

Annual Report and Financial Statements

Project Quill Holding Limited

Registration number: 10654833

For the period ended 28 December 2019



Project Quill Holding Limited
For the period ended 28 December 2019

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Company Information

Directors	I Downie E Kalawski M Sigler
Company Secretary	E Kalawski
Registered Number	10654833
Registered Office	100 New Bridge Street London EC4V 6JA
Independent Auditor	Ernst & Young LLP 1 More London Place London SE1 2AF

Project Quill Holding Limited
Strategic Report
For the period ended 28 December 2019

Introduction

The directors present their strategic report for Project Quill Holding Limited (the Company), for the period from 30 December 2018 to 28 December 2019. The comparative period was from 31 December 2017 to 29 December 2018.

Business review

The principal activity of the Company was that of a holding company. The principal activity of the Company and its subsidiaries (the Group) was the distribution and sale of goods and services for the office, in Australia and New Zealand.

Financial key performance indicators

The key financial and other performance indicators during the period were as follows:

	2019 \$000	2018 \$000
Revenue	1,240,320	1,165,208
Gross profit	396,738	371,887
Loss for the period	(60,209)	(65,451)

Management discussion and analysis

Revenue of the Group was \$1,240,320,000 (2018: \$1,165,208,000) and cost of sales \$843,582,000 (2018: \$793,321,000), the increase in the current year reflecting the accretive effect of revenue contribution from acquisitions of OfficeMax International Pty Limited in February 2018 and OfficeMax Holding Limited (New Zealand) in May 2018. The reported loss for the reporting period of \$60,209,000 reflects ongoing spend related to integration and transformation costs.

Principal decisions

We define principal decisions as both those that are material to the Group, but also those that are significant to any of our key stakeholder groups. In making the following principal decisions, the Board considered the outcome from its stakeholder engagement as well as the need to maintain a reputation for high standards of business conduct and the need to act fairly between the members of the company.

Principal Decision 1: Strategic direction of the company

The Chief Executive Officer (CEO) works with the Group's investors to set the strategic direction of the company. The strategic direction of the Group is regularly reviewed in light of the changing environment. The strategic direction drives the decision making throughout the Group as well as the annual objectives of the Group. These annual objectives are agreed with the investors at the start of every year.

Principal Decision 2: Appointment of CEO

In March 2020, Peter Kelly was appointed CEO to the Group's largest operating entity, Winc Australia Pty Limited. The Board on behalf of the investors considered the interests of all the stakeholders in coming up with the criteria for the role. A rigorous search process was undertaken and candidates evaluated against the criteria for the role, having regard to all stakeholders. The Board will continue to ensure that the nominations process is based on principles of fairness, respect and inclusion and appointments are made on the basis of individual competence, skills and expertise measured against identified objective criteria and taking into account a broad range of shareholder interests.

Project Quill Holding Limited
Strategic Report
For the period ended 28 December 2019

Stakeholder engagement

This section of the Strategic Report describes how the directors have had regard to the matters set out in section 172(1). The below table sets out the key stakeholders of the Group and how we engage with them.

Who are our stakeholders	Why we focus on these stakeholders	How do we engage with them	What do they tell us	How do we respond to them
Customers	Our customers are central to our business – without them, we would not exist	We engage with our customers in a number of ways, from face to face interactions to our online ordering system.	They tell us what products and services they want, what we are doing well and how we are not meeting their needs	We adjust our product and service offerings based on customer feedback
Suppliers	Our suppliers are key in ensuring we meet the needs of our customers and provide them with quality products at competitive prices	We engage with our suppliers in a number of ways, from face to face interactions to emails and phone calls. We work closely with our strategic suppliers to ensure reliable supply to our customers	How they work well with us and where it doesn't work so well, how we can work better together	The information we get from our suppliers inform the decisions we make regarding our supply chain
Colleagues	Our people are critical to the business achieving its full potential	We interact with our colleagues in a safe, welcoming and diverse workplace. provides a is a fast and dynamic way to keep everyone included and up to date	What they are happy with in the workplace, what can be improved and how	Initiatives to make the workplace somewhere we can contribute productively to the success of the business but also create positive economic and social change in the broader community
Investors	Delivering to our investors ensures that the business continues to be successful in the long term	Our investors interact with us on various levels – from decision making at a strategic level to regular communication on an operational level	Discussions with our investors included: <ul style="list-style-type: none"> • Drivers of sustainable improvement in Group returns • The macro economic environment and headwinds to the delivery of our strategy and targets • Our focus on integration and realising synergies 	Adjustments to our strategic and integration goals are made in as a result of our discussions with our investors

Principal risks and uncertainties

The principal risks and uncertainties facing the Group are broadly grouped as competitive/technological risks and financial instrument risks.

Competitive/technological risks

The Group's sales and distribution activities are exposed to the risk of competitive pressure, as customers 'shop around' through digital channels to quickly compare product. To limit the impact of this customer behaviour, and also to limit its exposure to the decline in traditional stationery categories, the Group continues to diversify its product offering and invest in its services offerings.

Project Quill Holding Limited
Strategic Report
For the period ended 28 December 2019

Financial instrument risks

The Group's activities expose it to a number of financial risks including liquidity risk, interest rate risk, credit risk, and foreign currency risk.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group uses long-term debt finance.

Interest rate risk

The Group is exposed to interest rate risk on its outstanding borrowings from the possibility that changes in interest rates will affect future cash flows or the fair value of fixed interest rate financial instruments.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for that other party by failing to discharge an obligation. The Group's principal financial assets are bank balances and cash, trade and other receivables.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

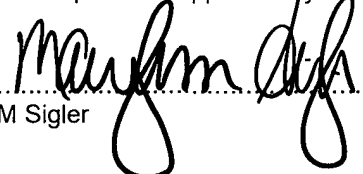
The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Foreign currency risk

The Group incur foreign currency risk mainly on borrowings denominated in a currency other than the functional currency of the respective group companies. The major currency giving rise to currency risk is the US dollar.

This report was approved by the board and signed on its behalf.


.....
M Sigler

Director

Date: 28 April 2020

Project Quill Holding Limited
Directors' Report
For the period ended 28 December 2019

The Directors of Project Quill Holding Limited and its subsidiaries (collectively the "Group") present their report together with the Group's consolidated Financial Statements for the 52 week period from 30 December 2018 to 28 December 2019 ("financial period"). The comparative period was from the date of incorporation on 31 December 2017 to 29 December 2018.

Principal activity

The principal activities of the Group were the distribution and sale of goods and services for the office, in Australia and New Zealand. On the date of this report, the ultimate holding company is PE QIQ Holding Limited.

Apart from noted in changes in state of affairs note below, there have been no changes to the nature of the Group's activities during the period.

Results and dividends

The loss for the period, after taxation, amounted to \$60,209,000 (2018: \$65,451,000).

No dividends have been paid or proposed during the period.

Directors

The names and details of the Company's directors in office during the financial period and until the date of this report are set out below. Directors were in office for the entire period unless stated.

Directors of the Company for the period ended 28 December 2019 were:

I Downie
E Kalawski
M Sigler

Qualifications of Company Secretary

E Kalawski was Company Secretary during the whole of the financial year and up to the date of this report.

Future developments

At the date of this report the Directors are not aware of any other likely developments that would significantly affect the operations of the economic entity or its results over the next financial period.

Indemnification and insurance of officers and auditors

Indemnification

Under the Company's constitution, every person who is or has been an officer of the Company or a subsidiary of the Company, is entitled to be indemnified out of the property of the Company to the relevant extent against:

- (i) every liability incurred by the person in the capacity as an officer (except a liability for legal costs); and
- (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil, criminal or of an administrative or investigatory nature, in which the officer becomes involved in that capacity,

unless:

- (i) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (ii) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

Project Quill Holding Limited
Directors' Report
For the period ended 28 December 2019

The Directors and a Company Secretary have entered into a Deed of Access and Indemnity which reflects the terms of the constitution as set out above. No indemnity agreement, the terms of which are beyond that which is contained in the Company's constitution, has been entered into with a director, officer or auditor of the Company. No amounts have been paid under any of these indemnities.

Insurance

During the financial period the Company paid a premium in respect of a contract insuring all directors and officers against a liability incurred as such a director or officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium paid.

Auditor indemnification

To the extent permitted by law, the company has agreed to indemnify its auditors, Ernst & Young LLP, as part of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount), other than a loss arising from Ernst & Young's LLP's negligent, wrongful or willful acts or omissions. No payment has been made to indemnify Ernst & Young LLP during the period ended 28 December 2019 and up to the date of this report.

Environment

The Company operates predominantly in the distribution sector, and is committed to conducting its business with respect for the environment. During the financial period no particular and significant environmental regulation under a law of the Commonwealth or of a State or Territory has applied to the Company or its operations.

Changes in state of affairs

During the financial period, the Company's subsidiary, OfficeMax Australia Limited transferred all of its business and most of its assets to a subsidiary of the Company, Winc Australia Pty Limited, at book value.

Apart from noted above, there was no significant change in the state of affairs of the Company other than any referred to in the Financial Statements or notes thereto.

Going concern

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and settlement of liabilities in the normal course of business. As at 28 December 2019, the Group had a net deficit of \$102,942,000 (2018: net deficit of \$42,510,000) and net current assets of \$98,009,000 (2018: \$198,417,000).

The Directors note the global COVID-19 pandemic and the resulting adverse economic impacts has caused uncertainty in the economic environment (refer post year end events section below).

The Group has reforecast its Annual Operating Plan for the next 12 months.

The reforecast, which is the basis of the preparation of the 12 month cashflow through until April 2021 includes management assessment of the COVID-19 impact on the Australian and New Zealand businesses, and takes into account the expected downturn in revenue, as well as the offsetting benefits in cash flow as a result of management's actions to cease non-essential expenditures, and cash outflows. This includes on an average reduction of 17% in cash inflows for April to September 2020 and 8% reduction for the financial year from the Group's Annual Operating Plan. Under this scenario, the Group and its related entities will have access to adequate funds to meet its debts as and when they fall due.

Project Quill Holding Limited
Directors' Report
For the period ended 28 December 2019

Given the uncertainty of the economic climate and resulting difficulty in estimating the revenue stream over the remainder of the year due to COVID-19, we have conducted a stress test on the forecast. The stress test assumes cash inflows reduce a further 25% to forecast for the period May to December 2020 (which equates to an annualised decrease of 23% on the Group's Annual Operating Plan). Under this stress test, the Group and its related entities will have access to adequate funds to meet its debts as and when they fall due.

Both the reforecast and the stress test incorporate initiatives that mitigate the reduction of net cashflows. A number of these initiatives have already been implemented prior to the end of April 2020. The stress test includes the continuation of initiatives that were in the reforecast for the second quarter of the financial year, to continue into Q3 and Q4. Such benefits include reduced working hours, pausing non-essential expenditure together with the rephasing and limiting capital expenditure.

Based on environment at the date of signing, the Directors believe that the Group will be able to meet its commitments as and when they fall due for a period of 12 months from the date when this financial report was approved. Therefore, the Directors have prepared the financial report on a going concern basis.

Employees

The Group is committed to promoting equal opportunities in employment and maintains an Equal Opportunities Policy. The Board believes that diversity improves effectiveness and enhances the success of the Company. Employment opportunities are given to disabled people equally.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information.

Post year end events

Subsequent to end of the financial year, the COVID-19 outbreak was declared a pandemic by the World Health Organization in March 2020.

We have seen an impact on our business to date and we are expecting this will change over the coming months. The outbreak and the response of Governments in dealing with the pandemic is interfering with general activity levels within the community, the economy and the operations of our business. The scale and duration of these developments remain uncertain as at the date of this report.

It is not possible to estimate the impact of the outbreak's effects or Governments' varying efforts to combat the outbreak and support businesses into 2021. We have however, included further information in going concern section above in respect of the basis of preparation of the financial statements in respect of going concern.

The financial statements have been prepared based upon conditions existing at 28 December 2019 and considering those events occurring subsequent to that date, that provide evidence of conditions that existed at the end of the reporting period. As the outbreak of COVID-19 occurred after 28 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at 28 December 2019 for the impacts of COVID-19.

There were no other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

Project Quill Holding Limited
Directors' Report
For the period ended 28 December 2019

Auditor

The auditor, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the Board and signed on its behalf.

A handwritten signature in black ink, appearing to read 'M Sigler', written over a horizontal dotted line.

M Sigler

Director

Date: 28 April 2020

Project Quill Holding Limited
Directors' Responsibilities Statement
For the period ended 28 December 2019

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Consolidated and Company financial statements in accordance with applicable United Kingdom law and regulation.

Company law requires the directors to prepare consolidated and company financial statements for each financial period. Under that law they have elected to prepare the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union ("EU") and the company financial statements in accordance with FRS101 (Financial Reporting Standard 101) 'Reduced disclosure Framework' as issued by the Financial Reporting Council.

Under company law the directors must not approve the consolidated financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. Under company law the directors must not approve the company financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company for that period.

In preparing the consolidated and the company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether, for the consolidated financial statements they have been prepared in accordance with IFRS as adopted by the EU, subject to any material departures disclosed and explained in the financial statements and for the company financial statements they have been prepared in accordance with FRS101 (Financial Reporting Standard 101) 'Reduced disclosure Framework' as issued by the Financial Reporting Council, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and of the Company and enable them to ensure that both the consolidated financial statements and the Company financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of consolidated financial statements and company financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and the Company and to prevent and detect fraud and other irregularities.

Independent Auditor's report to the members of Project Quill Holding Limited

Opinion

We have audited the financial statements of Project Quill Holding Limited ('the parent company') and its subsidiaries (the 'group') for the year ended 31 December 2019 which comprise the [Consolidated Statement of Total Comprehensive Loss, Statement of Total Comprehensive Income, Consolidated and Company Statement of Financial Position, Consolidated and Company Statement of Changes in Equity, Consolidated and Company Statement of Cash Flows and the related Notes 1 to 28 for the Group and 29 to 34 for the Company, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 31 December 2019 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Emphasis of matter – Effects of COVID-19

We draw attention to Note 1(A) and Note 26 of the financial statements, which describes the economic and social consequences the company is facing as a result of the outbreak of COVID-19 global pandemic which is impacting supply chains, consumer demand and personnel available for work. Our opinion is not modified in respect of this matter.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

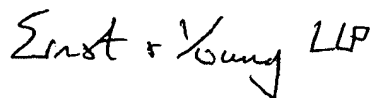
Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

A handwritten signature in black ink that reads "Ernst & Young LLP". The signature is written in a cursive, flowing style.

*Philip Young (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
28 April 2020*

Project Quill Holding Limited
Consolidated Statement of Profit or Loss

	Note	Period ended 28 December 2019 \$'000	Period ended 29 December 2018 \$'000
Continuing Operations			
Revenue from contracts with customer	5	1,240,320	1,165,208
Cost of goods sold		(843,582)	(793,321)
Gross profit		396,738	371,887
Other operating income	5	7,600	1,843
Distribution expenses	6	(59,520)	(55,227)
Administration expenses	6	(379,970)	(358,029)
(Loss) from operations before exceptional items		(35,152)	(39,526)
Bargain purchase gain on acquisition of subsidiary		-	22,431
(Loss) on disposal of subsidiary		-	(9,054)
(Loss) from operations		(35,152)	(26,149)
Finance income	7	268	208
Finance expense	7	(27,288)	(41,855)
(Loss) before tax from continuing operations		(62,172)	(67,796)
Income tax benefit	8	1,703	2,474
Net (loss) after income tax from continuing operations		(60,469)	(65,322)
Discontinued Operations			
(Loss) after tax for the year from discontinued operations		-	(129)
(Loss) for the year		(60,469)	(65,451)
(Loss) for the year attributable to:			
Owners of the parent		(60,469)	(65,451)
		(60,469)	(65,451)

Project Quill Holding Limited

Consolidated Statement of Other Comprehensive Income

	Note	Period ended 28 December 2019 \$'000	Period ended 29 December 2018 \$'000
Loss for the period		(60,469)	(65,451)
Items that will be or may be reclassified to profit or loss:			
Exchange gains arising on translation of foreign currency operations		37	529
Other comprehensive income for the year, net of tax		37	529
Total comprehensive loss for the year		(60,432)	(64,922)
Total comprehensive loss attributable to:			
Owners of the parent		(60,432)	(64,922)
		(60,432)	(64,922)

Project Quill Holding Limited
Consolidated Statement of Financial Position

	Note	28 December 2019 \$'000	29 December 2018 \$'000
Assets			
Non – Current Assets			
Property, plant and equipment	11	16,002	24,455
Intangible assets	14	48,967	54,009
Right-of-use assets	12	80,304	-
Goodwill	15	43,314	43,245
Deferred tax assets	13	11,030	10,198
Other assets		66	-
Total non-current assets		199,683	131,907
Current Assets			
Inventories	10	172,084	161,106
Trade and other receivables	9	212,431	220,510
Cash and cash equivalents		34,010	52,918
Other current assets		4,698	19,561
Total Current Assets		423,223	454,095
Total Assets		622,906	586,002
Liabilities			
Non current liabilities			
Borrowings	18	396,470	357,464
Defined benefit liability	20	404	404
Provisions	19	3,760	14,966
Total non-current liabilities		400,634	372,834
Current Liabilities			
Trade and other payables	16	284,126	234,460
Borrowings	18	20,283	122
Provisions	19	20,805	21,096
Total current liabilities		325,214	255,678
Total liabilities		725,848	628,512
Net assets		(102,942)	(42,510)
Issued capital and reserves attributable to owners of the parent			
Issued capital	21	51,624	51,624
Foreign exchange reserve		613	576
Retained (deficit)		(155,179)	(94,710)
Total equity		(102,942)	(42,510)

The financial statements on pages 15 to 59 were approved and authorised for issue by the board of directors and were signed on its behalf by:


.....
M Sigler
Director
Date : 28 April 2020

Project Quill Holding Limited
Consolidated Statement of Changes in Equity

	Share Capital	Foreign Exchange Reserve \$'000	Retained Deficit \$'000	Total Equity \$'000
As at 31 December 2017	-	47	(29,259)	(29,212)
Loss for the period	-	-	(65,451)	(65,451)
Other comprehensive income	-	529	-	529
Total comprehensive income for the period	-	529	(65,451)	(64,922)
Contributions by and distributions to owners				
Issue of share capital	51,624	-	-	51,624
As at 29 December 2018	51,624	576	(94,710)	(42,510)
As at 30 December 2018	51,624	576	(94,710)	(42,510)
Loss for the period	-	-	(60,469)	(60,469)
Other comprehensive income	-	37	-	37
Total comprehensive income for the period	-	37	(60,469)	(60,432)
Contributions by and distributions to owners				
Issue of share capital	-	-	-	-
Balance as at 28 December 2019	51,624	613	(155,179)	(102,942)

Project Quill Holding Limited
Consolidated Statement of Cash Flows

	Note	Period ended 28 December 2019 \$'000	Period ended 29 December 2018 \$'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		1,381,299	1,290,427
Payments to suppliers and employees (inclusive of GST)		(1,362,056)	(1,267,491)
Interest received		89	88
Interest paid		(15,015)	(15,618)
Income taxes paid		(236)	(2,167)
Net cash used in operating activities	17	4,081	5,239
Cashflows from investing activities			
Acquisition of subsidiary, net of cash acquired		-	(92,863)
Proceeds from divestment of business combination		-	4,522
Purchase of property, plant and equipment		(8,103)	(9,581)
Proceeds from disposal of PPE		33,317	-
Purchase of intangibles		(4,492)	(6,906)
Net cash used in investing activities		20,722	(104,828)
Cashflows from financing activities			
Proceeds from issue of shares		-	51,624
Payment of principal portion of lease liabilities		(19,811)	-
Proceeds from external borrowings		510,294	457,293
Repayment of external borrowings		(534,194)	(377,654)
Proceeds from related party borrowings		-	130,344
Repayment of related party borrowings		-	(115,582)
Net cash from financing activities		(43,711)	146,025
Net cash increase in cash and cash equivalents		(18,908)	46,436
Cash and cash equivalents at the beginning of the period		52,918	6,482
Cash and cash equivalents at the end of the period		34,010	52,918

Note 1 Summary of Significant Accounting Policies

The principal accounting policies adopted in the preparation of the financial report are set out below. The financial report includes financial statements for the consolidated entity consisting of Project Quill Holding Limited (the "Company") and its subsidiaries (collectively, "the Group").

The Company's immediate holding company is PE QIQ Holding III Limited and the Company's ultimate holding company is PE QIQ Holding Limited, as at 28 December 2019.

(A) Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements have been prepared on a historical cost basis, except for goodwill which has been valued at the lower of cost and net realisable value. The consolidated financial statements are presented in Australian dollars and all values are rounded to the nearest thousand (\$000), except when otherwise indicated.

The consolidated financial statements provide comparative information in respect of the previous period. The 2019 financial period relates to the 52 week period from 30 December 2018 to the 28 December 2019. The 2018 financial period relates to the 52 week period from 31 December 2017 to the 29 December 2018.

(i) *Going Concern*

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and settlement of liabilities in the normal course of business. As at 28 December 2019, the Group had a net deficit of \$102,942,000 (2018: net deficit of \$42,510,000) and net current assets of \$98,009,000 (2018: \$198,417,000).

The Directors note the global COVID-19 pandemic and the resulting adverse economic impacts has caused uncertainty in the economic environment (refer Note 26 Subsequent Event).

The Group has reforecast its Annual Operating Plan for the next 12 months.

The reforecast, which is the basis of the preparation of the 12 month cashflow through until April 2021 includes management assessment of the COVID-19 impact on the Australian and New Zealand businesses, and takes into account the expected downturn in revenue, as well as the offsetting benefits in cash flow as a result of management's actions to cease non-essential expenditures, and cash outflows. This includes on an average reduction of 17% in cash inflows for April to September 2020 and 8% reduction for the financial year from the Group's Annual Operating Plan. Under this scenario, the Group and its related entities will have access to adequate funds to meet its debts as and when they fall due.

Given the uncertainty of the economic climate and resulting difficulty in estimating the revenue stream over the remainder of the year due to COVID-19, we have conducted a stress test on the forecast. The stress test assumes cash inflows reduce a further 25% to forecast for the period May to December 2020 (which equates to an annualised decrease of 23% on the Group's Annual Operating Plan). Under this stress test, the Group and its related entities will have access to adequate funds to meet its debts as and when they fall due.

Both the reforecast and the stress test incorporate initiatives that mitigate the reduction of net cashflows. A number of these initiatives have already been implemented prior to the end of April 2020. The stress test includes the continuation of initiatives that were in the reforecast for the second quarter of the financial year, to continue into Q3 and Q4. Such benefits include reduced working hours, pausing non-essential expenditure together with the rephasing and limiting capital expenditure.

Based on environment at the date of signing, the Directors believe that the Group will be able to meet its commitments as and when they fall due for a period of 12 months from the date when this financial report was approved. Therefore, the Directors have prepared the financial report on a going concern basis.

Note 1 Summary of Significant Accounting Policies (continued)

(B) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 28 December 2019. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are:

- changes to one or more of the three elements of control.
- Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.
- Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

(C) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

Note 1 Summary of Significant Accounting Policies (continued)

(C) Business combinations (continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Note 1 Summary of Significant Accounting Policies (continued)

(D) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 1C) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(E) Rounding off of amounts

All values in the financial report are rounded to the nearest thousand (\$000), except when otherwise indicated.

(F) Revenue recognition

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue from services provided is recognised at the point in time when the service has been delivered in full to the customer. The normal credit term is 30 days upon delivery.

The Group considers whether there are multiple and separable performance obligations contained within a contract to supply goods and services to a customer, and if the transaction price can be separately allocated to each performance obligations in the contract. In determining the transaction price for the sale of equipment, the Group considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some provide customers with a right of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

(ii) Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in AASB 15 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability. A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

Note 1 Summary of Significant Accounting Policies (continued)

(F) Revenue recognition (continued)

(iii) *Rebates*

Under certain contracts the Group pays a rebate to customers. To estimate the variable consideration for the expected future rebates, the Group uses a combination of actual and forecast sales multiplied by the contractual rebate earn rates contained in the specific customer contract.

(G) Foreign currency translation

(i) *Foreign currencies*

The Group's consolidated financial statements are presented in Australian dollars, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

(ii) *Transactions and balances*

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment in a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

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

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

(iii) *Group companies*

On consolidation, the assets and liabilities of foreign operations are translated into Australian dollars at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Note 1 Summary of Significant Accounting Policies (continued)

(H) Other financial assets

(i) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than 12 months after the balance date which are classified as non-current assets. Loans and receivables are included in receivables in the Statement of Financial Position and Note 9.

(I) Fair value estimation

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

(J) Employee benefits

(i) *Short-term and other long-term employee benefits*

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

(ii) *Defined contribution superannuation funds*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution superannuation funds are recognised as an employee benefit expense in profit or loss in periods during which services are rendered by employees. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) *Defined benefit superannuation funds*

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets

Note 1 Summary of Significant Accounting Policies (continued)

(J) Employee benefits (continued)

(iii) *Defined benefit superannuation funds (continued)*

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to remeasure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to the defined benefit plans are recognised in the profit or loss.

When benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) *Other long-term employee benefits*

The Group's net obligation in respect of long-term employee benefits, other than defined benefit superannuation funds, is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any related assets is deducted. The discount rate is the yield at the reporting date on Australian Corporate Bonds that have maturity dates approximating to the terms of the Group's obligations.

(v) *Termination benefits*

Termination benefits are recognised as an expense when the group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than twelve months from reporting date, they are discounted to their present value.

(K) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment and work in progress.

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

Note 1 Summary of Significant Accounting Policies (continued)

(K) Property, plant and equipment (continued)

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

Buildings	12.5 - 40 years
Plant and equipment	3 - 10 years
Fixtures and fittings	4 - 10 years
Leasehold improvements	3 - 40 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income.

(L) Non-current assets held for sale

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sale will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; Or
- Is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss.

All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

Note 1 Summary of Significant Accounting Policies (continued)

(M) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Land and buildings	1 - 12 years
Vehicles	1 - 7 years
Other equipment	1 - 8 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date or the interest rate implicit in the lease when readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in borrowings.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Note 1 Summary of Significant Accounting Policies (continued)

(N) Leasehold improvements

The cost of improvements to or on leasehold properties is amortised over the unexpired period of the lease or the estimated useful life of the improvement to the consolidated entity, whichever is the shorter. Leasehold improvements held at the reporting date are being amortised over six to ten periods.

(O) Intangible assets

(i) *IT software and other research and development*

Costs incurred in the development of products and costs incurred in acquiring software and licenses that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised to intangible assets. Costs capitalised include external direct costs of materials and services, direct payroll and payroll related costs of employees' time spent on the project. Amortisation is calculated on a straight line basis over periods generally ranging from two to five years.

Information Technology development costs include only those costs directly attributable to the development phase and are only recognised following completion of technical feasibility and where the Group has an intention and ability to use the asset.

(ii) *Trademarks and brands*

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

(iii) *Other intangible assets*

Customer relationships and restraint of trade clauses are recognised as other intangible assets at acquisition of new businesses. These have a finite useful life and are carried at fair value at date of acquisition less accumulated amortisation and impairment losses. Amortisation is calculated using the straight line method to allocate their costs over their estimated useful lives, which vary from 3 to 20 years.

(P) Impairment of intangible assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (Cash Generating Units).

(Q) Website costs

Costs in relation to websites are treated as an expense in the period in which they are incurred unless they relate to the acquisition of an asset, in which case they are capitalised and amortised over their period of expected benefit. Generally, ongoing costs of maintenance during the operating phase are considered to be expenses.

(R) Maintenance and repairs

The costs of routine operating maintenance are charged as expenses as incurred, except where they relate to the replacement of a component of an asset, in which case the costs are capitalised and depreciated in accordance with Note 1(K).

Note 1 Summary of Significant Accounting Policies (continued)

(S) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(ii) Current tax

The tax currently payable or receivable is based on taxable profit or loss of the period. The Taxable profit or loss differs from 'profit or loss before tax' as reported in the Consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(iii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Note 1 Summary of Significant Accounting Policies (continued)

(T) Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(U) Trade receivables

Trade receivables are recognised initially at fair value. Trade receivables are generally due for settlement 30 days (but no more than 90 days) from date of recognition. Collectability of trade receivables is reviewed on an ongoing basis. A provision for impairment is established when there is objective evidence that the Group will not be able to collect an amount outstanding. Debts are written off when all avenues for collection have been exhausted.

(V) Inventories

Inventories are valued at the lower of cost and net realisable value. Costs are assigned to inventory on hand using the average cost basis.

(W) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are recognised at fair value and subsequently carried at amortised cost, they are unsecured and are usually paid within 60 days of recognition.

(X) Provisions

Provisions for legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

(Y) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(Z) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Note 1 Summary of Significant Accounting Policies (continued)

(AA) Dividends

The Company recognises a liability to pay a dividend when the distribution is authorised and the distribution is no longer at the discretion of the Company. A distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(BB) Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification. An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

(CC) Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

Note 2: Reporting Entity

Project Quill Holding Limited (the 'Company') is a limited company incorporated in the United Kingdom under the Companies Act. The Company's registered office is at 100 New Bridge Street, London, England, EC4V 6JA. These consolidated financial statements comprise the Company and its subsidiaries (collectively the 'Group' and individually 'Group companies'). The Group is primarily involved in the distribution and sale of goods and services for the office, in Australia and New Zealand.

Note 3: Critical Accounting Estimates and Judgements

Critical accounting estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below.

Note 3: Critical Accounting Estimates and Judgements (continued)

(A) Estimated Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 1P. The recoverable amounts of cash-generating units have been determined based on fair value less cost to sell model. These calculations require the use of assumptions.

(B) Use of estimates and judgements

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

- Note 19 – Provisions
- Note 20 – Defined benefit liability
- Note 27 – Contingent liabilities

Note 4: Changes in accounting policies and disclosures

New and amended standards and interpretations

The Group applied IFRS 16 *Leases* for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in 2019, but do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

IFRS 16 Leases

IFRS 16 supersedes IAS 117 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases-Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in IAS 17. Therefore, IFRS 16 does not have an impact for leases where the Group is the lessor.

The Group adopted IFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. The Group elected to use the transition practical expedient to not reassess whether a contract is, or contains a lease at 1 January 2019. Instead, the Group applied the standard only to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 at the date of initial application. The Group also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

Note 4: Changes in accounting policies and disclosures (continued)

New and amended standards and interpretations (continued)

IFRS 16 Leases (continued)

The effect of adoption IFRS 16 as at 1 January 2019 (increase/(decrease)) is, as follows:

	Note	\$'000
Assets		
Property, plant and equipment	11	(374)
Right-of-use assets		
- Leased asset		106,330
- Provision		(9,600)
Total assets		<u>96,356</u>
Liabilities		
Provision – lease incentives	19	(5,942)
Provision – onerous lease provision	19	(3,658)
Borrowings – finance lease	18	(374)
Borrowings – lease liabilities	18	106,330
Total liabilities		<u>96,356</u>

The Group has lease contracts for various items of plant, machinery, vehicles and other equipment. Before the adoption of IFRS 16, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease.

The lease liabilities as at 1 January 2019 can be reconciled to the operating lease commitments as of 29 December 2018 as follows:

	\$'000
Operating lease commitments as at 29 December 2018 (IAS 17)	121,556
Weighted average incremental borrowing rate as at 1 January 2019	6.49%
Discounted operating lease commitments as at 1 January 2019	<u>86,401</u>
Less:	
Short-term leases not recognised as a right of use asset (IFRS 16)	(2,133)
Add:	
Lease payments over option period not included as lease commitment as at 29 December 2018 (IAS 17)	<u>22,062</u>
Lease liabilities as at 1 January 2019 (IFRS 16)	<u><u>106,330</u></u>

Upon adoption of IFRS 16, the Group applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low-value assets. The Group recognised lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. In accordance with the modified retrospective method of adoption, comparative figures are not restated and the cumulative effect of initially applying the standard is deemed immaterial and no adjustment is made to the opening balance of retained earnings at the date of initial application.

Note 4: Changes in accounting policies and disclosures (continued)

New and amended standards and interpretations (continued)

IFRS 16 Leases (continued)

Leases previously classified as finance leases

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under IAS 17). The requirements of IFRS 16 were applied to these leases from 1 January 2019.

Leases previously accounted for as operating leases

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognised based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Group also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease

Based on the above, as at 1 January 2019:

- Right-of-use assets of \$96,730,000 were recognised and presented separately in the statement of financial position. This includes the lease assets recognised previously under finance leases of \$374,000 that were reclassified from Property, plant and equipment, net of decrease of liabilities previously under provision of \$9,600,000.
- Additional lease liabilities of \$106,330,000 (included in borrowings) were recognised.

Note 5: Revenue from Contracts with Customers

The following is an analysis of the Group's revenue for the period from continuing operations:

	For the period ended 28 December 2019 \$'000	For the period ended 29 December 2018 \$'000
Revenue from contracts with customers		
Revenue from sale of goods	1,214,388	1,135,681
Revenue from services	25,932	29,527
Total revenue	1,240,320	1,165,208
Other income		
Freight recovery	2,289	1,634
Other revenue	5,311	209
Total other income	7,600	1,843
Total revenue and other income	1,247,920	1,167,051

Analysis of revenue by country of destination:

	For the period ended 28 December 2019 \$'000	For the period ended 29 December 2018 \$'000
Australia	951,429	977,392
New Zealand	296,491	189,659
	1,247,920	1,167,051

Note 6: Operating loss

Operating loss is stated after charging:

	For the period ended 28 December 2019 \$'000	For the period ended 29 December 2018 \$'000
Employee benefits expense	220,578	199,973
Travel and entertainment expenses	6,484	6,886
Transport and distribution expenses	59,520	55,227
Occupancy expenses	11,436	34,555
Depreciation and amortisation expenses	37,380	17,091
Advertising and marketing expenses	5,389	6,005
Administration expenses	26,809	30,162
Restructuring expenses	11,674	11,283
Repairs and maintenance expenses	2,332	2,642
Professional and legal fees	12,595	14,745
Contract labor cost	23,450	16,813
Insurance expenses	2,482	3,190
Other expenses	19,361	14,684
	439,490	413,256

Note 7: Expenses

	For the period ended 28 December 2019 \$'000	For the period ended 29 December 2018 \$'000
(a) Finance income and expense		
Finance income		
Interest on:		
Other interest receivable	268	208
Total finance income	268	208
Finance expense		
Bank interest payable	8,720	6,467
Intercompany interest payable	7,719	9,151
Interest and finance charges paid/payable for lease liabilities	6,321	-
Net foreign currency losses	3,301	20,983
Other	1,227	5,254
Total finance costs	27,288	41,855
Net finance (loss) recognised in profit or loss	(27,020)	(41,647)

The above financial income and expense include the following in respect of assets (liabilities) not at fair value through profit or loss:

	For the period ended 28 December 2019 \$'000	For the period ended 29 December 2018 \$'000
Total interest income on financial assets	268	208
Total interest expense on financial liabilities	(27,288)	(41,855)
	(27,020)	(41,647)

Project Quill Holding Limited
Notes to the financial statements

Note 7: Expenses (continued)

	For the period ended 28 December 2019 \$'000	For the period ended 29 December 2018 \$'000
(b) Employee benefit expense		
Wages and salaries	207,171	185,850
Defined contribution superannuation expense	11,697	11,850
Other employee benefit expense	1,710	2,273
Total employee benefit expense	220,578	199,973
Average monthly number of employees	For the period ended 28 December 2019	For the period ended 29 December 2018
General & Administrative	662	612
Selling & Operating	1,097	1,207
Supply Chain	931	888
Total employee numbers by function	2,690	2,707
(c) Depreciation and amortisation		
Trademark	4	3
Software	7,647	9,177
Customer relationship	1,887	1,921
ROU asset	22,175	-
Leased assets	-	463
Leasehold improvements	375	727
Buildings	137	90
Property, plant and equipment	5,155	4,710
Total depreciation and amortisation	37,380	17,091

Note 8: Income Tax

(a) Income Tax Benefit

	28 December 2019 \$'000	29 December 2018 \$'000
Current Tax	-	1,032
Adjustments in respect of current income tax of previous year (benefit)	(871)	(489)
Deferred Tax	(832)	(3,017)
	(1,703)	(2,474)
Deferred income tax benefit included in income tax expense comprises:		
Decrease/(Increase) in deferred tax assets (Note 13)	8,477	1,351
Increase/(Decrease) in deferred tax liabilities (Note 13)	(7,645)	1,629
	832	2,980

Note 8: Income Tax (continued)

(b) Numerical reconciliation of income tax benefit to prima facie tax payable

	29 December 2019 \$'000	29 December 2018 \$'000
Loss from continuing operations before income tax	(61,912)	(67,796)
Loss from discontinued operations before tax	-	(129)
	(61,912)	(67,925)
Tax at the Australian tax rate of 30%	(18,574)	(20,378)
Add tax effect of:		
Non-deductible expenses	30	-
Differences in tax rates in jurisdictions	793	1,533
Sundry permanent differences	1,741	470
Deferred tax assets not recognised	8,537	14,280
Costs relating to acquisitions and disposals	655	4,332
Bargain Purchase gain	-	(6,729)
Stock revaluation	-	(1,650)
Non deductible Interest	3,380	2,167
Loss on disposal of Subsidiary	-	2,716
Adjustment of deferred tax balances from prior year income tax return	2,421	1,274
Sundry temporary differences	108	-
Over provision prior years	(794)	(489)
Income tax benefit	(1,703)	(2,474)

Note 9: Current Trade and Other Receivables

	Note	28 December 2019 \$'000	29 December 2018 \$'000
Trade receivables		188,937	180,449
Allowance for expected credit loss	9(a)	(1,728)	(2,817)
Trade receivables – net		187,209	177,632
Other receivables and prepayments		24,593	40,205
Related party receivables		629	2,673
		212,431	220,510

Note 9: Current Trade and Other Receivables (continued)

(a) Allowance for expected credit loss

Trade receivable have been shown net of impairment losses of \$1,728,000 (2018: \$2,809,000) for the Group has been recognised based on expected credit losses where collection is considered impaired.

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

	28 December 2019 \$'000	29 December 2018 \$'000
Opening balance	2,817	3,069
Provision for impairment recognised during the period as a (credit)/expense	(334)	(493)
Receivables written off during the year as uncollectible	(559)	(431)
Transfer from business acquisition	-	1,139
Disposed of as a part of discontinued operations	(196)	(467)
Closing balance	<u>1,728</u>	<u>2,817</u>

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

(b) Fair Value and credit risk

Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above.

The creation and release of the provision for impaired receivables has been included in selling/marketing expense in the income statement. Amounts charged to the impairment account are generally written off when all avenues for collection have been exhausted and there is no expectation of recovering additional cash.

(c) Foreign exchange risk

There were no carrying amounts of the Group's trade receivables denominated in foreign currencies.

Note 10: Inventories

	28 December 2019 \$'000	29 December 2018 \$'000
Finished Goods and goods for resale	181,165	171,790
Stock in transit	1,528	1,736
	<u>182,693</u>	<u>173,526</u>
Provision for slow moving inventory	(10,609)	(12,420)
	<u>172,084</u>	<u>161,106</u>

During the period, \$847,383,000 (2018: \$836,989,000) of inventories was recognised as an expense in cost of goods sold.

During the period, \$4,566,000 (2018: \$2,641,000) of inventories has been written down and recognised as an expense, in cost of goods sold.

Note 11: Property, Plant and Equipment

	Land and Buildings \$'000	Leasehold improvements \$'000	Fixtures and Fittings \$'000	Plant and equipment \$'000	Total \$'000
Cost					
At 31 December 2017	-	1,316	439	8,513	10,268
Additions	28	184	45	9,307	9,564
Acquisition of subsidiary	10,323	980	519	3,024	14,846
Disposal of subsidiary	-	(1,114)	-	(2,826)	(3,940)
Disposals	-	(82)	(72)	(616)	(770)
Exchange adjustments	323	159	8	1,119	1,609
At 29 December 2018	10,674	1,443	939	18,521	31,577
Additions	843	83	121	7,056	8,103
Transfer from assets classified as held for sale	445	758	827	2,158	4,188
Disposals	(10,532)	(418)	(62)	(1,056)	(12,068)
Transferred to Right-of-use assets	-	-	-	(387)	(387)
Exchange adjustments	(17)	5	5	38	31
At 28 December 2019	1,413	1,871	1,830	26,330	31,444
Accumulated depreciation and impairment					
At 31 December 2017	-	665	213	3,215	4,093
Charge owned for the period	90	727	113	5,060	5,990
Disposal of subsidiary	-	(883)	-	(2,693)	(3,576)
Disposals	-	(45)	-	(473)	(518)
Exchange adjustments	51	134	-	948	1,133
At 29 December 2018	141	598	326	6,057	7,122
Charge owned for the period	137	375	452	4,703	5,667
Impairment	-	-	-	192	192
Disposals	(216)	(103)	(23)	(293)	(635)
Transfer from assets classified as held for sale	167	510	687	1,720	3,084
Transferred to Right-of-use assets	-	-	-	(13)	(13)
Exchange adjustments	-	3	2	20	25
At 28 December 2019	229	1,383	1,444	12,386	15,442
Net book value					
At 29 December 2018	10,533	845	613	12,464	24,455
At 28 December 2019	1,184	488	386	13,944	16,002

Note 12: Right-of-use assets

Group as a lessee

The Group has lease contracts for various items of land, buildings, vehicles and other equipment used in its operations. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets and some contracts require the Group to maintain certain financial ratios.

The Group also has certain leases of vehicles with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Land and buildings \$'000	Vehicles \$'000	Other equipment \$'000	Total \$'000
Carrying amount at 1 January 2019	93,091	2,920	719	96,730
Additions during the period	14,091	502	1,051	15,644
Net termination	(5,183)	(11)	-	(5,194)
Revaluation of ROU asset	1,509	-	-	1,509
Write down	(6,302)	-	-	(6,302)
Depreciation expense	(20,777)	(944)	(454)	(22,175)
Exchange difference	75	16	1	92
Carrying amount at 28 December 2019	76,504	2,483	1,317	80,304

Set out below are the carrying amounts of lease liabilities (included under borrowings) and the movements during the period:

	\$'000
As at 1 January 2019	106,330
Additions during the period	16,028
Termination during the period	(5,752)
Payments	(19,811)
Exchange difference	102
Carrying amount at 28 December 2019	96,897

The following are the amounts recognised in profit or loss:

	2019 \$'000
Depreciation expense of right-of-use assets	22,175
Interest expense on lease liabilities	6,321
Expense relating to short-term leases	514
(Gain)/Loss on disposals & early terminations	(642)
Expense relating to leases of low-value assets (included in administrative expenses)	207
Impairment of right-of-use assets	6,963
Total amount recognised in profit or loss	35,538

The total cash outflows for leases in 2019 was \$26,132,000.

Note 13: Deferred tax assets

	28 December 2019 \$'000	29 December 2018 \$'000
Provisions	7,273	6,367
Accruals	2,383	1,689
Provisions for receivables and inventories	4,403	3,570
Lease provision	710	2,072
Plant, equipment and software	241	1,281
Lease liabilities	9,085	-
Others	4,398	5,595
Fixed assets	558	-
Intangible assets acquired	(9,810)	(10,376)
Lease assets	(8,211)	-
Net deferred tax assets	11,030	10,198
Movements:		
Opening balance	10,198	4,058
Additions through business acquisition	-	3,160
Credited / (charged) to the income statement	832	2,980
Closing balance	11,030	10,198

Note 14: Intangible Assets

Reconciliations of the carrying amounts of each class of non-current intangible assets at the beginning and end of the current financial period are set out below:

	Software \$'000	Customer Contracts \$'000	Trademarks \$'000	Total \$'000
Cost				
At 31 December 2017	28,055	41,923	229	70,207
Additions	6,906	-	-	6,906
Disposal of subsidiary	(58)	(4,197)	(159)	(4,414)
Exchange adjustments	-	8	-	8
At 29 December 2018	34,903	37,734	70	72,707
Additions	4,390	170	-	4,560
Disposals	(803)	-	-	(803)
Exchange adjustments	-	3	-	3
At 28 December 2019	38,490	37,907	70	76,467
Accumulated amortisation and impairment				
At 31 December 2017	6,372	1,397	60	7,829
Charge for the period	9,177	1,921	3	11,101
Disposal of subsidiary	(58)	(174)	-	(232)
At 29 December 2018	15,491	3,144	63	18,698
Charge for the period	7,647	1,887	4	9,538
Disposals	(736)	-	-	(736)
At 28 December 2019	22,402	5,031	67	27,500
Net book value				
At 29 December 2018	19,412	34,590	7	54,009
At 28 December 2019	16,088	32,876	3	48,967

Note 15: Goodwill

	28 December 2019 \$'000	29 December 2018 \$'000
Cost	43,314	43,245
	<u>43,314</u>	<u>43,245</u>
	28 December 2019 \$'000	29 December 2018 \$'000
Cost		
Opening	43,245	-
Acquired through business combinations	-	43,245
Exchange difference	69	-
Closing	<u>43,314</u>	<u>43,245</u>

Note 16: Trade and Other Payables

	28 December 2019 \$'000	29 December 2018 \$'000
Trade payables	214,133	190,492
Sundry creditors and accruals	50,991	43,519
Related party payables	11,648	-
Contract liabilities	6,633	-
Accrued Interest	721	449
Total payables and accrued expenses	<u>284,126</u>	<u>234,460</u>

Trade payables are non-interest bearing and are generally on terms of 30 to 90 days.

(a) Fair Value and credit risk

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

(b) Foreign exchange risk

The Group purchases inventory in local and foreign currencies. Trade payables denominated in foreign currency are recorded at the spot rate at the date of transaction and subsequently revalued at the relevant period end spot rate with any movement in the liability recognised in profit and loss.

Note 17: Cash flow information

	28 December 2019 \$'000	29 December 2018 \$'000
Cash flow reconciliation		
Reconciliation of net profit after tax to net cash flows from operations:		
(Loss) after tax from continuing operations	(60,209)	(65,322)
(Loss) before tax from discontinued operations	-	(129)
(Loss) after tax	<u>(60,209)</u>	<u>(65,451)</u>
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation	37,380	17,091
Charges to provision	12,481	2,049
Amortisation of capitalised borrowing costs	1,039	-
Non-cash employee benefits expense	-	9,010
Loss on disposal of subsidiaries	-	9,054
Bargain purchase gain on subsidiaries	-	(22,431)
Finance costs	-	(2,748)
Net unrealised foreign currency loss	2,359	30,362
Other expenses	(1,546)	-
Changes in assets and liabilities, net of the effect of disposals of subsidiaries:		
(Increase)/decrease in receivables	9,168	6,201
(Increase)/decrease in other assets	(8,192)	-
(Increase)/decrease in inventories	(9,167)	(3,315)
Increase/(decrease) in payables	49,519	44,863
(Increase)/decrease in deferred taxes	(832)	(8,318)
Increase/(decrease) in provisions	(27,919)	(11,128)
Net cash flows from operating activities	<u>4,081</u>	<u>5,239</u>

Project Quill Holding Limited
Notes to the financial statements

Note 18: Borrowings

	28 December 2019 \$'000	29 December 2018 \$'000
Current		
Lease liabilities	20,283	-
Finance Lease	-	122
	<u>20,283</u>	<u>122</u>
Non Current		
Bank Term loan	130,100	159,710
Lease liabilities	76,614	-
Related party loan	192,959	201,744
Finance Lease	-	252
Less: deferred borrowing costs	(3,203)	(4,242)
Net non-current interest bearing liabilities	<u>396,470</u>	<u>357,464</u>

On 21 March 2018, Project Quill Holding Limited, together with Project Quill I Pty Limited, OfficeMax International Pty Limited and Project Inkquill I Pty Limited (added on 24 October 2018) (all related parties of the Group and wholly owned subsidiaries of the Ultimate Parent PE QIQ Holding Limited (UK)) entered into a credit facility agreement with Bank of America Merrill Lynch and its syndicate of lenders, with the principal facility of up to \$200 million for a period of 5 years. The agreement and facility is shared with the related body corporates disclosed above.

On 21 March 2018, Project Quill IV Pty Ltd completed a revolver loan refinance with Bank of America. A drawdown of \$90,000,000 was made from the new facility with the proceeds being used to repay the term loan of \$18,666,667 and the revolver loan of \$69,425,000 with Bank of America.

The new line facility has a line of credit of \$200,000,000, which is shared with related party corporates.

The Group entered a loan on 26 May 2017 with Bank of America for a principal amount of US\$83,750,000 at a maturity date of 9 September 2020. Additional principal amounts of US\$2,000,000 were received during the 2017 year. On 8 March 2018 the Group refinanced the external loan payable of US\$85,750,000 (held with Bank of America) with a US\$87,250,000 unsecured subordinated promissory note payable to a related party of the Group.

	28 December 2019 \$'000	29 December 2018 \$'000
Financing facilities held by the Group		
At balance date access was available to the following lines of credit:		
Financing facilities	1,500	2,000
Amount used	(1,490)	(1,666)
Amount unused	10	334
Financing facilities held by the Group and related parties		
At balance date access was available to the following lines of credit:		
Financing facilities	200,000	200,000
Utilised by:		
Project Quill Holdings Limited and its controlled subsidiaries	132,743	159,710
	<u>132,743</u>	<u>159,710</u>
Amount unutilised	<u>67,257</u>	<u>40,290</u>

Note 19: Provisions

	28 December 2019 \$'000	29 December 2018 \$'000
Current		
Employee commissions	2,389	2,087
Annual leave	7,462	7,473
Long service leave	8,278	8,491
Provision for make good	1,948	2,479
Lease incentives	-	170
Onerous lease	-	396
Croxley restructuring	728	-
	20,805	21,096
Non current		
Long service leave	2,035	1,999
Onerous contracts	-	5,243
Lease incentives	-	5,749
Provision for make good	1,627	1,975
Croxley restructuring	98	-
	3,760	14,966

	Annual leave \$'000	Long service leave \$'000	Lease in- centives \$'000	Make good \$'000	Onerous lease \$'000	Employee commi- ssions \$'000	Croxy re- structuring \$'000	Total \$000
Opening balance as at 30 December 2018	7,387	10,490	6,230	4,455	5,413	2,087	-	36,062
Charged to profit or loss	12,746	1,544	-	687	(1,289)	12,189	826	26,703
Transfer to ROU assets	-	-	(5,942)	-	(3,658)	-	-	(9,600)
Paid	(12,557)	(1,749)	(80)	(1,529)	-	(11,900)	-	(27,815)
Provision written off	-	-	(122)	(74)	(485)	-	-	(681)
Foreign Currency	(114)	28	(86)	36	19	13	-	(104)
At 28 December 2019	7,462	10,313	-	3,575	-	2,389	826	24,565
Due within one year or less	7,462	8,278	-	1,948	-	2,389	728	20,805
Due after more than one year	-	2,035	-	1,627	-	-	98	3,760
Total	7,462	10,313	-	3,575	-	2,389	826	24,565

Employee entitlements

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

Onerous lease

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfill it.

Note 20: Defined benefit liability

	28 December 2019 \$'000	29 December 2018 \$'000
Present value of the obligation	(1,136)	(1,136)
Present value of plan assets	732	732
(Deficit) in the plan	(404)	(404)

These schemes are all defined benefit schemes – at least a component of the final benefit is derived from multiple of member final salary and years of membership.

The Group makes contributions to three defined benefit plans that provide benefits to employees on retirement. These schemes are included in the pooled funds that hold in trust the investments of the closed

NSW public sector superannuation schemes:

State Authorities Superannuation Scheme (SASS)

State Superannuation Scheme (SSS)

Police Superannuation Scheme (PSS)

State Authorities Non-contributory Superannuation Scheme (SANCS)

All the schemes are closed to new members

Plan assets comprise:

	2019	2018
Australian Equities	19.3%	19.3%
International Equities	31.3%	26.2%
Other	23.5%	26.7%
Property	8.7%	8.9%
Short Term Securities	8.9%	9.8%
Australian Fixed Interest	3.5%	5.6%
International Fixed Interest	4.8%	3.5%
Total	100.0%	100.0%

All Pooled Fund assets are invested by SAS Trustee Corporation at arm's length through independent fund managers. There are no amounts included in the plan assets for any financial instrument of the Group or for any property occupied by or other asset used by the Group.

Movement in the present value of defined benefit obligations:

	28 December 2019 \$'000	29 December 2018 \$'000
Defined benefit obligation at the beginning of the period	1,136	1,120
Benefits paid by the plan	-	(56)
Other net movement in defined benefit obligation	-	72
Defined benefit obligation at the end of the financial period	1,136	1,136

Note 20: Defined benefit liability (continued)

Movement in the fair value of plan assets

	28 December 2019 \$'000	29 December 2018 \$'000
Fair value of plan assets at the beginning of the period	732	769
Benefits paid by the plan	-	(56)
Other net movement in plan assets	-	19
Fair value of plan assets at the end of the financial period	732	732

Expense/ (income) recognized in profit or loss

	28 December 2019 \$'000	29 December 2018 \$'000
Expense / (income) recognised in profit and loss	-	33
Actual return on plan assets	-	11

Actuarial gain and losses recognised in other comprehensive income

	28 December 2019 \$'000	29 December 2018 \$'000
Cumulative gains / (losses) at beginning of financial period	(505)	(521)
Recognised during the period – gains / (losses)	-	16
Cumulative gains / (losses) at end of financial period	(505)	(505)

Actuarial assumptions

	28 December 2019	29 December 2018
Principal actuarial assumptions at the reporting date:		
Discount rate at 31 December	2.71%	3.89%
Expected return on plan assets at 1 January	6.9%	6.9%
Expected salary increases (excluding promotional increases)	3.2%	2.7%
Expected rate of CPI increase	1.75%	2.0%

Note 21: Contributed Equity

	2019 No. of shares	2018 No. of shares	2019 \$	2018 \$
Share capital - ordinary shares fully-paid	101	101	51,624,100	51,624,100

	No. of shares	\$
Balance at 29 December 2018	101	51,624,100
Balance at 28 December 2019	101	51,624,100

The Company does not have authorised capital or par value in respect of its issued shares. All issued shares are fully paid.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

Note 22: Capital commitments

There is \$4,340,396 of capital commitments at balance date. This relates to capital projects that had commenced but were not completed at year end.

Note 23: Related Parties Disclosure

(a) Parent entities

The Company's immediate holding company is PE QIQ Holding III Limited, the ultimate holding company is PE QIQ Holding Limited, as at 28 December 2019.

(b) Ownership interests in related parties

Information in relation to ownership interests in subsidiaries is provided in Note 24.

(c) Transactions with directors and director related entities

Remuneration of directors

There were no loans to directors in existence as at the current or prior reporting date nor were any loans granted and repaid within the current or prior period.

(d) Other transactions with key management personnel

The key management personnel compensation included in expenses for the period is as follows:

<i>In AUD</i>	28 December 2019	29 December 2018
	\$'000	\$'000
Total compensation	\$5,889	\$7,824

Key management personnel of the Group and their related parties conducted transactions with entities within the Group that occur within a normal employee, customer or supplier relationship on terms and conditions no more favourable than those which it is reasonable to expect the Group would have adopted if dealing with third parties at arm's length in similar circumstances. There were no material transactions during 2019 (2018: nil) with key management personnel or their related parties

(e) Related party transactions

	Balance Owed 2019 \$'000	Balance Owed 2018 \$'000
Loan from related parties	(193,082)	(201,744)
Interest expense accrued on related party loans	(11,648)	(3,182)
Amounts owed to related parties	(174)	(1,485)
Amounts owed from related parties	629	2,673
	Transaction amount 2019 \$'000	Transaction amount 2018 \$'000
Management fee paid to related parties	4,273	5,243
Expenses incurred in the purchase of goods or receipt of services from related parties	-	14,169
Revenue from sales of goods or provision of services to related parties	-	7,563
Expense recharge paid to/accrued for related parties	-	1,902
Finance and other costs paid to/accrued for related parties	6,950	7,633
Transaction costs paid to/accrued for related parties	-	10,276

No provision for impairment of receivables has been raised in relation to any outstanding balances, and no expense has been recognised in respect of bad or doubtful debts due from related parties.

Project Quill Holding Limited
Notes to the financial statements

Note 24: Investments in Subsidiaries

The subsidiaries listed below are held directly by the Group and the principal activity of the entities in the Group include the distribution and sale of goods and services to the office, in Australia and New Zealand:

Name of entity	Country of Incorporation	Ownership Interest %	Ownership Interest %
		2019	2018
Project Quill I Pty Limited	Australia	100	100
Project Quill II Pty Limited*	Australia	100	100
Project Quill III Pty Limited*	Australia	100	100
Project Quill IV Pty Limited	Australia	100	100
Winc Australia Holdings Pty Limited*	Australia	100	100
Winc Australia Bid Company Pty Limited*	Australia	100	100
Winc Australia Pty Limited	Australia	100	100
Corporate Express Supply Chain Pty Limited*	Australia	100	100
CE Direct Pty Limited*	Australia	100	100
Corporate Express Employee Share Plan Company Pty Limited*	Australia	100	100
Restructure (Vic) Pty Limited*	Australia	100	100
Teacher Direct Limited *	New Zealand	100	100
The Educational Experience Pty Limited	Australia	100	100
Project Inkquill I Pty Ltd	Australia	100	100
Project Inkquill II Pty Ltd	Australia	100	100
Project Inkquill (NZ) I	New Zealand	100	100
OfficeMax Holdings Limited	New Zealand	100	100
Croxley Stationery Limited	New Zealand	100	100
OfficeMax New Zealand Limited	New Zealand	100	100
New Zealand Office Products Limited*	New Zealand	100	100
OfficeMax International Pty Limited	Australia	100	100
OfficeMax Australia Limited	Australia	100	100
Milford Global Pty Ltd	Australia	100	100
Australia Associated Packaging Pty Limited*	Australia	100	100

* Indicates the subsidiary is a dormant entity, a holding entity or an employee share plan trustee company.

Note 24: Investments in Subsidiaries (continued)

Details of the Group's material subsidiaries registered office at the end of the reporting period are as follows:

Name of entity	Registered Office
Project Quill I Pty Limited	Tower One - International Towers Sydney, 100 Barangaroo Avenue, NSW, 2000, Australia
Project Quill IV Pty Limited	Tower One - International Towers Sydney, 100 Barangaroo Avenue, NSW, 2000, Australia
Winc Australia Holdings Pty Limited*	163 O'Riordan St Mascot NSW 2020, Australia
Winc Australia Bid Company Pty Limited*	163 O'Riordan St Mascot NSW 2020, Australia
Winc Australia Pty Limited	163 O'Riordan St Mascot NSW 2020, Australia
Corporate Express Supply Chain Pty Limited*	163 O'Riordan St Mascot NSW 2020, Australia
CE Direct Pty Limited*	163 O'Riordan St Mascot NSW 2020, Australia
Corporate Express Employee Share Plan Company Pty Limited*	163 O'Riordan St Mascot NSW 2020, Australia
Teacher Direct Limited *	49 Waiouru Road, Highbrook Business Park, Auckland, 2013 New Zealand
The Educational Experience Pty Limited	49 Oakdale Road, Gateshead, NSW 2290, Australia
OfficeMax International Pty Ltd	163 O'Riordan St Mascot NSW 2020, Australia
OfficeMax Australia Limited	163 O'Riordan St Mascot NSW 2020, Australia
Milford Global Pty Ltd	Building 3, Level 1, 658 Church Street Richmond Victoria 3121 Australia
Australia Associated Packaging Pty Limited	163 O'Riordan St Mascot NSW 2020, Australia
Project Inkquill I Pty Limited	Tower One - International Towers Sydney, 100 Barangaroo Avenue, NSW, 2000, Australia
Project Inquill II Pty Limited	Tower One - International Towers Sydney, 100 Barangaroo Avenue, NSW, 2000, Australia
Project Inquill (NZ) I	Level 22, Vero Centre, 48 Shortland Street, Auckland 1010 New Zealand
OfficeMax Holdings Limited	30 Sir Woolf Fisher Drive East Tamaki, Auckland 2013 New Zealand
Croxley Stationery Limited	30 Sir Woolf Fisher Drive East Tamaki, Auckland 2013 New Zealand
OfficeMax New Zealand Limited	30 Sir Woolf Fisher Drive East Tamaki, Auckland 2013 New Zealand
New Zealand Office Products Limited*	30 Sir Woolf Fisher Drive East Tamaki, Auckland 2013 New Zealand

* Indicates the subsidiary is a dormant entity, a holding entity or an employee share plan trustee company.

Note 25: Financial instruments – fair values and risk management

Financial risk management objectives

The Group's principal financial instruments comprise bank loans and other borrowings and cash. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and payables, which arise directly from its operations.

The Group's principal financial instruments comprise cash and short-term deposits, receivables, payables, interest bearing liabilities, and other financial liabilities. The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk.

The main risks arising from the Group's financial instruments are liquidity risk, interest rate risk, credit risk and foreign currency risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group uses long-term debt finance.

Interest rate risk

The Group is exposed to interest rate risk because the entities in the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings, and by the use of interest rate swap contracts and forward interest rate contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

Credit risk

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Foreign currency risk

The Group is exposed to currency risk on foreign currency risk mainly on borrowings denominated in a currency other than the functional currency of the respective group risk. The major currency giving rise to currency risks is the US dollar. However the borrowings in US dollar is long term, only interest is paid monthly.

Note 26: Subsequent events

Subsequent to end of the financial year, the COVID-19 outbreak was declared a pandemic by the World Health Organization in March 2020.

We have seen an impact on our business to date and we are expecting this will change over the coming months. The outbreak and the response of Governments in dealing with the pandemic is interfering with general activity levels within the community, the economy and the operations of our business. The scale and duration of these developments remain uncertain as at the date of this report.

It is not possible to estimate the impact of the outbreak's effects or Governments' varying efforts to combat the outbreak and support businesses into 2021. We have however, included further information in Note 1(A) in respect of the basis of preparation of the financial statements in respect of going concern.

The financial statements have been prepared based upon conditions existing at 28 December 2019 and considering those events occurring subsequent to that date, that provide evidence of conditions that existed at the end of the reporting period. As the outbreak of COVID-19 occurred after 28 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at 28 December 2019 for the impacts of COVID-19.

There were no other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

Note 27: Contingent Liabilities

The Group is subject to litigation in the ordinary course of operations. The Group does not believe that it is engaged in any legal proceedings for which provision has not been made which would be likely to have a material effect on its business, consolidated statement of financial position or consolidated statement of profit or loss.

Note 28: Auditors Remuneration

The auditor of the Group is Ernst & Young Australia.

	2019 \$'000	2018 \$'000
Amounts received or due and receivable by Ernst & Young Australia for:		
An audit or review of the financial report of the entity and any other entity in the consolidated group	1,063	968
Other services in relation to the entity or any other entity in the Group:		
Tax compliance	494	195
Total auditors remuneration	1,557	1,163

Project Quill Holding Limited
Separate Financial Statements
Company statement of financial position

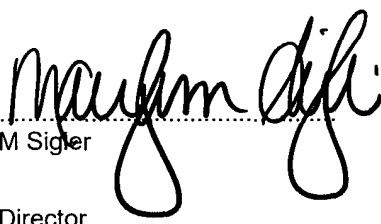
		28 December 2019 \$'000	29 December 2018 \$'000
Assets			
Non-current assets			
Trade and other receivables	31	-	-
Fixed asset investment	30	85,583	85,583
		85,583	85,583
Current assets			
Cash and cash equivalents		135	250
Trade and other receivables	31	1,967	5,587
		2,102	5,837
Total assets		87,685	91,420
Liabilities			
Non-current liabilities			
Loans and borrowings		53,388	52,475
		53,388	52,475
Current liabilities			
Trade and other liabilities	32	6,219	4,003
		6,219	4,003
Total liabilities		59,607	56,478
Net assets/(liabilities)		28,078	34,942
Share capital	33	51,625	51,625
Retained deficit		(23,547)	(16,683)
Total equity		28,078	34,942

Profit for the year

As permitted by Section 408 of the Companies Act 2006 the Company has elected not to present to present its own profit loss account for year. Project Quill Holding Limited reported a loss for the period ended 28 December 2019 \$6,864,000 of (2018: \$15,244,000).

The only employees of the Company are the Directors who are not remunerated through the Company.

The financial statements on were approved and authorised for issue by the board of directors and were signed on its behalf by:


M Sigler
Director

Date: 28 April 2020

Project Quill Holding Limited
Separate Financial Statements
Company Statement of Changes in Equity

	Share Capital \$'000	Retained deficit \$'000	Total Equity \$'000
As at 31 December 2017	-	(1,439)	(1,439)
Comprehensive income for the period			
Loss for the period	-	(15,244)	(15,244)
Total comprehensive income for the period	-	(15,244)	(15,244)
Contributions by and distributions to owners			
Issue of share capital	51,625	-	51,625
Total contributions by and distributions to owners	51,625	-	51,625
As at 29 December 2018	51,625	(16,683)	34,942
As at 30 December 2018	51,625	(16,683)	34,942
Comprehensive income for the period			
Loss for the period	-	(6,864)	(6,864)
Total comprehensive income for the period	-	(6,864)	(6,864)
Contributions by and distributions to owners			
Issue of share capital	-	-	-
Total contributions by and distributions to owners	-	-	-
As at 28 December 2019	51,625	(23,547)	28,078

Note 29: Significant accounting policies

Please refer to Note 2 for full details of the Company's incorporation, registered office, operations and principal activity.

Please refer to Note 23 regarding the Company's ultimate controlling party.

The separate financial statements of the Company are prepared as required by the Companies Act 2006. The Company meets the definition of a qualifying entity under FRS101 (Financial Reporting Standard 101) Issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS101 (Financial Reporting Standard 101) 'Reduced disclosure Framework' as issued by the Financial Reporting Council.

As permitted by FRS101, the Company has taken advantage of the disclosure exemptions available under that Standard in relation to share-based payments, financial instruments, capital management, presentation of a cash flow statement and certain related party transactions. Where required, equivalent disclosures are given in the Group financial statements except as noted below. These have been applied consistently throughout the year.

Note 30: Fixed asset investments

Fixed asset investments in subsidiaries and associates are shown at cost less provision for impairment.

	29 December 2019 \$'000	29 December 2018 \$'000
Assets Cost		
Opening	85,583	40,000
Additions	-	45,583
Closing	85,583	85,583
Net book value	85,583	85,583

Details of the principal subsidiaries can be found in Note 24 of the Consolidated financial statements of the Group.

Note 31: Trade and other receivables

	28 December 2019 \$'000	29 December 2018 \$'000
Other receivables	1,967	5,587
Total trade and other receivables	1,967	5,587
Less: current portion - other receivables	(1,967)	(5,587)
Total current portion	(1,967)	(5,587)
Total non-current portion	-	-

Note 32: Trade and other payables

	28 December 2019	29 December 2018
	\$'000	\$'000
Trade and other payables		
Other payables	6,219	4,003
Accruals	-	-
Total financial liabilities, excluding loans and borrowings, classified as financial liabilities measured at amortised cost	6,219	4,003
Less: current portion - other payables	(6,219)	(4,003)
Total current portion	(6,219)	(4,003)
Total non-current position	-	-

On 21 March 2018, Project Quill Holding Limited, together with Project Quill I Pty Limited, OfficeMax International Pty Limited and Project Inkquill I Pty Limited (added on 24 October 2018) (all related parties of the Group and wholly owned subsidiaries of the Ultimate Parent PE QIQ Holding Limited (UK)) entered into a credit facility agreement with Bank of America Merrill Lynch and its syndicate of lenders, with the principal facility of up to \$200 million for a period of 5 years. The agreement and facility are shared with the Company and its related bodies corporate disclosed above

Note 33: Share capital

Details of share capital are included in Note 21 of the Consolidated financial statements of the Group.

Note 34: Subsequent Events

Details of events after the reporting date are included in Note 26 of the Consolidated financial statements of the Group.