuneration is described in the remuneration report of this annual report.

Recommendation 8.4: Provide the information indicated in the guideline to reporting on Principle 8.

All equity-based executive remuneration is made in accordance with the group's Employee Share Option Plan, which has been approved by shareholders. All equity-based executive remuneration to executive and non-executive directors is approved by shareholders. Remuneration policies and the names of members of the Remuneration and Nomination Committee are provided in the remuneration report in this annual report. There are no schemes for retirement benefits for directors, other than the superannuation guarantee contributions required by statute.

LCT has no departures from the ASX Corporate Governance guidelines.

Consolidated statement of profit or loss and other comprehensive income

For the year ended 30 June 2013

	Notes	2013 \$000	2012 \$000
Revenue			
Services provided		7,580	3,708
Grants		167	888
Interest income		154	129
Total revenue		7,901	4,725
Cost of services provided		(7,067)	(3,423)
Gross profit		834	1,302
Expenses	2		
Research and development		(396)	(2,620)
General and administration		(1,263)	(1,808)
Finance costs		(11)	(13)
Total expenses		(1,670)	(4,441)
Operating profit/(loss)		(836)	(3,139)
Foreign exchange gain/(loss)		(178)	(126)
Option fee		3,000	-
Gain on sale of intellectual property		-	11,183
Share of loss from joint venture		(4,965)	(2,242)
Profit/(loss) before income tax		(2,979)	5,676
Income tax expense	3	-	-
Profit/(loss) after income tax from continuing operations		(2,979)	5,676
Profit/(loss) attributable to members of the parent entity		(2,979)	5,676
Other comprehensive income, net of income tax			
Exchange difference on translation of foreign operations		1,818	672
Total other comprehensive income		1,818	672
Total comprehensive income attributable to members of the parent entity		(1,161)	6,348
Earnings per share			
Continuing operations			
Basic earnings/(loss) per share (cents)		(0.58)	1.71
Diluted earnings/(loss) per share (cents)		(0.58)	1.71

The accompanying notes form an integral part of these financial statements.



Consolidated statement of financial position

As at 30 June 2013

	Notes	2013 \$000	2012 \$000
Assets			
Current assets			
Cash and cash equivalents		4,504	3,170
Trade and other receivables	6	870	215
Inventories	7	89	-
Total current assets		5,463	3,385
Non-current assets			
Property, plant and equipment	8	55	38
Investment in joint venture	9	8,700	12,100
Total non-current assets		8,755	12,138
TOTAL ASSETS		14,218	15,523
Liabilities			
Current liabilities			
Trade and other payables	10	721	448
Short-term provisions	11	245	206
Deferred income	12	-	516
Total current liabilities		966	1,170
Non-current liabilities			
Total liabilities		966	1,170
NET ASSETS		13,252	14,353
Equity			
Issued capital	13	60,686	60,686
Reserves	15	2,665	1,331
Accumulated losses		(50,099)	(47,664)
Total equity attributable to equity holders of the company		13,252	14,353
TOTAL EQUITY		13,252	14,353

The accompanying notes form an integral part of these financial statements.

Consolidated statement of changes in equity

For the year ended 30 June 2013

	Ordinary shares	Ordinary shares \$000	Accumulated losses \$000	Foreign currency translation reserve \$000	Option reserve \$000	Convertible securities \$000	Total \$000
2013							
Balance as at 1 July 2012	356,995,773	60,686	(47,664)	538	793	-	14,353
Profit/(loss) attributable to members of the parent entity	-	-	(2,979)	-	-	-	(2,979)
Total other comprehensive income	-	-	-	1,818	-	-	1,818
Total comprehensive income	-	-	(2,979)	1,818	-	-	(1,161)
Share-based remuneration	-	-	-	-	60	-	60
Options expired during the year	-	-	544	-	(544)	-	-
Balance as at 30 June 2013	356,995,773	60,686	(50,099)	2,356	309	-	13,252
2012							
Balance as at 1 July 2011	332,412,275	59,353	(53,657)	(245)	1,134	175	6,760
Profit/(loss) attributable to members of the parent entity	-	-	5,676	-	-	-	5,676
Total other comprehensive income	-	-	-	672	-	-	672
Total comprehensive income	-	-	5,676	672	-	-	6,348
Shares issued during the year	20,643,609	1,232	-	-	-	-	1,232
Conversion of securities	3,939,889	175	-	-	-	(175)	-
Share issue transaction costs	-	(74)	-	-	-	-	(74)
Share-based remuneration	-	-	-	-	87	-	87
Options expired during the year	-	-	428	-	(428)	-	-
Realised foreign exchange gains on repayment of inter-entity loans	-	-	(111)	111	-	-	-
Balance as at 30 June 2012	356,995,773	60,686	(47,664)	538	793	-	14,353

The accompanying notes form an integral part of these financial statements.



Consolidated statement of cash flows

As at 30 June 2013

	2013 \$000	2012 \$000
Cash flows from operating activities		
Receipts from customers and grants (GST inclusive)	10,627	5,266
Payments to suppliers and employees (GST inclusive)	(9,401)	(7,879)
Interest received	111	126
Net cash provided by/(used in) operating activities	1,337	(2,487)
Cash flows from investing activities		
Proceeds from sale of plant and equipment	-	1
Purchase of property, plant and equipment	(20)	(42)
Net cash used in investing activities	(20)	(41)
Cash flows from financing activities		
Proceeds from issue of shares	-	1,232
Payment of transaction costs	-	(74)
Net cash provided by financing activities	-	1,158
Net cash (decrease)/increase in cash and cash equivalents held	1,317	(1,370)
Cash and cash equivalents at the beginning of the year	3,170	4,505
Effect of exchange rates on cash holdings in foreign currencies	17	35
Cash and cash equivalents at the end of the year	4,504	3,170

The accompanying notes form an integral part of these financial statements.

Notes to the financial statements

For the year ended 30 June 2013

1. Statement of significant accounting policies

A. Basis of preparation

This general-purpose financial report for the year ended 30 June 2013 has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001 as appropriate for profit-oriented entities. Compliance with Australian Accounting Standards ensures that the consolidated entity financial report conforms to International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The financial report covers the consolidated entity of LCT and its controlled entities. LCT is a listed-for-profit public company, incorporated and domiciled in Australia.

The following is a summary of the material accounting policies adopted by the consolidated entity in the preparation of the financial report. The accounting policies have been consistently applied unless otherwise stated.

The financial report has been presented in Australian dollars, which is the consolidated entity's presentation currency. The report has been prepared on an accruals basis and is based on historical cost modified by the revaluation of selected non-current assets and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The financial report of LCT for the year ended 30 June 2013 was authorised for issue in accordance with a resolution of the board of directors on 30 August 2013.

Rounding of amounts

The company is an entity to which ASIC Class Order 98/100 applies and, accordingly, amounts in the financial statements and directors' report have been rounded to the nearest thousand dollars.

B. Going concern

The directors have prepared the report on a going-concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. Based on anticipated levels of operational cash flow requirements, the consolidated group has sufficient cash to fund current operations for more than one year.

C. Principles of consolidation

A list of controlled entities is contained in Note 19 to the financial statements. All controlled entities have a 30 June financial year-end.

As at year-end, the assets and liabilities of all controlled entities have been included in the consolidated financial statements along with their results for the year. The directors have deemed that control is achieved

where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

All inter-company balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary, to ensure consistencies with those policies applied by the parent entity. The consolidated financial statements include the financial position and performance of controlled entities from the date on which control is obtained until the date that control is lost.

Equity-accounted investments

Investments in equity-accounted investees (associates and jointly controlled entities) are accounted for using the equity method where the consolidated financial statements include the consolidated entity's share of the result and other comprehensive income of the equity-accounted investee. The carrying amount of the investment in the consolidated statement of financial position is the initial cost of the investment adjusted for the results of the entity since acquisition date.

D. Foreign currency transactions and balances

Functional and presentation currency

The functional currency of each of the consolidated entity's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars, which is the parent entity's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date on which fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the statement of comprehensive income, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising from the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity; otherwise, the exchange difference is recognised in the statement of comprehensive income. Foreign currency transactions are recorded at the spot rate on the date of the transaction.



Group companies

The financial results and position of foreign operations whose functional currency is different from the consolidated entity's presentation currency are translated as follows:

- Assets and liabilities are translated at year-end exchange rates prevailing at that reporting date.
- Income and expenses are translated at average exchange rates for each month during the period.
- Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the consolidated entity's foreign currency translation reserve in the consolidated statement of financial position. These differences are recognised in the consolidated statement of profit or loss and other comprehensive income in the period in which the operation is disposed.

E. Comparative amounts

When required by accounting standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

F. Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

G. Receivables

Trade receivables are recognised and carried at the original invoice amount less a provision for any uncollected debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred.

H. Inventories

Inventories are measured at the lower of weighted average cost and net realisable value.

I. Property, plant and equipment

Each class of property, plant and equipment is carried at cost or fair value, less, where applicable, any accumulated depreciation and impairment losses.

Freehold land and buildings are shown at their fair value (being the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's-length transaction), based on periodic, but at least triennial, valuations by external independent valuers, less subsequent depreciation for buildings.

Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

Plant and equipment

Plant and equipment are measured on a cost basis less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from each asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Depreciation

The depreciable amount of all fixed assets is depreciated on a diminishing value basis over their useful lives to the consolidated group, commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of fixed asset	Depreciation rate
Plant and equipment	10 – 20%

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

J. Interests in joint ventures

The consolidated entity has a 50% interest in a jointly controlled company, which is recognised using the equity method (refer to Note 9 for details). Under the equity method, the share of the profits or losses of the joint venture is recognised in the statement of profit or loss and other comprehensive income.

K. Investments

Investments in controlled entities are carried at the lower of cost and recoverable amount. The carrying amount of investments is reviewed annually by directors to ensure that it is not in excess of the recoverable amount of these assets.

L. Impairment of assets

At each reporting date, the consolidated group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount

Notes to the financial statements

For the year ended 30 June 2013

is expensed to the statement of profit or loss and other comprehensive income.

M. Research and development

Expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project will deliver future economic benefits and these benefits can be measured reliably.

Development costs that have a finite life are amortised on a systematic basis matched to the future economic benefits over the useful life of the project.

N. Payables

Liabilities for trade creditors and other amounts are carried at cost, which is the fair value of the consideration to be paid in the future for goods and services received, whether or not they are billed to the consolidated entity.

Payables to related parties are carried at the principal amount. Interest, when charged by the lender, is recognised as an expense on an accrual basis.

O. Provisions

Provisions are recognised when the consolidated entity has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

P. Leases

Leases are classified at their inception as either operating or finance leases based on the economic substance of the agreement so as to reflect the risks and benefits incidental to ownership.

Where substantially all the risks and benefits incidental to the ownership of a leased fixed asset, but not the legal ownership, are transferred to the company, these leases are classified as finance leases. Finance leases are capitalised as an asset and a liability equal to the present value of the minimum lease payments, including any guaranteed residential value which is brought into account. Leased assets are amortised on a straight-line basis over their estimated useful lives where it is likely that the company will obtain ownership of the asset, or over the term of the lease. Lease payments are allocated between the lease interest expense for the period and the reduction of the lease liability.

Q. Issued capital

Issued capital is recognised at the fair value of the consideration received by the company.

Any transaction costs arising from the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

Convertible notes are recognised as debt until it is certain that they will be converted to equity.

R. Revenue recognition

Revenue from the sale of goods and services is recognised upon delivery to customers.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividend revenue is recognised when the right to receive a dividend has been established. Dividends received from associates and joint-venture entities are accounted for in accordance with the equity method of accounting.

Revenue from unconditional government grants received is reported as income when the grant becomes receivable. If such a grant is conditional, it is recognised as income only when the conditions have been met.

All revenue is stated net of the amount of goods and services tax (GST).

S. Employee benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related costs. Employee benefits payable at a date more than one year away have been measured at present value of the estimated future cash outflows to be made for those benefits.

Share-based payments

Share-based payments are provided to employees through the issue of options.

Issue of options

The fair value of options is recognised as a benefit to directors/employees. The fair value is measured at the grant date and recognised over the period during which the options vest to the directors/employees.

The fair value at the grant date is independently determined using the Black-Scholes binomial convergence model for the employees' options. This model take into account the exercise price, the life of the option, the current price of the underlying share, the expected volatility of the share price and the risk-free rate for the life of the option.

T. Income tax

The charge for current income tax expense is based on the profit for the year, adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the reporting date.

Deferred tax is accounted for using the statement of financial position liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised



from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account, or which may be realised in the future, is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

U. Earnings per share (EPS)

Basic EPS is calculated as net profit/(loss) attributable to members of the consolidated entity, adjusted to exclude costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted EPS is calculated as net profit/(loss) attributable to members of the consolidated entity, adjusted for:

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

V. Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the tax authorities. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which is disclosed as operating cash flow.

W. Segment reporting

A business segment is a group of assets and operations engaged in providing products or services which are subject to risks and returns that are different to those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different to those of segments operating in other economic environments.

X. Adoption of new and revised accounting standards

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Any significant impact on the accounting policies of the consolidated entity from the adoption of these Accounting Standards and Interpretations are disclosed below.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

AASB 2011-9 Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income

The consolidated entity has applied AASB 2011-9 amendments from 1 July 2012. The amendments require the grouping together of items within other comprehensive income on the basis of whether they will eventually be 'recycled' to the profit or loss (reclassification adjustments). The change provides clarity about the nature of items presented as other comprehensive income and the related tax presentation. The amendments also introduced the term 'Statement of profit or loss and other comprehensive income', clarifying that there are two discrete sections: the profit or loss section (or separate statement of profit or loss) and the other comprehensive income section.

Y. Accounting standards and interpretations issued but not yet effective

Certain new accounting standards and amendments to standards and interpretations have been published that are not mandatory for the 30 June 2013 reporting period. The consolidated entity's assessment of the impact of these new standards and amendments to standards and interpretations in the period of initial application is set out below.

Notes to the financial statements

For the year ended 30 June 2013

(i) AASB 9 Financial Instruments, 2009-11 Amendments to Australian Accounting Standards arising from AASB 9, 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 and 2012-6

Amendments to Australian Accounting Standards arising from AASB 9.

This standard and its consequential amendments are applicable to annual reporting periods beginning on or after 1 January 2015 and complete phase I of the IASB's project to replace IAS 39 (being the international equivalent to AASB 139 'Financial Instruments: Recognition and Measurement'). This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortised cost or fair value. The accounting for financial liabilities continues to be classified and measured in accordance with AASB 139, with one exception, being that the portion of a change of fair value relating to the entity's own credit risk is to be presented in other comprehensive income unless it would create an accounting mismatch. The consolidated entity will adopt this standard from 1 July 2015 but the impact of its adoption is yet to be assessed by the consolidated entity.

(ii) AASB 10 Consolidated Financial Statements

This standard is applicable to annual reporting periods beginning on or after 1 January 2013. The standard has a new definition of 'control'. Control exists when the reporting entity is exposed, or has the rights, to variable returns (e.g. dividends, remuneration, returns that are not available to other interest holders including losses) from its involvement with another entity and has the ability to affect those returns through its 'power' over that other entity. A reporting entity has power when it has rights (e.g. voting rights, potential voting rights, rights to appoint key management, decision-making rights, kick-out rights) that give it the current ability to direct the activities which significantly affect the investee's returns (e.g. operating policies, capital decisions, appointment of key management). The consolidated entity will not only have to consider its holdings and rights but also the holdings and rights of other shareholders in order to determine whether it has the necessary power for consolidation purposes. The adoption of this standard from 1 July 2013 will have minimal or no impact on the accounting of the consolidated entity.

(iii) AASB 11 Joint Arrangements

This standard is applicable to annual reporting periods beginning on or after 1 January 2013. The standard defines which entities qualify as joint ventures and removes the option to account for joint ventures using proportional consolidation. Joint ventures, where the parties to the agreement have the rights to the net assets, will use equity accounting. Joint operations, where the parties to the agreements have the rights to

the assets and obligations for the liabilities, will account for the assets, liabilities, revenues and expenses separately, using proportionate consolidation. The adoption of this standard from 1 July 2013 will not have a material impact on the consolidated entity.

(iv) AASB 12 Disclosure of Interests in Other Entities

This standard is applicable to annual reporting periods beginning on or after 1 January 2013. It contains the entire disclosure requirement associated with other entities, being subsidiaries, associates and joint ventures. The disclosure requirements have been significantly enhanced when compared to the disclosures previously located in AASB 127 'Consolidated and Separate Financial Statements', AASB 128 'Investments in Associates', AASB 131 'Interests in Joint Ventures' and Interpretation 112 'Consolidation – Special Purpose Entities'. The adoption of this standard from 1 July 2013 has significantly increased the amount of disclosures required to be given by the consolidated entity, such as significant judgements and assumptions made in determining whether it has a controlling or non-controlling interest in another entity and the type of non-controlling interest and the nature and risks involved.

(v) AASB 13 Fair Value Measurement and AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13

This standard and its consequential amendments are applicable to annual reporting periods beginning on or after 1 January 2013. The standard provides a single robust measurement framework, with clear measurement objectives, for measuring fair value using the 'exit price' and it provides guidance on measuring fair value when a market becomes less active. The 'highest and best use' approach would be used to measure assets whereas liabilities would be based on transfer value. As the standard does not introduce any new requirements for the use of fair value, its impact on adoption by the consolidated entity from 1 July 2013 should be minimal.

(vi) AASB 119 Employee Benefits (September 2011) and AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011)

This revised standard and its consequential amendments are applicable to annual reporting periods beginning on or after 1 January 2013. The amendments: eliminate the corridor approach for the deferral of gains and losses; streamline the presentation of changes in assets and liabilities arising from defined benefit plans, including requiring remeasurements to be presented in other comprehensive income; and enhance the disclosure requirements for defined benefit plans. The amendments also change the definition of short-term employee benefits, from 'due to' to 'expected to' be settled within 12 months. This will require annual leave that is not expected to be wholly settled within 12 months to be



discounted, allowing for expected salary levels in the future period when the leave is expected to be taken. The adoption of the revised standard from 1 July 2013 is expected to reduce the reported annual leave liability and increase disclosures of the consolidated entity.

(vii) AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirement

These amendments are applicable to annual reporting periods beginning on or after 1 July 2013, with early adoption not permitted. They amend AASB 124 'Related Party Disclosures' by removing the disclosure requirements for individual key management personnel (KMP). The adoption of these amendments from 1 July 2013 has removed the duplication of information relating to individual KMP in the notes to the financial statements and the directors' report. As the aggregate disclosures are still required by AASB 124 and during the transitional period the requirements may be included in the Corporations Act or other legislation, it is expected that the amendments will not have a material impact on the consolidated entity.

(viii) AASB 2012-2 Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities (AASB 7 and AASB 132)

These amendments are applicable to annual reporting periods beginning on or after 1 January 2013. This standard amends the required disclosures in AASB 7 to include information that will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's financial position. This standard also amends AASB 132 to refer to the additional disclosures added to AASB 7 by this standard. The consolidated entity has adopted this standard from 1 January 2013 but the impact of its adoption is yet to be assessed by the consolidated entity.

Z. Critical accounting estimates and judgements

The directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

The group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined.

The separate financial statements and notes of the parent entity, LCT, have not been presented within this financial report as permitted by amendments made to the Corporations Act 2001. Parent entity disclosures are included in Note 5.

2. Profit for the year

Expenses

Profit/(loss) before income tax includes the following expenses:

	CONSOLIDATED	
	2013 \$000	2012 \$000
Employee benefits		
Wages and salaries	3,758	3,443
Contributions to employees' savings plans	59	44
Share-based payments	61	87
Staff training	19	23
Total employee benefits	3,897	3,597
Depreciation		
Buildings	-	53
Plant and equipment	6	49
Furniture, fixtures and fittings	-	11
Total depreciation	6	113
Operating lease rentals	-	111

3. Income tax expense

Reconciliation of income tax to accounting profit/(loss)

	CONSOLIDATED	
	2013 \$000	2012 \$000
Profit/(loss)	(2,979)	5,676
Tax rate	30%	30%
	(894)	1,703
Add tax effect of:		
- Other deductible expenditure	(88)	(28)
- Unrealised foreign exchange gains	(2)	55
- Other items (net)	-	4
- Non-deductible expenditure	49	-
- Tax effect of temporary timing differences	4	-
- Non-assessable income	(14)	-
- Tax losses recouped	(370)	(1,734)
- Deferred tax asset not brought to account	1,315	-
Income tax expense	-	-

Notes to the financial statements

For the year ended 30 June 2013

B. Tax losses CONSOLIDATED

	2013 \$000	2012 \$000
Unused tax losses for which no deferred tax asset has been recognised	29,700	28,755
Potential tax benefit at 30%	8,910	8,626

The benefit will be obtained only if:

- The group derives future assessable income of a nature and an amount sufficient to enable the benefits from the deductions for the losses to be realised;
- The group continues to comply with the conditions for deductibility imposed by law; and
- No changes in tax legislation adversely affect the group in realising the benefit from the deductions for the losses.

4. Earnings/(loss) per share

Reconciliation of earnings to profit or loss from continuing operations

	CONSOLIDATED	
	2013 \$000	2012 \$000
Profit/(loss) used in calculation of basic and diluted EPS	(2,979)	5,676
	2013 Number of shares	2012 Number of shares
Weighted average number of ordinary shares outstanding during the year, used in calculating basic EPS	356,995,773	341,253,050
Weighted average number of ordinary shares and convertible securities outstanding during the year, used in calculating EPS	356,995,773	341,253,050

	CONSOLIDATED	
	2013 cents	2012 cents
Basic earnings/(loss) per share	(0.58)	1.71
Diluted earnings/(loss) per share	(0.58)	1.71

5. Parent entity disclosures

Statement of financial position

	2013 \$000	2012 \$000
Current assets	3,936	2,607
Total assets	21,740	18,598
Current liabilities	(89)	(66)
Total liabilities	(89)	(66)
Net assets	21,651	18,532
Accumulated losses	(39,344)	(42,946)
Issued capital	60,686	60,686
Options reserve	309	792
Total equity	21,651	18,532

Statement of profit or loss and other comprehensive income

	2013	2012
Profit after income tax	3,057	13,129
Total comprehensive income	3,057	13,129

The parent company has no guarantees, contingent liabilities or capital commitments.

6. Trade and other receivables

A. Current receivables

	2013 \$000	2012 \$000
Trade receivables	778	157
Prepayments	30	38
Accrued interest	51	7
Other receivables	11	13
Total current trade and other receivables	870	215



B. Aged analysis

At 30 June 2013, there were no past due trade receivables, bad debts or doubtful debts (2012: \$Nil). The ageing analysis of receivables is as follows:

	2013 \$000	2012 \$000
0 – 30 days	605	81
31 – 60 days	74	75
61 – 90 days	99	1
	778	157

C. Allowance for impairment loss

Trade receivables are not interest bearing and are generally on 30 to 60-day terms except for the joint venture, where any services fee adjustments are due in the following quarter. A provision for impairment loss is recognised when there is objective evidence that an individual trade receivable is impaired. There is no impairment loss for the current year (2012: \$Nil) for the consolidated entity.

7. Inventories

	2013 \$000	2012 \$000
Current		
At cost		
Raw materials and consumables	89	-
Total inventories	89	-

8. Property, plant and equipment

	2013 \$000	2012 \$000
At cost	125	95
Accumulated depreciation	(70)	(57)
Total property, plant and equipment	55	38

Movements in carrying amounts of property, plant and equipment

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year are as follows:

CONSOLIDATED

	High health pig facility \$000	Plant and equipment \$000	Total \$000
Year ended 30 June 2013			
Balance as at 1 July 2012	-	38	38
Acquisitions	-	20	20
Depreciation expense	-	(6)	(6)
Foreign exchange movements	-	3	3
Balance at the end of the year	-	55	55
Year ended 30 June 2012			
Balance as at 30 June 2011	1,519	952	2,471
Acquisitions	-	36	36
Disposals	(1,468)	(879)	(2,347)
Depreciation expense	(44)	(69)	(113)
Foreign exchange movements	(7)	(2)	(9)
Balance at the end of the year	-	38	38

9. Joint venture

A. Interest in joint-venture operations

On 1 November 2011, the parent entity, LCT, settled the formation of a 50/50-owned joint venture, Diatranz Otsuka Limited, with Otsuka Pharmaceutical Factory, Inc. to accelerate the commercialisation of DIABECCELL.

LCT and Otsuka Pharmaceutical Factory, Inc. have established joint control by each shareholder appointing two directors. These directors make decisions in relation to the relevant activities of Diatranz Otsuka Limited.

The group's DIABECCELL assets were sold to Diatranz Otsuka Limited for \$25,000,000 of shares. Otsuka Pharmaceutical Factory, Inc. deposited \$25,000,000 of cash in to Diatranz Otsuka Limited for a 50% shareholding. There are no commitments to Diatranz Otsuka Limited by either company.

Assets transferred from each subsidiary were valued at a total of \$25,000,000, with \$7,287,000 attributable to Living Cell Technologies New Zealand Limited, \$1,888,000 to Pancell New Zealand Limited and \$15,825,000 attributable to Living Cell Products Pty Limited. There was an agreement signed between LCT and its subsidiaries to 'set off' the debts owed to LCT by each of the subsidiaries with the amounts given to the subsidiaries

Notes to the financial statements

For the year ended 30 June 2013

via promissory notes. This set-off arrangement reduced the owing inter-company balances between LCT and its subsidiaries by the value of assets sold during the year.

LCT provides research and development and administrative services to Diatranz Otsuka Limited at commercial rates and has a services and supply agreement, on commercial terms, to access the facilities and designated pathogen-free pigs for products other than for the treatment of diabetes.

The voting power held by LCT is 50%.

The interest in joint-venture entities is accounted for in the consolidated financial statements using the equity method of accounting.

There were no capital commitments of the joint venture at year-end.

B. Investment in joint venture

	2013 \$000	2012 \$000
Joint venture: opening balance	12,100	-
Acquisition of 50% of assets in joint venture at 1 Nov 2011	-	25,000
50% of joint venture's loss for the period	(4,965)	(2,242)
Elimination of 50% of gain on sale of assets	-	(11,182)
Foreign exchange movements during the period	1,565	524
Total	8,700	12,100

C. Gain on sale of assets

	2013 \$000	2012 \$000
Proceeds of asset sale to joint venture	-	25,000
Less carrying value at 1 Nov 2011: Plant, property and equipment	-	(2,347)
Pig herd	-	(288)
Intellectual property	-	-
Gain on sale of assets	-	22,365
Elimination of 50%	-	(11,182)
Gain on sale of intellectual property	-	11,183

D. Share of joint-venture entity's results and financial position

	2013 \$000	2012 \$000
Current assets	7,562	11,137
Non-current assets	1,189	1,006
Current liabilities	(51)	(43)
Non-current liabilities	-	-
Equity	8,700	12,100
Share of the joint venture's revenue and profit/(loss)		
Revenue	456	572
Profit/(loss)	(4,965)	(2,242)

10. Trade and other payables

	2013 \$000	2012 \$000
Current		
Unsecured liabilities		
Trade payables	511	345
Accrued expenses	210	103
Total trade payables	721	448

11. Provisions

	2013 \$000	2012 \$000
Current		
Opening balance	206	191
Leave accrued	281	246
Leave taken	(242)	(231)
Balance at the end of the year	245	206

A provision has been recognised for employee entitlements relating to annual leave. The measurement and recognition criteria relating to employee entitlements have been included in Note 1 of this report.



12. Deferred income

	2013 \$000	2012 \$000
Deferred income	-	516

Services fees from the joint venture are received quarterly in advance, based on the budget, and adjusted to actual in subsequent quarters.

13. Issued capital

A. Issued capital

	2013 \$000	2012 \$000
356,995,773 ordinary shares fully paid (2012: 356,995,773)	64,699	64,699
Share issue costs written off against share capital	(4,013)	(4,013)
Total issued capital	60,686	60,686

B. Authorised capital

The authorised share capital of the company is 356,995,773 (2012: 356,995,773) shares of nil par value.

Ordinary shares entitle the holder to receive dividends as declared and, in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Each ordinary share entitles its holder to one vote, either in person or by proxy, at a meeting of the company.

C. Movements in shares on issue

	2013 Number of shares	2013 \$000	2012 Number of shares	2012 \$000
Ordinary shares				
Beginning of the financial year	356,995,773	60,686	332,412,275	59,353
Issued during the year:				
- Private placements	-	-	2,767,528	150
- Share purchase plan	-	-	17,876,081	1,082
- Convertible notes	-	-	3,939,889	175
Transaction costs in capital-raising	-	-	-	(74)
End of the financial year	356,995,773	60,686	356,995,773	60,686

D. Options

For information relating to LCT's employee option plan, including details of options issued, exercised and lapsed during the financial year and the options outstanding at year-end, as well as information relating to share options issued to KMP during the financial year, refer to the remuneration report in section 5 of the directors' report and KMP compensation in Note 18.

During the year, 2,500,000 options were issued to employees for 10 cents Black Scholes value \$0.0405 and 2,500,000 options issued for 15 cents Black Scholes value \$0.0387.

The weighted average fair value of options granted during the year was \$0.04 (2012: \$0.05)

The fair value of each option at grant date was calculated by using the Black-Scholes option pricing model that takes into account the expected volatility, risk-free interest rate, expected life of the option, exercise price and the share price at grant date. For each option granted, historical volatility has been calculated based

on the length of the option's life (for a five-year option, volatility has been calculated using five years' worth of share prices to the issue date).

The assessed fair value and model inputs for each option issued during the year were as follows:

Offers dated	23 December 2012	6 March 2013
Assessed fair value at date of grant:		
Expected share volatility (%)	131.39	129.81
Risk-free interest rate (%)	3.00	3.00
Weighted average expected life of the option (years)	5.00	5.00
Weighted average exercise price (\$)	0.10	0.13
Share price at grant date (\$)	0.05	0.05

The number of options on issue at year end 2013 totals 12,400,000 (2012: 6,000,000).

Notes to the financial statements

For the year ended 30 June 2013

14. Capital management

The capital of the consolidated entity is equity held in the group. The consolidated entity's objective when managing capital is to safeguard the ability to continue as a going concern so that it can provide returns to shareholders and benefits to other stakeholders, and to maintain an optimal capital structure.

Management effectively manages the group's capital structure by assessing the group's financial risks and adjusting the capital structure in response to changes in these risks and the market. These responses include the issue of additional shares and/or convertible securities.

During the previous year, LCT issued convertible securities to SpringTree as an alternative capital-raising method and had a share placement plan.

There were no changes to the group's approach to capital management nor were there any externally imposed capital requirements during the year.

15. Reserves

Foreign currency translation reserve

The foreign currency translation reserve comprises all translation exchange differences arising from the retranslation of opening net assets together with differences between the statement of comprehensive income translated at average and closing rates. It also includes adjustments in relation to investments in foreign operations.

Option reserve

The option reserve reflects the accumulated expenses associated with the granting of options to directors and staff.

Convertible securities reserve

The convertible securities reserve reflects converting securities not yet converted as at year-end.

16. Currency translation rates

	NZD 2013	NZD 2012	USD 2013	USD 2012	ARS 2013	ARS 2012
Year-end rates used for the consolidated statement of financial position, to translate the following currencies into Australian dollars (AUD), are:	0.85	0.78	1.09	0.98	0.20	0.22
Weighted average rates for the year used for the consolidated statements of comprehensive income and cash flows, to translate the following currencies into Australian dollars (AUD), are:	0.80	0.78	0.98	0.97	0.19	0.23
Average rate for the period since establishment of the joint venture used to convert LCT's share of loss:	0.80	0.77	n/a	n/a	n/a	n/a
Spot rate as at 1 November 2011 for joint venture	n/a	0.76	n/a	n/a	n/a	n/a

NZD = NZ dollar; USD = US dollar; ARS = Argentinian peso

17. Capital and leasing commitments

Operating lease commitments

The consolidated entity has no operating leases (2012: Nil).

Finance lease commitments

The consolidated entity has no finance leases (2012: Nil).

Capital commitments

The consolidated entity has no capital commitments (2012: Nil).

18. Key management personnel disclosures

KMP remuneration, included within employee expenses, for the year is shown below:

	2013 \$	2012 \$
Short-term employee benefits	753,678	672,106
Post-employment benefits	11,088	7,593
Share-based payments	19,117	87,061
Total	783,883	766,760

The remuneration report contained in the directors' report contains details of the remuneration paid or payable to each member of the consolidated entity's KMP group for the year ended 30 June 2013.



18. Key management personnel disclosures (continued)

A. Key management personnel options and rights holdings

Details of options provided as remuneration and shares issued on the exercise of such options, together with terms and conditions of the options, can be found in the remuneration report within the directors' report.

30 June 2013	Balance at the beginning of the year	Granted as remuneration	Options exercised	Options expired	Balance at the end of the year	Vested during the year	Vested and exercisable	Total unexercisable
Directors								
Roy Austin	900,000	-	-	-	900,000	500,000	900,000	-
Robert Elliott ¹	-	200,000	-	-	200,000	-	-	200,000
Andrea Grant ¹	250,000	450,000	-	-	700,000	250,000	250,000	450,000
Laurie Hunter	-	-	-	-	-	-	-	-
Bernard Tuch	400,000	-	-	-	400,000	400,000	400,000	-
Robert Willcocks ²	400,000	-	-	-	400,000	-	400,000	-
Other KMP								
John Cowan	-	200,000	-	-	200,000	-	-	200,000
Total	1,950,000	850,000	-	-	2,800,000	1,150,000	1,950,000	850,000

30 June 2012	Balance at the beginning of the year	Granted as remuneration	Options exercised	Options expired	Balance at the end of the year	Vested during the year	Vested and exercisable	Total unexercisable
Directors								
Roy Austin	400,000	500,000	-	-	900,000	400,000	400,000	-
Robert Elliott	-	-	-	-	-	-	-	-
Laurie Hunter ³	1,700,264	-	-	(1,700,264)	-	-	-	-
Bernard Tuch	-	400,000	-	-	400,000	-	-	400,000
Robert Willcocks	400,000	-	-	-	400,000	400,000	400,000	-
Other KMP								
John Cowan	-	-	-	-	-	-	-	-
Andrea Grant	-	250,000	-	-	250,000	-	-	250,000
Total	2,500,264	1,150,000	-	(1,700,264)	1,950,000	800,000	800,000	650,000

¹ Options are granted subject to shareholder approval at the AGM.

² Robert Willcocks' options are held by his superannuation fund, Tonda Pty Ltd AFT the Elaland Superannuation Pty Ltd Fund.

³ 1,300,000 options were held by a related entity, Bell Potter Nominees Ltd.

Notes to the financial statements

For the year ended 30 June 2013

B. Key management personnel shareholdings

The number of ordinary shares in LCT held by each key management person of the consolidated entity during the financial year is as follows:

30 June 2013	Balance at the beginning of the year	On exercise of options	Other changes during the year	Balance at the end of the year
Directors				
Roy Austin	-	-	-	-
Robert Elliott	3,390,060	-	800,000	4,190,060
Andrea Grant	-	-	-	-
Laurie Hunter ¹	2,645,661	-	-	2,645,661
Bernard Tuch ²	36,800	-	-	36,800
Robert Willcocks	-	-	-	-
Other KMP				
John Cowan ³	58,058	-	-	58,058
Total	6,130,579	-	800,000	6,930,579

30 June 2012	Balance at the beginning of the year	On exercise of options	Other changes during the year	Balance at the end of the year
Directors				
Roy Austin	-	-	-	-
Robert Elliott	2,758,126	-	631,934	3,390,060
Laurie Hunter	2,645,661	-	-	2,645,661
Bernard Tuch ²	-	-	36,800	36,800
Robert Willcocks	-	-	-	-
Other KMP				
John Cowan ³	20,000	-	38,058	58,058
Andrea Grant ⁴	-	-	-	-
Total	5,423,787	-	706,792	6,130,579

¹ The shares are held by a related entity, Bell Potter Nominees Ltd.

² The shares are held by a related entity, DTU Pty Limited ATF The Beryl Super Fund.

³ The shares are held by a related entity, Craigs Investment Nominees.

⁴ Andrea Grant was made a director during the year ended 30 June 2013.

C. Other KMP transactions

For details of other transactions with KMP, refer to Note 20: Related Parties.

19. Controlled entities

Parent entity and ultimate parent of group:	Country of incorporation	% owned* 2013	% owned* 2012
Living Cell Technologies Ltd	Australia	100	100
Subsidiaries of parent entity:			
Living Cell Products Pty Ltd	Australia	100	100
LCT Australia Pty Ltd	Australia	100	100
Living Cell Technologies New Zealand Ltd	New Zealand	100	100
Pancell New Zealand Ltd	New Zealand	100	100
LCT BioPharma Inc.	USA	100	100
LCT Biomedical Ltd	Russia	100	100
Living Cell Technologies S.A.	Argentina	100	100
Fac8Cell Pty Ltd	Australia	100	100
DIABECCELL Pty Ltd	Australia	100	100
NeurotrophinCell Pty Ltd	Australia	100	100

* Percentage of voting power is in proportion to ownership.

20. Related parties

(i) Parent entity

The parent entity and ultimate parent entity of the group is LCT.

(ii) Subsidiaries

Subsidiaries are detailed in Note 19 to the financial statements.

(iii) Joint venture

Joint ventures are accounted for using the equity method and detailed in Note 9 of the financial statements.

(iv) Loans

All loan balances between companies in the consolidated entity have been fully provided for and eliminated on consolidation. All inter-company loan transactions to and from subsidiaries and with the parent entity are fully provided for.

(v) Service fee

LCT BioPharma Inc., LCT Biomedical Ltd, Living Cell Technologies S.A. and Living Cell Technologies New Zealand Ltd charge their parent companies a service fee based on direct costs incurred and an appropriate mark-up as agreed in the Services Agreement. The financial effect of the service fee has been eliminated on consolidation.



(vi) Key management personnel

Disclosures relating to KMP have been set out in Note 18 and in the directors' report.

Transactions with related parties

	Sales to related parties 2013 \$	Sales to related parties 2012 \$	Purchases from related parties 2013 \$	Purchases from related parties 2012 \$	Amounts owed by related parties 2013 \$	Amounts owed to related parties 2012 \$
Related parties						
Diatranz Otsuka Limited	7,186,000	3,679,000	162,000	16,000	423,000	516,000

21. Cash flow information

A. Reconciliation of cash

Cash at the end of the financial year, as shown in the statement of cash flows, is reconciled to items in the statement of financial position as follows:

	2013 \$000	2012 \$000
Cash and cash equivalents	4,504	3,170

The company also has two business MasterCard facilities with Westpac New Zealand totalling \$206,000. These are both undrawn as at year-end.

B. Reconciliation of result to cash flows from operating activities for the year

Reconciliation of net income to net cash provided by operating activities:	2013 \$000	2012 \$000
Profit/(loss) for the year	(2,979)	5,676
Cash flows excluded from profit attributable to operating activities		
Non-cash flows in loss:		
- Depreciation	6	113
- Net gains on disposal of intellectual property	-	(11,183)
- Foreign exchange gains on disposal of assets to joint venture	-	(483)
- LCT's share of loss from joint venture	4,965	2,242
- Net foreign currency (gains)/losses	178	126
- Share options expensed	60	87
Changes in assets and liabilities:		
- (Increase)/decrease in trade and other receivables	(271)	(99)
- (Increase)/decrease in other assets	(1,493)	(3)
- Increase/(decrease) in trade and other payables	831	1,022
- Increase/(decrease) in employee benefits	40	15
Cash flow provided by/(used in) operations	1,337	(2,487)

Notes to the financial statements

For the year ended 30 June 2013

22. Segment reporting

The consolidated entity operates only one business segment, being the research and development into living cell technologies, predominantly in New Zealand.

23. Financial risk management

The group's principal financial instruments comprise receivables, payables, cash and short-term deposits. These activities expose the group to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

The group manages the different types of risks to which it is exposed by considering risk and monitoring levels of exposure to interest rate and foreign currency risk and by being aware of market forecasts for interest rates and foreign exchange rates. The group's policy is to invest in a spread of maturities to manage interest rate risk and to invest in currencies in approximate proportions of forecast expenditure to manage foreign exchange risk.

The group holds the following financial instruments:

	CONSOLIDATED	
	2013 \$000	2012 \$000
Financial assets:		
Cash and cash equivalents	4,504	3,170
Trade and other receivables	870	215
Total financial assets	5,374	3,385
Financial liabilities:		
Financial liabilities at amortised cost		
Trade and other payables	721	448
Total financial liabilities	721	448

A. Liquidity risk

The consolidated entity manages liquidity risk by monitoring forecast cash flows and ensuring that sufficient working capital is available to enable the company to maintain adequate reserves to achieve its identified strategic objectives.

The tables below analyse the consolidated entity's financial assets and liabilities. The amounts disclosed in the table are the contractual cash flows.

	Within one year		One to five years		Over five years	
	2013 \$000	2012 \$000	2013 \$000	2012 \$000	2013 \$000	2012 \$000
Financial assets – cash flows realisable						
Trade and other receivables	870	215	-	-	-	-
Trade and other payables	(721)	(448)	-	-	-	-
Total anticipated outflows	149	(233)	-	-	-	-

B. Interest rate risk

The group's exposure to market interest rates relates primarily to the group's short-term deposits held. The company manages this risk by investing in term deposits ranging from on-call to 12 months. This investment policy is adopted to manage risks and enhance returns.

Interest rate risk sensitivity analysis

At 30 June 2013, the effect on profit/(loss) and equity as a result of changes in the interest rate, based on interest income at the average rate for the year, with all other variables remaining constant, would be as follows:

	CONSOLIDATED	
	2013 \$000	2012 \$000
+ 1.0% (100 basis points)	39	33
- 0.5% (50 basis points)	(20)	(16)

C. Market risk

The consolidated entity's activities expose it to the risk of changes in foreign currency exchange rates and interest rates. These risks are managed at a company and consolidated level through sensitivity analysis. There has been no change to the consolidated entity's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

D. Credit risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, to recognise financial assets at balance date, is the carrying amount, net of any allowances for doubtful debts, as disclosed in the statement of financial position and notes to the financial statements. Receivable balances are monitored on an ongoing basis with the result that the consolidated entity's exposure to bad debts is not significant. There are no significant concentrations of credit risk.



E. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The consolidated entity's exposure to the risk of changes in foreign exchange rates relates primarily to operating activities (when revenue or expense is denominated in a different currency from the consolidated entity's presentation currency) and the net investment in foreign subsidiaries. The following table shows the foreign currency risk on the financial assets and liabilities of the consolidated entity's operations, denominated in currencies other than the presentation currency of operations.

CONSOLIDATED

	Net financial assets/(liabilities) in AUD				
	NZD \$000	USD \$000	ARS \$000	Other \$000	Total AUD \$000
2013					
Cash and cash equivalents	2,496	36	3	-	2,535
Trade and other receivables	311	6	-	-	317
Trade and other payables	(375)	-	-	-	(375)
2012					
Cash and cash equivalents	1,013	12	7	-	1,032
Trade and other receivables	151	6	5	-	162
Trade and other payables	(365)	(1)	-	-	(366)

Sensitivity analysis

The following sensitivity analysis is based on the foreign currency risk exposures in existence at the end of the reporting period.

The consolidated entity is mainly exposed to New Zealand dollars (NZD). The table demonstrates the sensitivity of profit before tax to a reasonably possible change in the AUD/NZD exchange rate.

A strengthening of the New Zealand dollar would have increased equity and profit or loss by the amounts shown below. This analysis assumes that other variables are held constant.

	Strengthening by 5%	Weakening by 5%
2013	122	(122)
2012	76	(76)

The net exposure at the end of the reporting period is representative of what consolidated entity was and is expecting to be exposed to at the end of the next 12 months.

F. Price risk

The consolidated entity is not exposed to any material commodity price risk.

24. Remuneration of auditors

	2013 \$	2012 \$
Remuneration of BDO, Sydney		
Auditing or reviewing the consolidated financial report and the Australian-based subsidiaries	77,000	83,485
Remuneration of PKF Ross Melville, Auckland		
Auditing the New Zealand-based subsidiaries	14,514	15,231
Other services	4,400	1,370
	95,954	100,086

25. Contingent assets and liabilities

At 30 June 2013, the company has a contingent asset of \$2,000,000 being receipt of an option fee from Otsuka Pharmaceutical Factory, Inc. (OPF) which is contingent on the safe implantation of the first patient in the NTCELL Parkinson's disease clinical trial.

The company has a contingency to sell NTCELL assets to joint-venture company Diatranz Otsuka Limited (DOL) for \$20,000,000 of DOL shares. This transaction is contingent upon OPF exercising its option to pay \$20,000,000 to DOL and proceeding with the NTCELL purchase.

There were no contingent assets or liabilities at 30 June 2012.

26. Events occurring after the reporting date

Subsequent to the end of the financial year DOL elected to pursue the development of an improved formulation of DIABECCELL. Consequently, the existing study of the current formulation in Argentina will no longer be used for registration purposes. DOL will ensure that it upholds its safety and ethical commitments to patients already enrolled in the study. A revised regulatory development pathway for the improved formulation of DIABECCELL is in preparation. No other matters or circumstances have arisen since the end of the financial year which significantly affected, or could significantly affect, the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in future financial years.

27. Company details

The registered office of the company is:

Living Cell Technologies Limited
Level 3, 70 Pitt Street
Sydney, NSW 2000, Australia

Directors' declaration

The directors of Living Cell Technologies Limited declare that:

1. The financial statements and notes for the year ended 30 June 2013 are in accordance with the Corporations Act 2001 and:
 - a. comply with Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
 - b. give a true and fair view of the financial position and performance of the consolidated group.
2. The Chief Executive Officer and Chief Finance Officer have given the declarations required by Section 295A of the Corporations Act 2001 that:
 - a. the financial records of the company for the financial year have been properly maintained in accordance with Section 286 of the Corporations Act 2001;
 - b. the financial statements and notes for the financial year comply with the Accounting Standards; and
 - c. the financial statements and notes for the financial year give a true and fair view.
3. In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

Dated 30 August 2013



Director



Tel: +61 2 9251 4100
Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret St
Sydney NSW 2000

Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Living Cell Technologies Limited

Report on the Financial Report

We have audited the accompanying financial report of Living Cell Technologies Limited, which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

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

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about 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 disclosing entity's preparation of the financial report that gives a true and fair view 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 disclosing entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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



Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Living Cell Technologies Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

- (a) the financial report of Living Cell Technologies Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2013. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Living Cell Technologies Limited for the year ended 30 June 2013 complies with section 300A of the *Corporations Act 2001*.

BDO East Coast Partnership

A handwritten signature in black ink, appearing to read 'Tim Sydenham', is written over a faint, larger 'BDO' logo.

Tim Sydenham
Partner

Sydney, 30 August 2013



ASX additional information

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. This information is effective as at 19 September 2013.

1. Substantial shareholders

The number of substantial shareholders and their associates are set out below:

	Number of shares
K One W One Limited	12,329,061
Palmert Members Limited	24,150,408
Coalco International Limited	24,150,408
Persistency Private Equity Limited	25,610,891
Otsuka Pharmaceutical Factory, Inc.	25,000,000

2. Voting rights

Ordinary shares

On a show of hands, every member present at a meeting in person or by proxy shall have one vote and, upon a poll, each share shall have one vote.

Options

No voting rights.

3. Distribution of equity security holders

Analysis of number of shareholders by size of holding:

Number of shares held	Number of holders	Total shares
1 – 1,000	131	32,343
1,001 – 5,000	403	1,235,628
5,001 – 10,000	306	2,540,629
10,001 – 100,000	969	37,982,264
100,001 shares and over	308	315,204,909
Total	2,117	356,995,773

There were 709 holders of less than a marketable parcel of ordinary shares.

4. Twenty largest shareholders

	Ordinary shares	
	Number held	% of issued shares
National Nominees Limited	32,922,995	15
HSBC Custody Nominees (Australia) Limited	28,108,183	13
Otsuka Pharmaceutical Factory, Inc.	25,000,000	12
Coalco International Limited	24,150,408	11
Navigroup Management Limited	20,213,249	9
Jiangsu Aosaikang Pharmaceutical Co Ltd	14,334,080	7
K One W One Limited	11,061,006	5
JP Morgan Nominees Australia Limited	8,142,717	4
4 Eyes Limited	5,457,527	3
Citicorp Nominees Pty Limited	5,298,541	3
Natalie Parke Trustee Limited	5,149,537	2
SC Trustee Limited	5,149,537	2
ABN Amro Clearing Sydney Nominees Pty Ltd	5,006,526	2
Foundation Services Limited	4,977,626	2
Robert B Elliott	4,290,060	2
ERIS Pty Limited	3,847,087	2
Hugh Green Foundation	3,829,850	2
Forsyth Barr Custodians Ltd	3,621,400	2
A M Stevens (Nominees) P/L	2,523,514	1
Michael Bushell	2,306,571	1

5. Securities exchange

The company is listed on the Australian Securities Exchange.



Living Cell Technologies Limited

ABN: 14 104 028 042

Level 3, 70 Pitt Street
Sydney NSW 2000, Australia

PO Box 23566, Hunters Corner
Manukau 2155, Auckland
New Zealand