

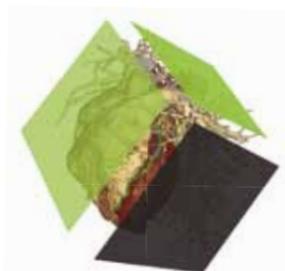
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2012

ANNUAL REPORT

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HIGHLIGHTS 2011–2012

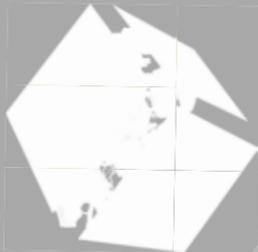
FINANCIAL SUMMARY

- ▶ Profit after tax of \$1.79 million – up 256.1%
- ▶ Revenue of \$14.39 million – up 2.3%
- ▶ Cash reserves of \$5.19 million – increase of 59.2%
- ▶ Company remains debt free
- ▶ Dividend of 1.5c per share – fully franked

BUSINESS HIGHLIGHTS

- ▶ New Management Team
- ▶ Increase in Visage 7 product sales – up 50.2%
- ▶ Release of New RIS Technology Platform in August 2012
- ▶ Sale of Amira business for €12.1M

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CEO & CHAIRMAN'S LETTER



Dr Sam Hupert



Peter Kempen

Dear Shareholders,

The 2012 financial year saw the beginning of the company's turnaround after a difficult 2011. Whilst sales were still impacted by delays in the release of our new RIS technology platform, profit increased from \$.5M to \$1.79M due to a number of factors including ongoing cost reduction in the US. This, combined with increased cash reserves, has enabled the company to resume distributing dividends with the company declaring a .5c interim and a 1c final dividend both of which were fully franked.

During the year significant progress was made on the development of the company's new RIS technology platform however last minute delays in releasing the product impacted new sales, particularly in Australia. The company is pleased to announce that the new RIS technology platform was commercially released in late August after it had been operating successfully in a fully comprehensive radiology practice for over a month. The new product was showcased at the recent RANZCR conference in Sydney in early September and feedback from client demonstrations has been very positive. This, plus the initial orders we have received for the new technology has confirmed our belief that this new system represents a quantum improvement over anything currently in the market.

The company has also continued investing in ongoing R & D of the Visage 7 suite of products which, based on the company's unique thin client technology, combines conventional 2D x-ray imaging with the new 3D volume rendering of

images. Despite difficult trading conditions in both Europe and the US, sales of Visage technology have increased steadily over the past year.

Our aim has always been to integrate our new RIS technology platform with visage 7.0 thereby creating the first fourth-generation end-to-end single-vendor 'thin client' PACS/RIS solution in the market. With the release of our new technology platform in August we believe we are now positioned to achieve this aim enabling us to address the needs of a much broader market which includes both private imaging groups and hospitals of all sizes in the three global regions we service.

Over the past year we have seen increased adoption of a pay per use pricing model. Whilst this does not have the same degree of upfront payment as an outright purchase (capital) model, it provides a growing revenue stream which longer term will provide greater predictability of future earnings.

The company continues to see the benefits resulting from management changes made late in 2010 with the return of Dr Sam Hupert as CEO as well as the new management structure put in place in North America in 2011. We anticipate these will continue to be instrumental in maintaining the company on a long term course of profitable growth.

Pro Medicus has cash of \$5.19 million as at the end of June 2012, up from \$3.26 million in June 2011 an increase of 59.2%. This provides sufficient reserves to fund the anticipated growth of the business from internal sources. The company remains debt free.

In June of 2012 the company announced the sale of the Amira business to French company Visualization Sciences Group (VSG) which was completed in July for a sum of €12.1 million. Whilst the loss of Amira revenue will be felt initially, your directors believe this was our best opportunity to maximise the value of the Amira asset whilst at the same time provide the company with a high degree of balance sheet flexibility. Proceeds from the Amira sale will also provide significant additional resources to grow the base for the company's Radiology Practice Management and Visage 7@ suite of products.

The company was pleased to acknowledge the inspirational legacy of our founding chairman Mel Ward AO who passed away in late 2010 with the inaugural presentation of the Mel Ward scholarship awarded annually to the two most promising students studying for their Masters of Telecommunications Engineering at the University of Melbourne's School of Engineering.

We would also like to express our sincere thanks to our fellow directors and to the energetic team we have at both Pro Medicus and Visage Imaging, each of whom has contributed to a year that will put us on a solid path for the future.

Yours faithfully,

Peter Kempen
 CHAIRMAN

Dr Sam Hupert
 CHIEF EXECUTIVE OFFICE

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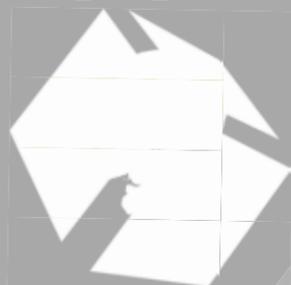
**YEAR
 ENDED
 30 JUNE 2012**

All figures in \$A thousands unless otherwise stated

	2012 \$'000	2011 \$'000
Revenues from Continuing Operations	11,379 +1.8%	11,180
Revenues from Discontinued Operations (Amira)	3,013 +4.3%	2,890
Total Revenues	14,392 +2.3%	14,070 -27.7%
Operating Profit Before Interest and Income Tax	2,525 +321.5%	599 -88.9%
Net Profit After Tax	1,791 +256.1%	503 -87.2%
Total Assets 30 June	23,144	23,108
Shareholders' Funds 30 June	16,002	15,198
Net Tangible Assets per Share at 30 June (cents)	5.0	2.0
Earnings per Share (cents)	1.8 +260.0%	0.5 -87.2%

FINANCIAL
SUMMARY

PRO MEDICUS IS A LEADING PROVIDER OF IT PRODUCTS AND SERVICES TO THE HEALTHCARE INDUSTRY. WORKING TOGETHER WITH OUR CLIENTS WORLDWIDE, PRO MEDICUS IS HELPING TO SOLVE OUR CLIENT'S DAILY CHALLENGE OF DELIVERING IMPROVED LEVELS OF HEALTH CARE BY MAKING SURE OUR USERS HAVE THE RIGHT INFORMATION AT THE RIGHT TIME, AND ARE ABLE TO PUT IT TO USE IN THE MOST EFFICIENT MANNER. BUILDING ON OUR CLINICAL AND PRACTICE WORKFLOW EXPERTISE, WE HAVE FOUND INCREASINGLY INNOVATIVE WAYS TO DELIVER VALUE TO OUR CLIENTS.



BUSINESS BACKGROUND

In February of 2009, the company acquired Visage Imaging in the US which has expanded the Pro Medicus product portfolio into the clinical imaging space as well as providing the company with its own presence in both Europe and the US.

The suite of Pro Medicus solutions which previously comprised of practice management, e-health and digital imaging integration products now includes 2-D and 3D digital radiology (PACS) and advanced visualisation clinical products plus a comprehensive range of services centred on the company's numerous offerings. These include training and installation, hardware configuration and ongoing technical and end user support.

In addition to the 2-D PACS and 3-D/advanced visualisation products, the Visage Imaging acquisition brought with it a number of other revenue streams including OEM (original equipment manufacturer) and dealer relationships as well as to the Amira business which provides a 3-D imaging toolkit to educational and research institutions in the life sciences field throughout the world.

The activities of Pro Medicus in the financial year ending June 30, 2012 can be characterised by the following revenue streams:

Radiology Information Systems (RIS)/Practice Management

The business consists of a range of integrated software applications and services that are designed to aid the management of medical practices. The primary products in this area include medical accounting, clinical reporting, appointments/scheduling and marketing/management information applications. Services include network design and implementation, hardware sourcing and configuration, staff and management training and ongoing technical and end user support.

E-health

Pro Medicus' Internet-based e-health offering, promedicus.net, enables referring doctors to receive encrypted clinical reports via the Internet to a centralised "In-Tray" run on a doctor's computer. These reports are then electronically incorporated into the patients' medical record, doing away with the need for double handling or manual filing. Over 26,000 Australian doctors are registered users of promedicus.net.

Integration products

Digital Radiology or PACS (Picture Archive and Communication Systems) radiology images are acquired digitally and viewed on high-resolution monitors without the need to convert the images to x-ray film. Images, clinical documents and the subsequent diagnostic report are stored and linked electronically.

Pro Medicus has developed a range of highly modular integration products which provide a seamless interface between the Pro Medicus

system and a number of 3rd party PACS/digital imaging products allowing large diagnostic imaging providers to incrementally implement this technology across their enterprise. Revenue is generated from the sale of software licenses for the integration modules, implementation services and ongoing support.

3-D Advanced Visualisation

Advanced visualisation allows CT and MRI images to be reconstructed in 3D and 4D (3D with motion). A growing number of specialist areas are being revolutionised by this technology including cardiology, where it provides 3-D reconstruction of coronary arteries from high definition CT images, PET CT (oncology) and advanced areas of stroke treatment and neuro-radiology. This product can be interfaced to a broad range of third-party PACS Systems is sold as a 3-D "plug in". Revenue is derived by sale of licences and ongoing support.

The Visage 7 Enterprise Viewer

The Visage 7 Enterprise Viewer combines the 3D/4D and advanced visualisation capabilities with the full gamut of 2D reading functionality creating a truly unique thin client streaming Universal viewing platform that enables radiologist to read anything from a 2-D chest x-ray to a complicated 3-D cardiac study all within the one viewer. The Enterprise viewer can be interfaced with a broad range of third party image archiving and distribution products. These include other 3rd party PACS systems upon which Visage technology can be overlaid as well as the growing industry

trend for vendor neutral archives (VNA). Traditionally revenue for this product has been generated from sale of licences and ongoing support however we are seeing the increased adoption of a pay per use licensing model which is helping to build growing annuity revenue streams for the company in both the US and Europe.

Visage 3D PACS

As a result of the extensive R & D undertaken post the Visage Imaging acquisition, the company now has its own comprehensive 2D-3D / PACS offering which combines the Visage 7 Enterprise Viewer with the ability to store and archive radiological images creating one of the world's first "3-D PACS". The company is now selling this solution in Australia, North America and select countries within Europe.

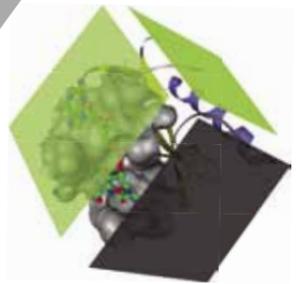
Due to the highly modular nature of our product offering, Visage technology can be successfully deployed in the vast majority of radiology environments including private imaging centres, remote reading/teleradiology groups as well as community and large teaching hospitals opening up markets previously not available or only partially accessible to us.

Life Sciences — Research

Amira, acquired as part of Visage Imaging, is a division that sells software toolkits via a Web store to universities and research institutions working in the life sciences area. The product enables these institutions to produce complex 3-D models via the toolkit. Revenue is derived from the sale of the licences and ongoing support contracts.

The Amira business was sold to Visualization Sciences Group (VSG) in July for a sum of €12.1 million.

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GLOBAL
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TEAM

Key Personnel



Danny Tauber
 General Manager
 Australia

After graduating in 1986 Danny Tauber started his career with chartered accountants Warnocks gaining experience in taxation and general accounting. He then started his own property development company and spent a number of years gaining project management and general finance skills. An interest in IT led Danny into the computer industry where he worked for a company producing hotel management systems. Danny joined Pro Medicus in 1993 and has been with the company 19 years. Danny has progressed through the company to his current position of General Manager — Australia which he assumed on the 1st of January 2011.



Malte Westerhoff
 General Manager
 Europe

Malte Westerhoff is the General Manager for Visage Imaging GmbH, the European branch of Visage Imaging. He is also the Chief Technical Officer and is responsible for product management and the R&D groups of Visage Imaging globally. He has more than ten years of experience in medical imaging and software development, holding positions in research and industry. Dr. Westerhoff holds a master's degree in physics from Technical University, Berlin, and a PhD in computer science and mathematics from Free University, Berlin. Mr. Westerhoff is one of the founders of Indeed - Visual Concepts GmbH and author and co-author of many scientific papers in scientific visualization and high-performance computing as was instrumental in developing many of the patented and patent pending technologies that form the basis of Visage Imaging's product portfolio. Prior to joining the Pro Medicus group, he has served at Mercury Computer Systems and Indeed — Visual Concepts in senior positions. Before that, he has worked at Zuse Institute Berlin (ZIB) as scientist in brain research.



Brad Levin
 General Manager
 North America
 & Global Vice President of Marketing

Brad Levin's broad experience has spanned a variety of leadership roles, including government, consulting, and marketing. While in government, Brad worked as a PACS subject matter expert for the renowned US Department of Defence's Digital Imaging Network—Picture Archiving and Communications System (DIN-PACS) initiative, as well as consulting for top healthcare institutions across the US.

After leaving his consulting role, Brad went on to spearhead marketing for two web-based PACS start-ups, first AMICAS, and then Dynamic Imaging. Both firms experienced rapid commercial growth leading to acquisition, by Vitalworks and GE Healthcare, respectively. In his most recent role prior to Visage, Brad was GE Healthcare's commercial Marketing Director, where he had radiology and cardiology marketing responsibility for their RIS, PACS and CVIT product portfolios. Most recently, Brad published articles in 2012 editions of the Journal of Digital Imaging and the SIIMshare Blog, continuing his influential voice in the world of imaging.

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IN ADDITION TO THE MELBOURNE-BASED AUSTRALIAN OPERATION AND HEAD OFFICE, THE COMPANY HAS TWO OFFSHORE OFFICES:

Visage GmbH Berlin

This is the company's European headquarters and houses 41 staff, the majority which are involved in product research and development and ongoing product support. This office also forms the base of the company's European operations including order administration and both direct and indirect sales activities.

Visage Imaging Inc San Diego

This is the company's US headquarters and is the base for 10 staff who are involved in sales, marketing, training/implementation and applications support for both the Visage Imaging offerings and the existing Pro Medicus products.

Australia

The Australian business recorded fewer than anticipated sales largely due to last minute delays in the release of the company's new technology platform which was commercially released in August 2012. These delays also impacted sales of Visage technology as groups looked to purchase fully integrated Practice Management / Digital Imaging solutions. Sales are expected to improve now that the company's new technology platform has been released.

E-health revenues were slightly down, but overall this segment held up very well in a highly competitive environment.

United States

The group employs 10 people in North America to fulfill the sales marketing and professional services roles. Revenue from North America declined by 3.8% compared to the previous year much of this decline attributable to currency fluctuations. The company made a number of changes in the group's US management and operations during the past year including a significant decrease in overall running costs. These include the appointment of a new technical director/head of customer experience. The US also extended its market reach with the sale of the Visage 7 Enterprise Viewer to a key client in the rapidly growing remote reading/teleradiology market. The company believes these changes will have a positive impact on the performance of the North American division.

Europe

Revenue from our European operations increased by 24.6% compared to the previous year making it a solid contributor to our overall result despite the increasingly difficult business environment in this region. This was primarily due to the increased revenue from OEM, Amira and some direct sales. Whilst in the short term revenues may be impacted due to the sale of Amira, we remain optimistic about the future growth potential in Europe which we believe will come about by alliances with new business partners and a stronger focus on direct sales.

THE MEL WARD SCHOLARSHIP IS AWARDED ANNUALLY TO TWO HIGH ACHIEVING STUDENTS UNDERTAKING THE ONE YEAR MASTER OF TELECOMMUNICATIONS ENGINEERING COURSE AT MELBOURNE UNIVERSITY FACULTY OF ENGINEERING.

THE SCHOLARSHIP HAS BEEN ESTABLISHED IN MEMORY OF MEL WARD AO THE COMPANY'S FOUNDING CHAIRMAN WHO PASSED AWAY IN OCTOBER OF 2010.



2011-2012

REVIEW

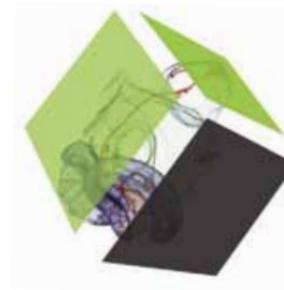


Muhammad Usman receiving the inaugural Mel Ward scholarship from Dr Sam Hupert Pro Medicus CEO.



INTO THE FUTURE

THE BOARD AND MANAGEMENT BELIEVE THE COMPANY IS WELL POSITIONED TO BUILD ON THE SOLID PROGRESS IT HAS MADE THROUGHOUT THE 2012 FINANCIAL YEAR. DESPITE DIFFICULT TRADING CONDITIONS IN NORTH AMERICA AND EUROPE, IT IS ANTICIPATED THAT THE NEW RIS TECHNOLOGY PLATFORM COUPLED WITH THE EXPANDED VISAGE PRODUCT SUITE WILL PROVIDE THE COMPANY WITH THE FOUNDATION FOR GROWTH IN ITS THREE KEY MARKETS HELPING OFFSET THE EXPECTED DECREASE IN REVENUE DUE TO THE SALE OF THE AMIRA BUSINESS.



Key factors predicted to drive growth include:

Expanded geographical footprint

The company is looking to build on its presence in North America and Europe as well as consolidate its position in Australia. In Europe and America, we believe our strategy of developing direct sales and complementary third party business channels will result in an increasing proportion of the company's revenues being generated in these regions.

New fully integrated product offering

With the release of our new RIS technology platform in August of this year, we have now fulfilled our aim of fully integrating our new RIS/ Practice Management platform with our leading edge Visage 7.0 suite of products thereby creating the first fourth-generation, end-to-end single-vendor 'thin client' PACS/RIS solution in the market. This comprehensive suite of products will enable us to address the needs of a much broader market which includes both private imaging groups and hospitals of all sizes in the three global regions we service.

Multiple channels and licencing models

In both the European and North American markets, the company has adopted a hybrid approach of direct and indirect channels to market. The company looks to continue to

enhance its business partner and third party channels thereby availing itself of a cost-effective means of product distribution in areas not addressable by a direct sales force.

The company believes that the trend towards a pay per use licensing model will continue to increase as more and more clients opt for an operational model. This has the potential to build growing annuity revenue streams to supplement the upfront capital licence model that has traditionally been used.

Release of New Technology

The company has now released its New Technology RIS Platform. This platform, the culmination of over four years of intense R & D effort will see Pro Medicus cement its position at the forefront of radiology information system (RIS) and practice management technology. A key feature of this technology is the ability for clients to configure business-specific workflow and rules to suit their needs without the need to customize the program, a new concept for the radiology industry.

The company will also continue to make significant investments in R&D for its flagship Visage 7 suite of products which it believes will further help differentiate our offering in both the PACS and 3-D advanced visualisation space.

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FINANCIAL STATEMENTS

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DIRECTORS' REPORT

THE NAMES AND DETAILS OF THE COMPANY'S DIRECTORS IN OFFICE DURING THE FINANCIAL YEAR AND UNTIL THE DATE OF THIS REPORT ARE AS FOLLOWS:



Peter Terence Kempen
F.C.A, F.A.I.C.D
Chairman

Peter Kempen joined Pro Medicus as a Director on 12 March 2008. He is Chairman of Ivanhoe Grammar School and Chairman of Australasian Leukaemia and Lymphoma Group. He is also a Director of the Yara Pilbara group of companies.

Peter has previously been Chairman of Patties Food Limited, Chairman of Danks Holdings Limited and Managing Partner of Ernst & Young Corporate Finance Australia.

Peter is a Fellow of the Institute of Chartered Accountants in Australia and a Fellow of the Australian Institute of Company Directors.

Peter became Chairman in August 2010 before which he served as a non executive Director of the company.

Peter is also Chairman of the audit committee.



Dr Sam Aaron Hupert
M.B.B.S.
Managing Director and Chief Executive Officer

Co-founder of Pro Medicus Limited in 1983, Sam Hupert is a Monash University Medical School graduate who commenced General Practice in 1980. Realising the significant potential for computers in medicine he left general practice in late 1984 to devote himself full time to managing the Group.

Sam served as CEO from the time he co-founded the company until October 2007 at which time he stepped down to become an executive director. Sam resumed full time CEO activities in October of 2010.



Anthony Barry Hall
B.Sc. (Hons), M.Sc.
Executive Director and Technology Director

Co-founder of Pro Medicus Limited in 1983, Anthony Hall has been principal architect and developer of the core software systems. His current role is to oversee product development and plan the future technical direction of the Group.



Roderick Lyle
LL.B., B.Com, LL.M (Lond),
MBA (Melb)
Non Executive Director

Roderick joined Pro Medicus Limited as a Director on 23 November 2010. He is a Senior Partner of Clayton Utz and is former Managing Partner of the Melbourne office.

Roderick is a member of the Law Institute of Victoria, a member of the Law Society of New South Wales and a member of the Law Society London.

Roderick is recognised as one of Australia's leading commercial lawyers. He has been a key advisor in a large number of significant mergers and acquisitions and equity capital markets transactions. Roderick also serves on the audit committee.



Clayton James Hatch
B.Comm, ASA
Chief Financial Officer and Company Secretary

Clayton was appointed Company Secretary on 1 July 2009.

Clayton has strong experience in financial and management accounting having worked in a Finance role for several years. Clayton joined Pro Medicus in June 2008 and has progressed through the company to his current position of Chief Financial Officer which he assumed on the 1st July 2012.

INTERESTS IN THE SHARES AND OPTIONS OF THE COMPANY

As at the date of this report, the interests of the directors in the shares and options of the Company were:

	Ordinary Shares	Options over Ordinary Shares
A. B. Hall	30,068,500	NIL
S. A. Hupert	30,072,660	NIL
P. T. Kempen	328,082	200,000
R. Lyle	100,000	200,000

EARNINGS PER SHARE

	Cents
Basic earnings per share	1.8
Diluted earnings per share	1.8

DIVIDENDS

ORDINARY SHARES	CENTS	\$'000
Final dividends recommended:		
Normal dividend plan	1.0	1,002
Dividends paid in the year:		
Interim for the year	0.5	501
Final dividend for 2011 shown as recommended in the 2011 report:		
Normal dividend plan	-	-

OPERATING AND FINANCIAL REVIEW

Corporate Structure

Pro Medicus Limited is a company limited by shares that is incorporated and domiciled in Australia.

Nature of operations and principal activities

The principal activities of the Group during the year were the supply of product and services to diagnostic imaging groups and a broad range of entities predominately within the private medical market. These products and services include:

- ▶ Innovative proprietary medical software for practice management (RIS);
- ▶ Training, installation and professional services;
- ▶ After sale support and service products;
- ▶ Promedicus.net secure email; and
- ▶ Digital radiology integration products

In January 2009, Pro Medicus Limited acquired Visage Imaging Inc (US operations) and Visage Imaging GmbH (Germany Operations) from Mercury Computer Systems in the US. The acquisition was funded from cash reserves.

This acquisition of Visage Imaging has enabled the group to significantly broaden its product offering to now include:

- ▶ Innovative clinical software that provides radiologist with advanced visualisation capability for viewing 3-D and 4-D images;
- ▶ PACS/Digital imaging software that is sold both direct and to original equipment manufacturers (OEM).

- ▶ Training, installation and professional services;
- ▶ Support and service products;
- ▶ The sale of advanced visualisation toolkits to academic and research institutions (Amira).

The acquisition of Visage Imaging in January 2009 saw the group extend its R&D base to Europe where the bulk of the R&D for the Visage Imaging product set is carried out. The company has continued development of the Visage 7.0 product line throughout the period.

REVIEW AND RESULTS OF OPERATIONS

Investment Activities

Surplus funds are invested by the Group in a cash management account to maximise the interest return.

Performance Indicators

Management and the Board monitor overall performance, from the strategic plan through to the performance of the Group against operating plans and financial budgets.

The Board, together with management, have identified key performance indicators (KPIs) that are used to monitor performance. Key management monitor these KPIs on a regular basis and Directors receive appropriately structured board reports for review prior to each monthly Board meeting allowing them to actively monitor the Group's performance.

Dynamics of the Business

Australia

The group employs 28 people in Australia who undertake research and development of Pro Medicus products as well as sales and service/support functions.

The group's Australian revenue declined over the period by 6.75%

due to delays in commercialisation of the company's new RIS technology platform to market.

Promedicus.net, the company's e-health offering, continued to hold its strong market position recording revenue of \$1.75 million despite increasing competition.

North America

The group employs 10 people in North America to fulfil the sales marketing and professional services roles. Revenue from North America declined by 3.8% compared to the previous year. The company made a number of changes in the group's US management and operations during the past year including a significant decrease in overall running costs. The company believes these changes will have a positive impact on the performance of the North American division.

Europe

Pro Medicus established a presence in Europe with the acquisition of Visage Imaging GmbH in late January 2009. The group has 41 employees in its Berlin office who undertake research and development of Visage Imaging products worldwide as well as sales, marketing and service/support functions for the group's

European operations. Revenue from our European operations increased by 24.6% compared to the previous year.

Financials

Full year revenue from continuing operations, rose from \$11.18 million to \$11.38 million, an increase of 1.8% with net margin as defined by profit before tax to revenue from operating activities rising from (9.0%) to 9.0%.

Profit after tax for the period was \$1.79 million an increase of 256.1% from the previous year reflecting higher margins and decreased ongoing costs.

Shareholder Returns

The directors are confident that the holdings of reserve cash is sufficient to underpin the development and expansion needs of the company as the business looks to increase its penetration of existing markets and new product development.

The company has maintained cash holdings and the increased return on net assets and equity as shown in the table below reflects the increased level of profit in the current period.

	2012	2011	2010	2009	2008
Basic earnings per share — reported (cents)	1.8	0.5	3.9	5.1	7.9
Return on assets (%)	11.3	3.0	23.8	33.4	57.9
Return on equity (%)	11.2	3.3	23.5	38.5	50.4
Dividend payout ratio (%) — normal dividend plan	84.0	0.0	51.2	59.0	75.8
Dividend payout ratio (%) — total dividend	84.0	0.0	51.2	59.0	75.8
Available franking credits (\$'000)	2,638	2,921	4,821	4,042	5,516

Investments for Future Performance

The Company will continue to direct resources into the development of new products and is committed to the continued development of its new RIS technology platform as well as the ongoing development of the Visage Imaging range of products.

It is anticipated that this strategy of ongoing development will continue to position Pro Medicus as a market leader and enable the group to leverage its expanded product portfolio and geographical spread.

The Group remains committed to providing staff with access to appropriate training and development programs, together with the resources to complete their duties.

The directors express their gratitude for the efforts of the management team and all employees in achieving this year's result.

REVIEW OF FINANCIAL CONDITION

Capital Structure

The company has a sound capital structure with a strong statement of financial position, with no debt.

Treasury Policy

With the increase in overseas operations there is an increased currency risk as a consequence of contracts written in and cash being held in foreign currencies. Whilst this is offset to a degree by having operations in North America and Europe, this change in risk profile has been noted by the board and action is being taken to manage this risk.

The treasury function, co-ordinated within Pro Medicus Limited, is limited to maximising interest return on surplus funds and managing currency risk. The treasury operates within policies set by the Board, which is responsible for ensuring that management's actions are in line with board policy.

Cash from Operations

Net cash flows from operating activities for the current period was a positive \$5.57m, with receipts from customers totalling \$16.11m compared with payments of \$8.72m to suppliers and employees. The group continued to hold total cash assets of \$5.19 million and increase of 59.5% from last year.

Liquidity and Funding

The Group is cash flow positive, has adequate cash reserves and has no overdraft facility. Sufficient funds are held to finance operations.

Risk Management

The Company takes a proactive approach to risk management. The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that the Group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The Company believes that it is crucial for all Board members to participate in this process, as such the Board has

not established separate committees for areas such as risk management, environmental issues, occupational health and safety or treasury.

The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- ▶ Board approval of strategic plans, which encompass the company's vision, mission and strategy statements, designed to meet stakeholder needs and manage business risk;
- ▶ Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets, including the establishment and monitoring of KPIs; and
- ▶ Overseeing of appropriate backup procedures for important company data
- ▶ Routine review by key executives of its established Quality Assurance program and corrective action recommendations stemming from it

Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of Pro Medicus Limited support and have adhered to the principles of good corporate governance. Please refer to the separate "Corporate Governance" section for more details of specific policies.

Statement of Compliance

The above report is based on the guidelines in The Group of 100 Incorporated publication Guide to the Review of Operations and Financial Condition.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Shareholders' equity increased by 5.3% from \$15.20m to \$16.00m. This movement was largely the result of profit during the year and retaining cash in the business.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

A Final Dividend of 1.0 cents per share has been declared post 1 July. Please refer Note 10.

On 31 July 2012, the Group publicly announced that Amira, the asset held for sale (Note 8) was sold to a Visualization Sciences Group (VSG). The consideration for the sale of Amira was €12.1m (approx \$14.1m) and after deducting transaction costs and the carrying value of the intangible asset, the profit after tax is estimated to be \$8.1m. Please refer to Note 21.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Directors foresee that the 2013 financial year will be a year of continued growth in both the local and overseas markets. It is anticipated this will result from:

- ▶ The group's expanded product portfolio that includes advanced visualisation, PACS (Digital Imaging) 3-D and 4-D capability.
- ▶ The increased adoption of advanced visualisation and 3-D capability throughout the radiology profession.
- ▶ The ability of the new expanded product set to address the needs of large public hospitals in the US Europe and Australia in addition to the private radiology market.
- ▶ The increase geographical presence and selling capability of Pro Medicus in North America and Europe.
- ▶ The commercialisation of the Pro Medicus New Technology RIS platform.

As a result, it is anticipated that the 2013 financial year will show continued improvement in profits. However, this is dependant on many market factors over which the directors have limited or no control.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Group has no identified risk with regard to environmental regulations currently in force. There have been no known breaches by the Group of any regulations.

SHARE OPTIONS

Un-issued Shares

As at the date of this report, there were 1,675,000 un-issued ordinary shares under options. Refer to Note 19 of the financial statements for further details of the options outstanding.

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company.

Shares Issued as a Result of the Exercise of Options

During the financial year, no share options were exercised by ex employees. During the financial year 375,000 share options expired. No directors or key management personnel in the current year have exercised any option to acquire fully paid ordinary shares in Pro Medicus Limited.

(i) Non – executive directors

Peter Terence Kempen	Chairman
Roderick Lyle	Director (non-executive)

(ii) Executive directors

Dr Sam Aaron Hupert	Managing Director and CEO
Anthony Barry Hall	Technology Director

(ii) Other Executives

Danny Tauber	General Manager – Pro Medicus Limited
Malte Westerhoff	Managing Director – Visage Imaging GmbH
Brad Levin	General Manager – Visage Imaging Inc (commenced 8 August 2011)

Remuneration committee

Remuneration and nomination issues are handled at the full Board level. The Board due to the small number of directors decided this. No Committees for these functions have been established at this time.

Board members, as per groupings detailed below, are responsible for determining and reviewing compensation arrangements.

In order to maintain good corporate governance the Non-Executive Directors assume responsibility for determining and reviewing compensation arrangements for the Executive Directors of the Group.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the year, PME indemnified Clayton Utz and each one or more of the past, present or future partners of Clayton Utz (other than Mr. Lyle) against any liability (including a liability incurred by Clayton Utz to pay legal costs) arising out of Mr. Lyle's activities as a Director of PME.

During or since the financial year, the Company has paid premiums in respect of a contract for Directors' & Officers' Company Re-Imbursement Liability insurance for directors, officers and Pro Medicus Limited for costs incurred in defending proceedings against them.

Disclosure of the amount of insurance and the terms of this cover is prohibited by the insurance policy.

REMUNERATION REPORT (audited)

This remuneration report for the year ended 30 June 2012 outlines the remuneration arrangements of the Group in accordance with the requirements of the Corporations Act 2001 and its Regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report details the remuneration arrangements for key management personnel (KMP) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

For the purposes of this report, the term 'executive' includes the Chief Executive Officer (CEO), executive directors and other senior executives of the Group.

Remuneration philosophy

The performance of the group depends upon the quality of its directors and executives. To prosper, the company must attract, motivate and retain highly skilled directors and executives.

To this end, the company provides competitive rewards to attract high calibre executives.

Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive director and executive's remuneration is separate and distinct.

Non-executive director remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The latest determination was at the Annual General Meeting held on 4 November 2005 when shareholders approved an aggregate remuneration of \$500,000 per year.

The amount of the aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external consultants as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

Each director receives a fee for being a director of the company. No additional fee is paid for time spent on Audit Committee business.

Non-executive directors have long been encouraged by the board to hold shares in the company (purchased by the director on market). It is considered good governance for the directors to have a stake in the company on whose board he sits. The non-executive directors of the company participate in the Employee Share Incentive Scheme [Option based] which was established in 2000 to provide incentive for participants.

The remuneration of non-executive directors for the period ending 30 June 2012 is detailed in Table 1 of this report.

Executives (including Executive Directors remuneration)

Objective

The group aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the group and so as to:

- ▶ align the interests of executives with those of shareholders;
- ▶ ensure total remuneration is competitive by market standards.

Structure

Employment Contracts have been entered into with all executives of the Group. Details of these contracts are provided on page 22.

Remuneration consists predominately of fixed remuneration. Variable remuneration is provided occasionally at the board's discretion including both short term incentives (STI) and long term incentives (LTI).

The Company does not have a policy regarding executives entering into contracts to hedge their exposure to share options granted as part of their remuneration package.

Fixed Remuneration

Objective

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Fixed remuneration is reviewed annually and the process consisting of a review of group wide, business and individual performance, relevant comparative remuneration in the market and internal and, where appropriate, external advice on policies and practices. As noted above, the company conducting the review has access to external advice independent of management.

Executives, including Executive Directors are given the opportunity to receive their fixed (primary) remuneration in a variety of forms including cash and fringe benefits such as motor vehicles and expense payment plans. It is intended that

the manner of payment chosen will be optimal for the recipient without creating undue cost for the group.

The fixed remuneration is detailed in Table 1 of this report.

Variable Remuneration – Long Term Incentive (LTI)

Roderick Lyle was granted options in the current year under the Employee Share Option Scheme and in the previous year Danny Tauber was granted options under the Employee Share Option Scheme.

The options granted to Roderick Lyle and Danny Tauber both have a 5 year vesting period.

A long term incentive plan was established during the year whereby Senior Executives of Group were offered performance rights over the ordinary shares of Pro Medicus Limited. The performance rights, issued for nil consideration, are offered for a 5 year period and vest 3 years after granting date on completion of service. This long term incentive plan includes performance hurdles related to the company and investing conditions relating to the employee's period of service. Refer to Note 19.

Variable Pay – Short Term Incentive (STI)

Short term incentives in the form of cash bonuses were paid to key staff based on a mix of company based and personal performance targets.

STI bonus for 2012

For the 2012 financial year, no STI cash bonus either paid or accrued at year end was paid to the Key Management Personnel.

Key Performance Indicators

Actual STI payments granted to Malte Westerhoff depended on the extent to which specific targets set at the time of employment were met. The targets consist of a number of Key Performance Indicators (KPIs) covering both financial (Sales Targets) and non-financial measures of performance.

Group performance

For details of the group's performance (as measured by Earnings Per Share and other relevant measures) for the current financial year and previous four financial years, refer to page 18 of the Directors' Report.

Employment Contracts

Executive Directors

Executive Service Contracts, on similar terms and conditions, have been prepared for all Executive Directors of the Company.

These agreements provide the following major terms:

- ▶ Each executive will receive a remuneration package per annum which is to be reviewed annually;

- ▶ The agreements protect the Company and Group's confidential information and provide that any inventions or discoveries of an executive become the property of the Group;
- ▶ Non-competition during employment and for a period of 12 months thereafter; and
- ▶ Termination by the Company on six months notice or payment of six months remuneration in lieu of notice or a combination of both (or without notice or payment in lieu in the event of misconduct or other specified circumstances). The agreements may be terminated by the executives on the giving of six months notice.

Executives (excluding Executive Directors)

All executives have rolling contracts. The Group may terminate the executive's employment agreement by providing six months written notice or providing payment in lieu of the notice period (based on the fixed component of the executive's remuneration). The Group may terminate the contract at any time without notice if serious misconduct has occurred. Where termination with cause occurs the executive is only entitled to that portion of remuneration that is fixed, and only up to the date of termination. On termination with cause any unvested options will immediately be forfeited.

Remuneration of key management personnel of the company and the Group

Table 1: Remuneration of key management personnel for the year ended 30 June 2012

30 JUNE 2012	SHORT-TERM							TOTAL	TOTAL PERFORMANCE RELATED %
	SALARY & FEES	CASH BONUS	NON-MONETARY BENEFITS	POST EMPLOYMENT SUPER-ANNUATION	LONG TERM SERVICE LEAVE	SHARES	SHARE-BASED PAYMENT OPTIONS		
Directors									
P T Kempen	47,924	-	8,076	24,000	-	-	1,040	81,040	-
S A Hupert	115,000	-	-	25,000	-	-	-	140,000	-
A B Hall	115,000	-	-	25,000	-	-	-	140,000	-
R. Lyle	45,872	-	-	4,128	-	-	23,498	73,498	-
Executives									
D Tauber	301,871	-	-	13,129	4,830	-	11,554	331,384	-
M Westerhoff	232,412	-	-	2,274	-	-	3,060	237,746	-
B Levin	162,917	-	-	-	-	-	-	162,917	-
	1,020,996	-	8,076	93,531	4,830	-	39,152	1,166,585	

Compensation options granted, vested and exercised during the year as part of remuneration

200,000 shares with a fair value of \$45,116 (\$0.23 per option) were granted as options to Roderick Lyle with a grant date of 18 November 2011. The share options have an exercise price of \$0.55. The options have a first exercise date of 18 November 2012 and can be exercised at anytime through to expiry date of 18 November 2021. The options vest 20% each year over a 5 year period on completion of service.

Table 2: Remuneration of key management personnel for the year ended 30 June 2011

30 JUNE 2012	SHORT-TERM		POST EMPLOYMENT		LONG TERM		SHARE-BASED PAYMENT		TOTAL	TOTAL PERFORMANCE RELATED %
	SALARY & FEES	CASH BONUS	NON-MONETARY BENEFITS	SUPER-ANNUATION	LONG SERVICE LEAVE	SHARES	OPTIONS			
Directors										
P T Kempen	55,046	-	-	4,954	-	-	2,662	62,662	-	
S A Hupert	117,737	-	-	22,263	-	-	-	140,000	-	
A B Hall	117,737	-	-	22,263	-	-	-	140,000	-	
R. Lyle	27,800	-	-	2,502	-	-	-	30,302	-	
M K Ward***	20,000	-	-	1,800	-	-	-	21,800	-	
P D Jonson***	15,632	-	-	-	-	-	-	15,632	-	
D Chambers***	378,876	-	-	38,805	-	-	-	417,681	-	
Executives										
D Tauber	291,871	-	-	13,129	6,883	-	14,942	326,825	-	
M Westerhoff	228,031	25,207	-	2,416	-	-	6,333	261,987	9.62%	
J Danahy***	219,570	-	-	8,107	-	-	-	227,677	-	
	1,472,300	25,207	-	116,239	6,883	-	23,937	1,644,566		

*** Melvyn Ward deceased 1 October 2010
 Peter Jonson retired 23 November 2010
 David Chambers resigned 11 October 2010
 John Danahy resigned 24 February 2011

Compensation options granted, vested and exercised during the year as part of remuneration

550,000 shares with a fair value of \$54,109 (\$0.10 per option) were granted as options to Key Executives with a grant date of 25 August 2010. The share options have an exercise price of \$1.00. The options have a first exercise date of 25 August 2011 and can be exercised at anytime through to expiry date of 25 August 2020. The options vest 20% each year over a 5 year period on completion of service.

For details of the valuation of options, including models and assumptions used please refer to Note 19.

DIRECTORS' MEETINGS

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

	DIRECTORS' MEETINGS	ELIGIBLE TO ATTEND	AUDIT COMMITTEE	ELIGIBLE TO ATTEND
Number of meetings held:	11		2	
Number of meetings attended:				
P. T. Kempen	11	11	2	2
R. Lyle	11	11	2	2
A. B. Hall	11	11	2	2
S. A. Hupert	11	11	2	2

Committee membership

As at the 30 June 2011, the company had an Audit Committee comprising the two non-executive directors and two executive directors.

ROUNDING

The amounts contained in this report and in the financial report have been rounded to the nearest \$1,000 (where rounding is applicable) under the option available to the Company under ASIC Class Order 98/0100. The Company is an entity to which the Class Order applies.

AUDITOR INDEPENDENCE AND NON-AUDIT SERVICES

The directors received a declaration from the auditor of Pro Medicus Limited (refer page 24).

NON-AUDIT SERVICES

The following non-audit services were provided by the company's auditor, Ernst & Young. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for the auditors imposed by the Corporations Act. The nature and scope of the non-audit service provided means that auditor independence is not compromised.

Ernst & Young received the following amount for the provision of non-audit services:

Professional services rendered in respect to taxation matters \$21,130

Signed in accordance with a resolution of the Directors.



P T Kempen
Director

Melbourne, 24 August 2012

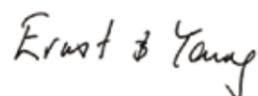
AUDITOR'S INDEPENDENCE DECLARATION



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Auditor's Independence Declaration to the Directors of Pro Medicus Limited

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



Ernst & Young



David Petersen
Partner
Melbourne

24 August 2012

Liability limited by a scheme approved
under Professional Standards Legislation

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2012	NOTES	CONSOLIDATED	
		2012 \$'000	2011 \$'000
Continuing Operations			
Revenue		11,313	11,079
Finance Revenue		66	101
Revenue		11,379	11,180
Cost of Sales		(546)	(310)
Gross Profit		10,833	10,870
Other Income/(Expenses)	6(a)	812	(698)
Accounting and Secretarial Fees		(419)	(356)
Advertising and Public Relations		(601)	(681)
Depreciation and Amortisation	6(b)	(2,936)	(2,572)
Insurance		(332)	(335)
Legal Costs		(127)	(161)
Operating Lease Expense — minimum lease payments		(360)	(403)
Other Expenses		(55)	(132)
Salaries and Employee Benefits Expense	6(b)	(5,379)	(5,811)
Travel and Accommodation		(417)	(727)
Profit before income tax		1,019	(1,006)
Income tax expense	7	(263)	316
Profit before tax from continuing operations		756	(690)
Discontinued operations			
Profit/(loss) after tax for the year from discontinued operations	8	1,035	1,193
Profit for the year	18	1,791	503
Other Comprehensive Income			
Foreign Currency translation		(533)	(4)
Other comprehensive income for the period		(533)	(4)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		1,258	499
Earnings per share (cents per share)			
9			
Basic for net profit for the year		1.8¢	0.5¢
Diluted — for net profit for the year		1.8¢	0.5¢
Earnings per share for continued operations (cents per share)			
9			
Basic for net profit for the year from continued operations		0.8¢	(0.7¢)
Diluted — for net profit for the year from continued operations		0.8¢	(0.7¢)

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2012	NOTES	CONSOLIDATED	
		2012	2011
		\$'000	\$'000
ASSETS			
Current Assets			
Cash and cash equivalents	11	5,193	3,255
Trade and other receivables	12	1,692	3,849
Income tax receivable		135	-
Inventories	13	101	153
Prepayments		157	199
		7,278	7,456
Assets classified held for sale		2,647	-
Total Current Assets		9,925	7,456
Non-current Assets			
Deferred tax asset	7	1,596	1,731
Plant and equipment	14	356	388
Intangible assets	15	11,267	13,533
Total Non-current Assets		13,219	15,652
TOTAL ASSETS		23,144	23,108
LIABILITIES			
Current Liabilities			
Trade and other payables	16	1,708	1,685
Income tax payable		-	1,084
Provisions	17	1,224	1,266
		2,932	4,035
Liabilities directly associated with the assets classified as held for sale		945	-
Total Current Liabilities		3,877	4,035
Non-current Liabilities			
Deferred tax liabilities	7	3,234	3,855
Provisions	17	31	20
Total Non-current Liabilities		3,265	3,875
TOTAL LIABILITIES		7,142	7,910
NET ASSETS		16,002	15,198
EQUITY			
Contributed equity	18	327	330
Share Reserve	18	172	122
Foreign Currency Translation Reserve	18	(1,681)	(1,148)
Retained earnings	18	17,184	15,894
TOTAL EQUITY		16,002	15,198

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2012	CONSOLIDATED				
	ISSUED CAPITAL	SHARE RESERVE	FOREIGN CURRENCY TRANSLATION RESERVE	RETAINED EARNINGS	TOTAL EQUITY
	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 July 2010	330	79	(1,144)	17,397	16,662
Profit for the year	-	-	-	503	503
Other comprehensive income	-	-	(4)	-	(4)
Total comprehensive income for the period	-	-	(4)	503	499
Transaction with owners in their capacity as owners					
Share Based Payment	-	43	-	-	43
Dividends	-	-	-	(2,006)	(2,006)
At 30 June 2011	330	122	(1,148)	15,894	15,198
At 1 July 2011	330	122	(1,148)	15,894	15,198
Profit for the year	-	-	-	1,791	1,791
Other comprehensive income	-	-	(533)	-	(533)
Total comprehensive income for the period	-	-	(533)	1,791	1,258
Transaction with owners in their capacity as owners					
Share Based Payment	-	50	-	-	50
Share Buy-Back	(3)	-	-	-	(3)
Dividends	-	-	-	(2,006)	(501)
At 30 June 2012	327	172	(1,681)	17,184	16,002

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 30 JUNE 2012	NOTES	CONSOLIDATED	
		2012 \$'000	2011 \$'000
Cash flows from operating activities			
Receipts from customers		16,416	15,823
Payments to suppliers and employees		(8,716)	(10,167)
Income tax (paid)/refunded		(1,824)	594
Net cash flows from operating activities	11	5,876	6,250
Cash flows from investing activities			
Capitalised Development Costs	15	(3,354)	(4,002)
Interest received		66	100
Purchase of plant and equipment	14	(129)	(172)
Proceeds from disposal of plant & equipment	14	11	3
Acquisition of subsidiaries		-	-
Net cash flows used in investing activities		(3,406)	(4,071)
Cash flows from financing activities			
Payment of dividends on ordinary shares	10	(501)	(2,006)
Net cash flows used in financing activities		(501)	(2,006)
Net increase/(decrease) in cash and cash equivalents		1,969	173
Net foreign exchange differences		(31)	(703)
Cash and cash equivalents at beginning of period		3,255	3,785
Cash and cash equivalents at end of period	11	5,193	3,255

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The financial report of Pro Medicus Limited (the Company) for the year ended 30 June 2012 was authorised for issue in accordance with a resolution of directors on 24 August 2012.

Pro Medicus Limited is a for profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian stock exchange.

The nature of the operations and principal activities of the Group are described in the Directors' Report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

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

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

(b) Statement of compliance with IFRS

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

(c) New accounting standards and interpretations

(i) Changes in Accounting policy and disclosures

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

The Group has adopted the following new and amended Australian Accounting Standards and AASB Interpretations as of 1 July 2011.

Adoption of these standards did not have any effect on the financial position or performance of the Group.

AASB 124 (Related Party Disclosures – Revised)

The revised AASB 124 Related Party Disclosures (December 2009) simplifies the definition of a related party, clarifying its intended meaning and eliminating inconsistencies from the definition, including:

- The definition now identifies a subsidiary and an associate with the same investor as related parties of each other
- Entities significantly influenced by one person and entities significantly influenced by a close member of the family of that person are no longer related parties of each other
- The definition now identifies that, whenever a person or entity has both joint control over a second entity and joint control or significant influence over a third party, the second and third entities are related to each other

A partial exemption is also provided from the disclosure requirements for government-related entities. Entities that are related by virtue of being controlled by the same government can provide reduced related party disclosures.

AASB 2009-12 (Amendments to Australian Accounting Standards) Makes numerous editorial changes to a range of Australian Accounting Standards and Interpretations.

In particular, it amends AASB 8 Operating Segments to require an entity to exercise judgement in assessing whether a government and entities known to be under the control of that government are considered a single customer for the purposes of certain operating segment disclosures. It also makes numerous editorial amendments to a range of Australian Accounting Standards and Interpretations, including amendments to reflect changes made to the text of IFRS by the IASB.

AASB 2010-5 (Amendments to Australian Accounting Standards)

— This Standard makes numerous editorial amendments to a range of Australian Accounting Standards and Interpretations, including amendments to reflect changes made to the text of IFRS by the IASB.

These amendments have no major impact on the requirements of the amended pronouncements.

AASB 1054 (Australian Additional Disclosures)

This standard is as a consequence of phase 1 of the joint Trans-Tasman Convergence project of the AASB and FRSB.

This standard, with AASB 2011-1 relocates all Australian specific disclosures from other standards to one place and revises disclosures in the following areas:

- Compliance with Australian Accounting Standards
- The statutory basis or reporting framework for financial statements
- Whether the entity is a for-profit or not-for-profit entity
- Whether the financial statements are general purpose or special purpose
- Audit fees
- Imputation credits

AASB 2010-4 (Amendments to Australian Accounting Standards arising from the Annual Improvements Project)

[AASB 1, AASB 7, AASB 101, AASB 134 and Interpretation 13]

Emphasises the interaction between quantitative and qualitative AASB 7 disclosures and the nature and extent of risks associated with financial instruments.

Clarifies that an entity will present an analysis of other comprehensive income for each component of equity, either in the statement of changes in equity or in the notes to the financial statements.

Provides guidance to illustrate how to apply disclosure principles in AASB 134 for significant events and transactions.

Clarifies that when the fair value of award credits is measured based on the value of the awards for which they could be redeemed, the amount of discounts or incentives otherwise granted to customers not participating in the award credit scheme, is to be taken into account.

(ii) Accounting Standards and Interpretation issued but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ending 30 June 2012. These are outlined in the table below.

REFERENCE	TITLE	SUMMARY	APPLICATION DATE OF STANDARD*	IMPACT ON GROUP FINANCIAL REPORT	APPLICATION DATE FOR GROUP*
AASB 2011-9	Amendments to Australian Accounting Standards – Presentation of Other Comprehensive Income [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049]	This Standard requires entities to group items presented in other comprehensive income on the basis of whether they might be reclassified subsequently to profit or loss and those that will not.	1 July 2012	The Group will amend the future financial reports to comply with AASB 2011-9	1 July 2012
AASB 10	Consolidated Financial Statements	AASB 10 establishes a new control model that applies to all entities. It replaces parts of AASB 127 Consolidated and Separate Financial Statements dealing with the accounting for consolidated financial statements and UIG-112 Consolidation – Special Purpose Entities. The new control model broadens the situations when an entity is considered to be controlled by another entity and includes new guidance for applying the model to specific situations, including when acting as a manager may give control, the impact of potential voting rights and when holding less than a majority voting rights may give control. Consequential amendments were also made to other standards via AASB 2011-7.	1 January 2013	The Group is in the process of determining the extent of the impact of the amendments, if any	1 July 2013
AASB 12	Disclosure of Interests in Other Entities	AASB 12 includes all disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. New disclosures have been introduced about the judgments made by management to determine whether control exists, and to require summarised information about joint arrangements, associates and structured entities and subsidiaries with non-controlling interests.	1 January 2013	The Group is in the process of determining the extent of the impact of the amendments, if any	1 July 2013
AASB 13	Fair Value Measurement	AASB 13 establishes a single source of guidance for determining the fair value of assets and liabilities. AASB 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value when fair value is required or permitted. Application of this definition may result in different fair values being determined for the relevant assets. AASB 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined. Consequential amendments were also made to other standards via AASB 2011-8.	1 January 2013	The Group is in the process of determining the extent of the impact of the amendments, if any	1 July 2013
AASB 119	Employee Benefits	The main change introduced by this standard is to revise the accounting for defined benefit plans. The amendment removes the options for accounting for the liability, and requires that the liabilities arising from such plans is recognized in full with actuarial gains and losses being recognized in other comprehensive income. It also revised the method of calculating the return on plan assets. The revised standard changes the definition of short-term employee benefits. The distinction between short-term and other long-term employee benefits is now based on whether the benefits are expected to be settled wholly within 12 months after the reporting date. Consequential amendments were also made to other standards via AASB 2011-10.	1 January 2013	The Group is in the process of determining the extent of the impact of the amendments, if any	1 July 2013

REFERENCE	TITLE	SUMMARY	APPLICATION DATE OF STANDARD*	IMPACT ON GROUP FINANCIAL REPORT	APPLICATION DATE FOR GROUP*
AASB 2012-5	Amendments to Australian Accounting Standards arising from Annual Improvements 2009–2011 Cycle	AASB 2012-5 makes amendments resulting from the 2009-2011 Annual Improvements Cycle. The Standard addresses a range of improvements, including the following: ▶ repeat application of AASB 1 is permitted (AASB 1); and ▶ clarification of the comparative information requirements when an entity provides a third balance sheet (AASB 101 Presentation of Financial Statements).	1 January 2013	The Group is in the process of determining the extent of the impact of the amendments, if any	1 July 2013
AASB 9	Financial Instruments	AASB 9 includes requirements for the classification and measurement of financial assets. It was further amended by AASB 2010-7 to reflect amendments to the accounting for financial liabilities. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes are described below. (a) Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; (2) the characteristics of the contractual cash flows. (b) Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument. (c) Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases. (d) Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows: ▶ The change attributable to changes in credit risk are presented in other comprehensive income (OCI) ▶ The remaining change is presented in profit or loss If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss. Consequential amendments were also made to other standards as a result of AASB 9, introduced by AASB 2009-11 and superseded by AASB 2010-7 and 2010-10.	1 January 2013	The Group is in the process of determining the extent of the impact of the amendments, if any	1 July 2013

(d) Basis of consolidation

The consolidated financial statements comprise the financial statements of Pro Medicus Limited and its subsidiaries as at 30 June each year (the group).

Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether a group controls another entity.

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

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

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves recognising at acquisition date, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the above items and the fair value of the consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or a discount on acquisition.

A change in the ownership interest of a subsidiary that does not result in a loss of control, is accounted for as an equity transaction.

Non-controlling interests are allocated their share of net profit after tax in the statement of comprehensive income and are presented within equity in the consolidated statement of financial position, separately from the equity of the owners of the parent.

Losses are attributed to the non-controlling interest even if that results in a deficit balance.

If the Group loses control over a subsidiary, it

- Derecognises the assets (including goodwill) and liabilities of the subsidiary.
- Derecognises the carrying amount of any non-controlling interest.
- Derecognises the cumulative translation differences, recorded in equity.
- Recognises the fair value of the consideration received.
- Recognises the fair value of any investment retained.
- Recognises any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss.

(e) Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination shall be measured at fair value, which shall be calculated as the sum of the acquisition date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured at fair value as at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or in other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured.

(f) Operating segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start up operations which are yet to earn revenues.

Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the chief operating decision makers – being the executive management team.

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

- ▶ Nature of the products and services
- ▶ Type or class of customer for the products and services
- ▶ Nature of the regulatory environment

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

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

(g) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Rendering of services

Revenue from the installation and ongoing support of software applications and services is recognised by reference to the stage of completion of a contract or contracts in progress. Stage of completion is measured by completion of identifiable service segments as a percentage of the total services to be provided for each contract, which is determined by a quotation with the customer.

Service Revenue is recognised over the term of the contract. Where revenue is received in advance, revenue is recognised in the period during which the service is provided.

Where the contract outcome cannot be reliably measured, revenue is recognised only to the extent that costs have been incurred.

Licences

License revenue is recognised when control of the right to be compensated for the license can be reliably measured. License revenue is recognised when ownership of the goods have passed to the buyer, which is usually after the software application has been installed and is ready for use by the buyer.

Interest

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

(h) Leases

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

Group as a lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases.

Operating lease payments are recognised as an expense in the statement of comprehensive income on a straight-line basis over the lease term.

(i) Cash and cash equivalents

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

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

(j) Trade and other receivables

Trade and intercompany receivables are recognised initially at fair value and subsequently measured at amortised cost less an allowance for any uncollectible amounts.

A provision for impairment is made when there is objective evidence that Pro Medicus will not be able to collect the debts. Financial difficulty of the debtors is considered objective evidence by the Group. Bad debts are written off when identified.

(k) Inventories

Inventories are valued at the lower of cost and net realisable value. The cost of finished goods represents the purchase cost.

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

(l) Derivative financial instruments and hedging

The Group has not transacted any derivative financial instruments to hedge its risk associated foreign currency and interest rate fluctuations.

(m) Investments and other financial assets

Investments and financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are categorised as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired or originated. Designation is re-evaluated at each reporting date, but there are restrictions on reclassifying to other categories. When financial assets are recognised initially, they are measured at fair value, plus, in the case of assets not at fair value through profit or loss, directly attributable transaction costs.

Recognition and derecognition

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

Subsequent measurement

(i) Financial assets at fair value through profit or loss

Financial assets classified as held for trading are included in the category “financial assets at fair value through profit or loss”. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term with the intention of making a profit. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on financial assets held for trading are recognised in profit or loss and the related assets are classified as current assets in the statement of financial position.

(ii) Loans and receivables

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

(n) Foreign currency translation

(i) Functional and presentation currency

Both the functional and presentation currency of Pro Medicus Limited and its Australian subsidiaries are Australian dollars (\$). The United States subsidiaries' functional currency is United States Dollars. The subsidiary in Germany has a functional currency of Euro. Foreign subsidiaries are translated to presentation currency (see below for consolidated reporting).

(ii) Transactions and balances

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

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

(iii) Translation of Group Companies' functional currency to presentation currency

The results of the United States and German subsidiaries are translated into Australian dollars (presentation currency) using an average exchange rate for the trading period. Assets and liabilities are translated at exchange rates prevailing at reporting date.

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

On consolidation, exchange differences arising from the translation of the net investments in foreign subsidiaries are taken to the foreign currency translation reserve. If a foreign subsidiary were sold, the proportionate

share of exchange differences would be transferred out of equity and recognised in the statement of comprehensive income.

(o) Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

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

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

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

- ▶ when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

- ▶ where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- ▶ when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

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

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

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

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

Income taxes relating to items recognised directly in equity are recognised in equity and not in the statement of comprehensive income.

Tax consolidation legislation

Pro Medicus Limited and its wholly-owned Australian controlled entities implemented the tax consolidation legislation as of 1 July 2009.

The head entity, Pro Medicus Limited and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the Group allocation approach to determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, Pro Medicus also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

Pro Medicus Limited and its 100% owned Australian resident subsidiaries formed a tax consolidated group with effect from 1 January 2009. Pro Medicus Limited is the head entity of the tax consolidated group. An allocation of income tax liabilities between the entities of the tax consolidated group will be made should the head entity default on its tax payment obligations. No such amounts have been recognised in the financial statements on the basis that the possibility of default is remote.

(p) Other taxes

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

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

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

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

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

(q) Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any impairment in value.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

	2012	2011
Property Improvements	2 to 7 years	2 to 7 years
Motor Vehicles	4 to 5 years	4 to 5 years
Office Equipment	2 to 7 years	2 to 7 years
Furniture and Fittings	5 years	5 years
Research and Development Equipment	3 to 4 years	3 to 4 years

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the statement of comprehensive income in the period the item is derecognised.

Impairment

The carrying values of plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

The recoverable amount of plant and equipment is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(r) Intangible assets

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at date of acquisition. Following initial recognition, intangible assets with a finite life are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated on a straight-line basis over the estimated useful life of the asset.

Intangible assets, excluding development costs, created within the business are not capitalised and expenditure is charged against profits in the period in which the expenditure is incurred.

Intangible assets are tested for impairment where an indicator of impairment exists, either individually or at the cash generating unit level. The recoverable amount is estimated and an impairment loss is recognised to the extent that the recoverable amount is lower than the carrying value.

The amortisation period and method is renewed at each financial year end and adjustments, where applicable, are made on a prospective basis.

Research and development costs

Research costs are expensed as incurred.

An intangible asset arising from development expenditure on an internal project is recognised only when the group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for sale or use, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development. Following initial recognition of the development expenditure, the cost model is applied requiring the asset be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure so capitalised is amortised on a straight line basis over the period of expected benefit from the related project (5 years).

Development expenditure includes costs of materials and services and salaries and wages and other employee related costs arising from the generation of the intangible asset.

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

Intellectual Property – Software

Three separately identifiable intangible assets, in the form of software intellectual property, have previously been identified in the business acquisition of Visage Imaging;

- ▶ Visage CS
- ▶ Visage PACS and
- ▶ Amira

Following initial recognition, Intellectual property is measured at cost less any accumulated amortisation. A useful life of 5 years has been determined.

Software Licenses

The Group identified a separate intangible asset in the form of software licenses, in the business acquisition of Visage Imaging.

Following initial recognition, software licenses are measured at cost less any accumulated amortisation. A useful life of 4 years has been determined.

Customer List

The Group identified a separate intangible asset in the form of a customer list, in the business acquisition of Visage Imaging.

Following initial recognition, the customer list is measured at cost less any accumulated amortisation. A useful life of 4 years has been determined.

(s) Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

(t) Provisions

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

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date.

Dividends payable are recognised when a legal or constructive obligation to pay the dividend arises, typically following approval of the dividend at a meeting of directors.

(u) Employee leave benefits

Provision is made for employee entitlement benefits accumulated as a result of employees rendering services up to the reporting date.

(i) Wages salaries, annual leave and sick leave

Liabilities for wages and salaries and annual leave, expected to be settled within twelve months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid.

(ii) Long Service Leave

The liability for long service leave is recognised and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date, 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 currencies that match, as closely as possible the estimated future cash outflows.

(v) Share based payment transactions

(i) Equity settled transactions:

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

There is currently one plan in place to provide these benefits:

- ▶ The Employee Share Option Plan (ESOP), which provides benefits to directors and senior executives.

The cost of these equity-settled transactions with employees (for awards granted after 7 November 2002 that were unvested at 1 January 2005) is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 19.

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

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

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

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

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

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

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

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share (see note 9).

(w) 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.

(x) Earnings per share

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

Diluted earnings per share is calculated as net profit attributable to members of the Group adjusted for

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

and then divided by the weighted average number of ordinary shares.

(y) Comparatives

Where necessary, comparatives have been reclassified and repositioned for consistency with current year disclosures.

(z) Government Grants

Research and Development tax credits are recognized in accordance with AASB 120: Accounting for Government Grants and Government Assistance. The Research and development tax credit is recognised when there is reasonable assurance that the grant will be received and all conditions have been complied with. The Grant is recognised as a reduction to the cost base of the intangible and released to income as a reduction in amortization expense over the expected useful life of the related asset. The amount recognized for the period to 30 June 2012 is \$463,242.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

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

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

(i) Significant accounting judgements

Recovery of deferred tax assets:

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences.

Capitalisation of Development costs:

Development costs are only capitalised by the Group when it can be demonstrated that the technical feasibility of completing the intangible asset is valid so that the asset will be available for use or sale.

Impairment of non-financial assets

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists the recoverable amount of the asset is determined. Given the current uncertain economic environment management considered that the indicators of impairment were significant enough and as such these assets have been tested for impairment in this financial period.

Taxation

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

Assumptions about the generation of future taxable profits and repatriation of retained earnings depend on management's estimates of future cash flows. These depend on estimates of future sales volumes, operating costs, capital expenditure, dividends and other capital management transactions. Judgements are also required about the application of income tax legislation. These judgements and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognised on the statement of financial position and the amount of other tax losses and temporary differences not yet recognised. In such circumstances, some or all of the carrying amounts of recognised deferred tax assets and liabilities may require adjustment, resulting in a corresponding credit or charge to the statement of comprehensive income.

(ii) Significant accounting estimates and assumptions

Capitalisation of development costs

The capitalisation of development costs includes an overhead rate which has been estimated from total costs. The estimated development overheads rate has been calculated by dividing the development labour costs over total labour costs to give a percentage of development labour rate. The development labour rate is then applied against the total overheads of the company, to give an estimate of the amount of overheads that relates to development.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The group's principal financial instruments are cash and short-term deposits.

The main purpose of these financial instruments is to provide finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations. The main risks arising from the Group's financial instruments are foreign currency risk, interest risk and credit risk. The Board manages each of these risks as detailed below.

Foreign currency risk

The Group has transactional currency exposure, which arise from sales made in currencies other than the Group's functional currency.

Approximately 62% (2011: 58%) of the Group's sales are denominated in currencies other than the functional currency, and these sales would be predominately offset by currency exposure on costs. Foreign bank accounts have also been established, to create a natural hedge and reduce the need for regular transfers from the functional currency (AUD) cash holdings.

At 30 June the Group had the following exposure to US\$ foreign currency that is not designated in cash flow hedges

	CONSOLIDATED	
	2012	2011
	\$000	\$000
Financial assets		
Cash and cash equivalents	56	13
	56	13
Financial liabilities		
Trade and other payables	–	–
Net exposure	56	13

At 30 June the Group had the following exposure to CAD\$ foreign currency that is not designated in cash flow hedges

	CONSOLIDATED	
	2012	2011
	\$000	\$000
Financial assets		
Cash and cash equivalents	1,185	905
	1,185	905
Financial liabilities		
Trade and other payables	–	–
Net exposure	1,185	905

At 30 June the Group had the following exposure to GBP foreign currency that is not designated in cash flow hedges

	CONSOLIDATED	
	2012	2011
	\$000	\$000
Financial assets		
Cash and cash equivalents	420	325
Financial liabilities		
Trade and other payables	–	–
Net exposure	420	325

At 30 June the Group had the following exposure to EUR€ foreign currency that is not designated in cash flow hedges

	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
Financial assets		
Cash and cash equivalents	57	501
Financial liabilities		
Trade and other payables	-	-
Net exposure	57	501

At 30 June, had the Australian Dollar moved, as illustrated in the table below, with all other variables held constant, post tax profit and equity (excluding retained profits) would have been affected as follows:

JUDGEMENTS OF REASONABLY POSSIBLE MOVEMENTS:	POST TAX PROFIT HIGHER/(LOWER)		OTHER COMPREHENSIVE INCOME HIGHER/(LOWER)	
	2012	2011	2012	2011
	\$'000	\$'000	\$'000	\$'000
AUD/USD +10%	(6)	(1)	-	-
AUD/USD - 5%	3	1	-	-
AUD/CAD +10%	(118)	(90)	-	-
AUD/CAD - 5%	59	45	-	-
AUD/GBP +10%	(42)	(32)	-	-
AUD/GBP - 5%	21	16	-	-
AUD/EUR +10%	(6)	(50)	-	-
AUD/EUR - 5%	3	25	-	-

Management believe the reporting date risk exposures are representative of the risk exposure inherent in the financial instruments.

Credit risk

Credit risk arises from the financial instruments of the Group, which comprise cash and cash equivalents and trade and other receivables. The Group's exposure to credit risk arises from potential defaults of the counter-party, with a maximum exposure equal to the carrying amount of the financial assets.

The Group trades only with recognised, credit worthy third parties.

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit assessment.

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

As the Group trades predominantly within the Diagnostic Imaging market there is a concentration of credit risk. Given the underlying Government funding support for Radiology in Hospital settings and the Imaging Centre and Diagnostic Imaging market, and the commercial successes achieved by the Group to date, credit risk is considered to be minimal.

Cash and cash equivalents are held with several financial institutions, with the majority held with the Westpac Banking Corporation, a AA rated bank.

Interest risk

The Group exposure to market interest rates relates primarily to the company's cash and cash equivalents.

At reporting date, the Group had the following financial assets exposed to Australian Variable interest rate risk that are not designated in cash flow hedges:

Cash and Cash equivalents in the Group (\$'000's) \$5,193, (2011: \$3,255).

The Group's policy is to place cash balances in either 30 day term deposits or commercial bills that earn higher interest rates.

At 30 June 2012, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post tax profit and equity (excluding retained profits) would have been affected as follows:

JUDGEMENTS OF REASONABLY POSSIBLE MOVEMENTS:	POST TAX PROFIT HIGHER/(LOWER)		OTHER COMPREHENSIVE INCOME HIGHER/(LOWER)	
	2012	2011	2012	2011
	\$'000	\$'000	\$'000	\$'000
+1% (100 basis points)	52	33	-	-
- 2% (200 basis points)	(104)	(65)	-	-

Liquidity risk

The Group has minimal liquidity risk as it has cash reserves of \$5.2m, with no borrowings.

These cash reserves are deemed to be adequate and the Board believes they will underpin the ongoing growth of the business.

The table below reflects all contractually fixed pay-offs for settlement and repayments resulting from recognised financial liabilities. Cash flows for financial liabilities without fixed amount of timing are based on the conditions existing at 30 June 2012.

The remaining contractual maturities of the Group's financial liabilities are:

	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
<30 days	889	1,098
31-60 days	-	-
61-90 days	-	-
Over 90 days	819	587
TOTAL	1,708	1,685

5. OPERATING SEGMENTS

The Group has identified its operating segments based on the internal reports that are reviewed and used by the executive management team (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The operating segments are identified by management based on country of origin. Discrete financial information is reported to the executive management team on at least a monthly basis.

Types of products and services

The Group produces integrated software applications for the health care industry. In addition, the Group provides services in the form of installation and support.

Accounting policies and inter-segment transactions

The accounting policies used by the Group in reporting segments internally is the same as those contained in note 2 to the financial statements and in the prior periods except as detailed below:

Inter-entity sales

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

5. OPERATING SEGMENTS (CONT)

OPERATING SEGMENTS	AUSTRALIA		EUROPE		NORTH AMERICA		TOTAL OPERATIONS	
	2012	2011	2012	2011	2012	2011	2012	2011
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue								
Sales to external customers	5,428	5,821	3,625	2,909	2,260	2,349	11,313	11,079
Inter-segment Sales	1,755	776	3,263	3,604	-	-	5,018	4,380
Total segment revenue	7,183	6,597	6,888	6,513	2,260	2,349	16,331	15,459
Inter-segment elimination							(5,018)	(4,380)
Total consolidation revenue							11,313	11,079
Results								
Segment Result	509	(1,040)	624	746	(180)	(813)	953	(1,107)
Interest Revenue							66	101
Non segment expenses								
Income Tax Expense							(263)	316
Net Profit							756	(690)
Assets								
Non-Current Assets	11,344	13,562	225	317	55	43	11,624	13,922
Deferred Tax Asset	663	841	-	-	933	890	1,596	1,731
Current Assets	(1,301)	1,663	6,619	4,552	1,959	1,240	7,277	7,455
Segment Assets	10,706	16,066	6,844	4,869	2,947	2,173	20,497	23,108
Total Assets							20,497	23,108
Liabilities								
Segment Liabilities	982	3,951	1,171	3,627	4,044	332	6,197	7,910
Total Liabilities							6,197	7,910
Other segment information								
Capital expenditure	2,445	3,083	988	1,058	39	32	3,472	4,173
Depreciation and amortisation	2,521	2,160	952	820	28	18	3,501	2,998
Cash flow information								
Net cash flow from operating activities	5,449	7,398	(1,267)	(1,227)	1,384	79	5,566	6,250
Net cash flow from investing activities	(2,398)	(3,032)	(969)	(1,007)	(39)	(32)	(3,406)	(4,071)
Net cash flow from financing activities	(501)	(2,006)	-	-	-	-	(501)	(2,006)

Product information

Revenue from external customers

	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
Radiology Information Systems (RIS)	4,025	4,880
Picture Archiving Communications Systems (PACS)	5,471	4,361
Dotnet Email Transactions	1,753	1,893
Other income	64	(55)
Total revenue per statement of comprehensive income	11,313	11,079

6. INCOME AND EXPENSES

(a) Other Income

Net Currency Gains	812	-
Net Currency Losses	-	(698)
	812	(698)

(b) Expenses

Depreciation and Amortisation		
Motor Vehicles	14	4
Office Equipment	14	133
Furniture and Fittings and Property Improvements	14	6
Research & Development Equipment	14	7
Amortisation on capitalised development costs	15	2,354
Intangible assets	15	432
Total Depreciation and Amortisation Expense	2,936	2,572
Salaries and Employee Benefits Expense		
Wages & Salaries	4,526	4,919
Long service leave provision	18	33
Share-based payment	50	43
Defined contribution plan expense	785	816
Total Salaries and Employee Benefits Expense	5,379	5,801

	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
7. INCOME TAX		
The major components of income tax expense are:		
Statement of Comprehensive Income		
<i>Current income tax</i>		
Current income tax charge	68	(32)
Prior year adjustment	-	110
<i>Deferred income tax</i>		
Relating to origination and reversal of temporary differences	195	(394)
Income tax expense reported in the statement of comprehensive income	263	(316)
A reconciliation between tax expense and the product of accounting profit before income tax multiplied by the Group's applicable income tax rate is as follows:		
Accounting profit before tax	2,591	700
At the applicable statutory income tax rate in each country	875	286
Prior year adjustment	-	(110)
Discontinued operations	(537)	(513)
Expenditure not allowable for income tax purposes	81	77
R&D Allowance	-	(84)
Other	(156)	28
Income tax expense reported in the statement of comprehensive income	263	(316)
Deferred income tax		
Deferred income tax at 30 June relates to the following:		
<i>Deferred tax liabilities</i>		
Foreign Currency Exchange Gain	435	203
Intellectual Property expenses	(115)	85
Capitalised development expenses	3,593	3,565
Liabilities directly associated with the assets classified as held for sale	(681)	-
Other	2	2
Deferred income tax liabilities	3,234	3,855
<i>Deferred tax assets</i>		
Employee Entitlements	300	296
Tax Losses in Subsidiaries	1,274	1,412
Audit Fee Accrual	18	23
Other	4	-
Deferred income tax assets	1,596	1,731

Unrecognised temporary differences

At 30 June 2012, there are no unrecognised temporary differences associated with the Group's investments in subsidiaries, as the Group has no liability for additional taxation should unremitted earnings be remitted.

Tax Consolidation

Pro Medicus Limited and its 100% owned Australian resident subsidiaries formed a tax consolidated group with effect from 1 January 2009. Pro Medicus Limited is the head entity of the tax consolidated group. An allocation of income tax liabilities between the entities of the tax consolidated group will be made should the head entity default on its tax payment obligations. No such amounts have been recognised in the financial statements on the basis that the possibility of default is remote.

8. NON CURRENT ASSET HELD FOR SALE

On 2 July 2012, the Group publicly announced the decision of its Board of Directors to sell its life sciences division of Visage Imaging, Amira. The business division of Amira is considered non-core to the operations of the Group and an offer to purchase the business was made from a French IT company, Visualization Sciences Group (VSG). The disposal of Amira was completed on 31 July 2012, and as at 30 June 2012, Amira was classified as a non current asset held for sale. The results of Amira for the year are presented below:

	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
	NOTES	
Revenue	3,013	2,890
Cost of Goods Sold	(252)	(146)
Gross Profit	2,761	2,744
Operating Expenses	(1,189)	(1,038)
Profit/(loss) before tax from a discontinued operation	1,572	1,706
Income tax expense	(537)	(513)
Profit/(loss) for the year from a discontinued operation	1,035	1,193

The major classes of assets and liabilities of Amira classified as held for sale as at 30 June 2012 are as follows:

Assets

Intellectual Property	367	599
Capitalised Development costs	1,902	1,584
Debtors	378	314
Assets classified as held for sale	2,647	2,497

Liabilities

Creditors	(264)	(80)
Deferred Tax Liability	(681)	(655)
Liabilities directly associated with assets classified as held for sale	(945)	(735)
Net assets directly associated with disposal group	1,702	1,762

The net cash flows incurred by Amira are as follows:

Operating	1,069	1,029
Investing	(651)	(658)
Financing	-	-
Net cash (outflow)/inflow	418	371

Earning per share

	CENTS	CENTS
Basic, profit/(loss) for the year, from asset held for sale	1.1	1.0
Diluted, profit/(loss) for the year, from asset held for sale	1.1	1.0

9. EARNINGS PER SHARE

The following reflects the income and share data used in the basic and diluted earnings per share computations:

NOTES	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
Net Profit attributable to ordinary equity holders of the parent from continuing operations	756,035	(689,507)
Profit/(loss) attributable to ordinary equity holders of the parent from discontinuing operations	1,034,523	1,192,864
Net Profit attributable to ordinary equity holders	1,790,558	503,357
	NUMBER	NUMBER
Weighted average number of ordinary shares for basic earnings per share	100,263,406	100,280,000
Effect of dilution:		
Share options	-	-
Weighted average number of ordinary shares adjusted for the effect of dilution	100,263,406	100,280,000
There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements		

10. DIVIDENDS PAID AND PROPOSED

Declared and paid during the year:

Dividends on ordinary shares		
Final franked dividend for 2011: nil (2010: 2.0 cents)	-	2,006
Interim franked dividend for 2012: 0.5 cents (2011: nil)	501	-
	501	2,006

Proposed for approval by directors (not recognised as a liability as at 30 June):

Dividends on ordinary shares:		
Final franked dividend for 2012: 1.0 cents (2011:nil)	1,002	-
Total dividends proposed	1,002	-

Franking credit balance

The amount of franking credits available for the subsequent financial year are:

- franking account balance as at the end of the financial year at 30% (2011: 30%)	2,638	2,921
- franking credits that will arise from the payment of income tax payable as at the end of the financial year	-	-
- franking debits that will arise from the payment of dividends as at the end of the financial year	-	-
- franking credits that the entity may be prevented from distributing in the subsequent financial year	-	-
	2,638	2,921

The amount of franking credits available for future reporting periods:

- impact on the franking account of dividends proposed or declared before the financial report was authorised for issue but not recognised as a distribution to equity holders during the period	(430)	-
	1,779	2,921

The tax rate at which paid dividends have been franked is 30% (2011: 30%).

Dividends proposed will be fully franked.

NOTES	CONSOLIDATED	
	2012	2011
	\$'000	\$'000

11. CASH AND CASH EQUIVALENTS

Cash at bank and in hand	5,140	3,204
Short-term deposits	53	51
	5,193	3,255

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Short term deposits are made for varying periods of between 20 days and 35 days, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

The fair value of cash and cash equivalents is their carrying value.

Reconciliation of net profit after tax to net cash flows from operations

Net profit	1,791	503
Adjustments for:		
Depreciation of Property Plant and Equipment	150	149
Amortisation of Intangible Assets	3,351	2,849
Interest Received classified in Investing Activities	(66)	(101)
Foreign currency (gain)/loss	(812)	698
Share buy back	(4)	-
Share option expense	50	43

Changes in assets and liabilities

(Increase)/decrease in trade and other receivables	2,089	1,386
(Increase)/decrease in inventory	52	170
(Increase)/decrease in deferred tax asset	135	(464)
(Increase)/decrease in prepayments	42	(41)
- (Decrease)/increase in deferred income	118	(165)
- (Decrease)/increase in trade and other payables	169	(438)
- (Decrease)/increase in tax provision	(1,219)	1,074
- (Decrease)/increase in deferred income tax liability	60	181
(Decrease)/increase in employee entitlements	(30)	(61)
Net cash flow from operations	5,876	5,783

	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
12. TRADE AND OTHER RECEIVABLES (CURRENT)		
Trade receivables	1,538	3,895
Provision for impairment	(86)	(118)
	1,452	3,777
Research & development tax receivable	463	-
Asset held for sale	(378)	-
Other receivables	155	72
	1,692	3,849

Fair value approximates carrying value due to the short term nature of receivables.

a) Allowance for impairment loss

Movements in the provision for impairment loss were as follows:

At 1 July	118	102
Charge to/(write back of) provision for the year	(22)	22
Foreign exchange translation	(10)	(6)
At 30 June	86	118

At June 30, the ageing analysis of trade receivables is as follows:

	TOTAL	0-30 DAYS	31-60 DAYS	61-90 DAYS	+91 DAYS	+91 DAYS
			PDNI*	PDNI*	PDNI*	CI*
2012 Consolidated	1,538	1,054	277	63	58**	86
2011 Consolidated	3,895	1,947	391	285	1,154**	118

	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
13. INVENTORIES (CURRENT)		
Finished goods (at net realisable value)	101	153

Inventory write downs recognised as an expense total \$46,095 (2011: Nil)

	CONSOLIDATED					
	PROPERTY IMPROVEMENTS	MOTOR VEHICLES	OFFICE EQUIPMENT	FURNITURE & FITTINGS	RESEARCH & DEVELOPMENT EQUIPMENT	TOTAL
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
14. PLANT & EQUIPMENT						
Year ended 30 June 2012						
At 1 July 2011 net of accumulated depreciation	16	19	293	52	8	388
Additions	8	-	140	-	-	148
Disposals	-	-	(11)	-	-	(11)
Exchange differences	-	(1)	(15)	(3)	-	(19)
Depreciation charge for the year	(2)	(4)	(133)	(4)	(7)	(150)
At 30 June 2012 net of accumulated depreciation	22	14	274	45	1	356
At 30 June 2012						
Cost	309	550	1,489	325	209	2,882
Accumulated depreciation and impairment	(287)	(536)	(1,215)	(280)	(208)	(2,526)
Net carrying amount	22	14	274	45	1	356
Year ended 30 June 2011						
At 1 July 2010 net of accumulated depreciation	31	29	231	59	18	368
Additions	-	-	179	5	-	184
Disposals	-	(2)	(1)	-	-	(3)
Exchange differences	-	-	(9)	(3)	-	(12)
Depreciation charge for the year	(15)	(8)	(107)	(9)	(10)	(149)
At 30 June 2011 net of accumulated depreciation	16	19	293	52	8	388
At 30 June 2011						
Cost	308	557	1,450	333	209	2,857
Accumulated depreciation and impairment	(292)	(538)	(1,157)	(281)	(201)	(2,469)
Net carrying amount	16	19	293	52	8	388
At 1 July 2010						
Cost	308	594	1,782	341	209	3,234
Accumulated depreciation and impairment	(277)	(565)	(1,551)	(282)	(191)	(2,866)
Net carrying amount	31	29	231	59	18	368

15. INTANGIBLE ASSETS

	CONSOLIDATED				
	INTELLECTUAL PROPERTY I)	CUSTOMER LIST II)	DEVELOPMENT COSTS III)	SOFTWARE LICENSES IV)	TOTAL
	\$'000	\$'000	\$'000	\$'000	\$'000
Year ended 30 June 2012					
At 1 July 2011 net of accumulated amortisation and impairment	1,554	77	11,884	18	13,533
Additions — internal development	–	–	3,347	–	3,347
Additions	–	–	–	11	11
Disposals	–	–	–	–	–
Asset held for sale	(367)	–	(1,902)	–	(2,269)
Exchange differences	–	(3)	–	(1)	(4)
Amortisation charge for the year from a discontinued operation	(232)	–	(333)	–	(565)
Amortisation charge for the year	(370)	(53)	(2,354)	(9)	(2,786)
At 30 June 2011 net of accumulated amortisation and impairment	585	21	10,642	19	11,267
At 30 June 2012					
Cost	3,006	213	20,294	448	23,961
Asset held for sale	(367)	–	(1,902)	–	(2,269)
Accumulated amortisation and impairment	(2,054)	(192)	(7,750)	(429)	(10,425)
Net carrying amount	585	21	10,642	19	11,267
Year ended 30 June 2011					
At 1 July 2010 net of accumulated amortisation and impairment	2,155	149	10,004	71	12,379
Additions — internal development	–	–	4,002	–	4,002
Additions	–	–	–	10	10
Disposals	–	–	–	–	–
Exchange differences	–	(6)	–	(3)	(9)
Amortisation charge for the year from a discontinued operation	(232)	–	(194)	–	(426)
Amortisation charge for the year	(369)	(66)	(1,928)	(60)	(2,423)
At 30 June 2011 net of accumulated amortisation and impairment	1,554	77	11,884	18	13,533
At 30 June 2011					
Cost	3,006	245	16,947	595	20,793
Accumulated amortisation and impairment	(1,452)	(168)	(5,063)	(577)	(7,260)
Net carrying amount	1,554	77	11,884	18	13,533
At 1 July 2010					
Cost	3,006	245	12,945	585	16,781
Accumulated amortisation and impairment	(851)	(96)	(2,941)	(514)	(4,402)
Net carrying amount	2,155	149	10,004	71	12,379

- i) Intellectual Property was acquired in 2009 through the Visage Imaging business combination and is carried at cost less accumulated amortisation. Three separately identifiable intangible assets, in the form of software intellectual property, have been identified in the business acquisition of Visage Imaging; Visage CS, Visage PACS and Amira. The carrying amounts are Visage CS (\$490,144), Visage PACS (\$94,961) and Amira (\$366,928). These intangible assets have been assessed as having a finite life and are amortised using the straight line method over a period of 5 years, commencing February 2009.
- ii) A Customer List was acquired in 2009 through the Visage Imaging business combination and is carried at cost less accumulated amortisation. This intangible asset has been assessed as having a finite life and is amortised using the straight line method over a period of 4 years, commencing February 2009.
- iii) Development costs have been capitalised at cost. This intangible asset has been assessed as having a finite life and is amortised using the straight line method over a period of 5 years.
- iv) Software Licences have been assessed as having a finite life and are amortised using the straight line method over a period of 4 years.

16. TRADE AND OTHER PAYABLES (CURRENT)

	NOTES	CONSOLIDATED	
		2012 \$'000	2011 \$'000
Trade payables		454	378
Other payables and accruals		730	622
		1,184	1,000
Liabilities directly associated with the assets classified as held for sale		(264)	–
Deferred Income		788	685
		1,708	1,685

- (i) Trade payables are non-interest bearing and are normally settled on 30-day terms.
- (ii) Other payables, other than inter-company payables are non-interest bearing and have an average term of 30 days. Fair value approximates carrying value due to the short term nature of trade and other payables.

17. PROVISIONS

Current

Long service leave	453	446
Annual leave	771	820
	1,224	1,266

Non Current

Long service leave	31	20
	31	20

- i) *Long Service Leave*
Refer to note 2 (u)(ii) for the relevant accounting policy and a discussion of the significant estimations and assumptions applied in the measurement of this provision.

Information with respect to the number of options granted under the employee share option scheme is as follows:

	2012		2011	
	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding at the beginning of the year	1,850,000		3,400,000	
– granted	200,000	\$0.55	550,000	\$1.00
– forfeited	–	–	–	–
– exercised	–	–	–	–
– expired	375,000	\$1.16	2,100,000	\$1.15
Outstanding at the end of the year	1,675,000	\$0.98	1,850,000	\$1.06
Exercisable at end of year	570,000	\$1.07	510,000	\$1.06

All options above have been recognised in accordance with AASB 2 as the options were granted after 7 November 2002.

The outstanding balance as at 30 June 2012 is represented by:

- ▶ 200,000 options over ordinary shares with an exercise price of \$1.25 each, exercisable until 12 March 2018
- ▶ 725,000 options over ordinary share with an exercise price of \$1.00 each, exercisable until 1 April 2020
- ▶ 550,000 options over ordinary share with an exercise price of \$1.00 each, exercisable until 25 August 2020
- ▶ 200,000 options over ordinary shares with an exercise price of \$0.55 each, exercisable until 18 November 2021

Performance Rights

A long term incentive plan was established on 18th November 2011 whereby Senior Executives of Group were offered performance rights over the ordinary shares of Pro Medicus Limited. The performance rights, issued for nil consideration, are offered for a 5 year period and vest 3 years after granting date on completion of service. The performance rights cannot be transferred and will not be quoted on the ASX. This long term incentive plan includes performance hurdles related to the company and investing conditions relating to the employee's period of service. At reporting date no performance rights had been granted.

Weighted average remaining contractual life

The weighted average remaining contractual life for share options outstanding at 30 June 2012 is 7.94 years (2011: 8.5 Years).

Range of exercise price

The range of exercise prices for options outstanding at the end of the year was \$0.55 – \$1.25 (2011: \$1.00 – \$1.35).

Weighted average fair value

The weighted average fair value of options granted during the year was \$0.23 (2011: \$0.10).

Option pricing model

The fair value of the equity-settled share options granted is estimated as at the date of the grant using a Black Scholes Model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the models used for the year ended 30 June 2012:	2012	2011
Dividend yield	0.0%	3.91%
Expected volatility*	46.0%	40.0%
Risk-free interest rate	5.0%	6.0%
Expected life of options	10 years	10 years
Option exercise price	\$0.55	\$1.00
Weighted average share price at measurement date	\$0.55	\$0.57

*The expected volatility rate was calculated measuring the standard deviation between the historical share price movements for the past 12 months.

20 COMMITMENTS

a) Operating lease commitments – Group as lessee

The Parent has entered into a commercial property lease for office premises. This lease has a life of 5 years with an option for a further 5 year period. There is no restriction placed upon the lessee by entering into this lease. The US operations have entered into a commercial property lease for office premises from 1 May 2010 for a 5 year period. The German operations have entered into a commercial property lease for office premises and can give notice to vacate 3 months prior to 30 April each year, whereby they sign into another 12 months.

The German operations also have several motor vehicles leases which expire at various stages between August 2012 and February 2015.

NOTES	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
Future minimum rentals payable under non-cancellable operating lease as at 30 June are as follows:		
– Within one year	367	386
– After one year and not more than five years	805	824
– After more than five years	–	–
	1,172	1,210

21 EVENTS AFTER THE BALANCE SHEET DATE

On 31 July 2012, the Group publicly announced that Amira, the asset held for sale (Note 8) was sold to a Visualization Sciences Group (VSG). The consideration for the sale of Amira was €12.1m (approx \$14.1m) and after deducting transaction costs and the carrying value of the intangible asset, the profit after tax is estimated to be \$8.1m.

On 24 August 2012, the directors of Pro Medicus Limited declared a final dividend on ordinary shares in respect of the 2012 financial year. This dividend comprises a normal dividend of 1.0 cents per share. The total amount of the dividend is \$1,002,634 which represents a fully franked dividend of a total of 1.0 cents per share. The dividend has not been provided for in the 30 June 2012 financial statements.

22. AUDITOR'S REMUNERATION

NOTES	CONSOLIDATED	
	2012	2011
	\$'000	\$'000
Amounts received or due and receivable by Ernst & Young (Australia) for:		
– an audit or review of the financial report of the Company and any other entity in the Consolidated Group	132,500	120,030
– other services in relation to the Company or Group	21,130	31,000
Amounts received or due and receivable by related practices of Ernst & Young (Australia):	153,630	151,030
– audit of the financial report of Visage Imaging GmbH	63,500	59,850
	217,130	210,880

23. KEY MANAGEMENT PERSONNEL

(a) Compensation for key management personnel

Short-term employee benefits	1,020,996	1,497,507
Post-employment benefits	93,531	116,239
Other long-term benefits	4,830	6,883
Share-based payment	39,152	23,937
Total compensation	1,158,509	1,644,566

(b) Option holdings of Key Management Personnel

30 JUNE 2012	BALANCE AT BEGINNING OF YEAR	GRANTED AS REMUNERATION	OPTIONS EXERCISED	NET CHANGE OTHER	BALANCE AT END OF YEAR	VESTED AT 30 JUNE 2012		
	1 JULY 2011				#	30 JUNE 2012	NOT EXERCISABLE	EXERCISABLE
Directors								
P T Kempen	200,000	-	-	-	200,000	30,000	170,000	200,000
S A Hupert	-	-	-	-	-	-	-	-
A B Hall	-	-	-	-	-	-	-	-
R Lyle	-	200,000	-	-	200,000	200,000	-	200,000
Executives								
D Tauber	350,000	-	-	-	350,000	280,000	70,000	350,000
M Westerhoff	350,000	-	-	-	350,000	210,000	140,000	350,000
B Levin	-	-	-	-	-	-	-	-
Total	900,000	200,000	-	-	1,100,000	720,000	380,000	1,100,000

Includes forfeitures

30 JUNE 2011	BALANCE AT BEGINNING OF YEAR	GRANTED AS REMUNERATION	OPTIONS EXERCISED	NET CHANGE OTHER	BALANCE AT END OF YEAR	VESTED AT 30 JUNE 2011		
	1 JULY 2010				#	30 JUNE 2011	NOT EXERCISABLE	EXERCISABLE
Directors								
P T Kempen	200,000	-	-	-	200,000	90,000	110,000	200,000
S A Hupert	425,000	-	-	(425,000)	-	-	-	-
A B Hall	425,000	-	-	(425,000)	-	-	-	-
R Lyle	-	-	-	-	-	-	-	-
M K Ward**	400,000	-	-	(400,000)	-	-	-	-
P D Jonson**	200,000	-	-	(200,000)	-	-	-	-
D Chambers**	-	-	-	-	-	-	-	-
Executives								
D Tauber	350,000	350,000	-	(350,000)	350,000	350,000	-	350,000
M Westerhoff	350,000	-	-	-	350,000	280,000	70,000	350,000
J Danahy**	-	-	-	-	-	-	-	-
Total	2,350,000	350,000	-	(1,800,000)	900,000	720,000	180,000	900,000

(c) Shareholdings of Key Management Personnel

SHARES HELD IN PRO MEDICUS LIMITED (NUMBER)	BALANCE 1 JULY 2011	GRANTED AS REMUNERATION	ON EXERCISE OF OPTIONS	NET CHANGE OTHER	BALANCE 30 JUNE 2012
30 JUNE 2012	ORDINARY	ORDINARY	ORDINARY	ORDINARY	ORDINARY
Directors					
P T Kempen	169,647	-	-	158,435*	328,082
S A Hupert	30,072,660	-	-	-	30,072,660
A B Hall	30,068,500	-	-	-	30,068,500
R Lyle	47,987	-	-	52,013*	100,000
Executives					
D Tauber	150,000	-	-	-	150,000
M Westerhoff	-	-	-	-	-
B Levin	-	-	-	-	-
Total	60,508,794	-	-	210,448	60,719,242

* Peter Kempen purchased 158,435 shares throughout the year on the prevailing market share price and Roderick Lyle purchased 52,013 shares throughout the year on the prevailing market share price.

SHARES HELD IN PRO MEDICUS LIMITED (NUMBER)	BALANCE 1 JULY 2010	GRANTED AS REMUNERATION	ON EXERCISE OF OPTIONS	NET CHANGE OTHER	BALANCE 30 JUNE 2011
30 JUNE 2011	ORDINARY	ORDINARY	ORDINARY	ORDINARY	ORDINARY
Directors					
P T Kempen	129,647	-	-	40,000*	169,647
S A Hupert	30,072,660	-	-	-	30,072,660
A B Hall	30,068,500	-	-	-	30,068,500
R Lyle	-	-	-	47,987*	47,987
M K Ward**	50,000	-	-	(50,000)	-
P D Jonson**	50,000	-	-	-	50,000
D Chambers**	65,000	-	-	-	65,000
Executives					
D Tauber	150,000	-	-	-	150,000
M Westerhoff	-	-	-	-	-
C Murphy**	-	-	-	-	-
Total	60,585,807	-	-	37,987	60,623,794

* Peter Kempen purchased 40,000 shares throughout the year on the prevailing market share price and Roderick Lyle purchased 47,987 shares throughout the year on the prevailing market share price.

** Melvyn Ward deceased 1 October 2010
Peter Jonson retired 23 November 2010
David Chambers resigned 11 October 2010
John Danahy resigned 24 February 2011
Colin Murphy resigned 28 February 2010

(d) Loans to Key Management Personnel

No loans are made to Key Management Personnel or staff.

(e) Other transactions and balances with Key Management Personnel

Purchases

During the year lease payments of \$169,476 (2011: \$169,476) in respect of the Group's operating premises at 450 Swan Street Richmond were paid to Champagne Properties Pty. Ltd., an entity controlled by S. Hupert and A. Hall. Commercial arrangements on an 'arms length basis' have been determined by an independent assessment of rental and lease terms.

24. RELATED PARTY DISCLOSURE

(a) Subsidiaries

The consolidated financial statements include the financial statements of Pro Medicus Limited and the subsidiaries listed in the following table.

NAME	COUNTRY OF INCORPORATION	% EQUITY INTEREST		INVESTMENT \$000	
		2012	2011	2012	2011
Promed (USA) Pty Ltd	Australia	100	100	-	-
PME IP Australia Pty Ltd	Australia	100	100	-	-
Visage Imaging (Aust) Pty Ltd	Australia	100	100	-	-
Pro Medicus (USA) LLC	United States	100	100	-	-
Visage Imaging Inc	United States	100	100	2,389	2,389
Visage Imaging GmbH	Germany	100	100	3,638	3,638
				6,027	6,027

(b) Ultimate parent

Pro Medicus Limited is the ultimate Australian parent entity and the ultimate parent of the Group.

(c) Key management personnel

Details relating to KMPs, including remuneration paid, are included in note 23.

(d) Transactions with related parties

The following table provides the total amount of transactions that were entered into with related parties for the relevant financial year (for information regarding outstanding balances on related party trade receivables and payables at year-end).

Related party		SALES TO RELATED	PURCHASES FROM RELATED PARTIES	OTHER TRANSACTIONS WITH RELATED PARTIES
		\$000	\$000	\$000
Consolidated				
Champagne Properties Pty Ltd – Rental lease	2012	-	169	-
Champagne Properties Pty Ltd – Rental lease	2011	-	169	-

Terms and conditions of transactions with related parties

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

Outstanding balances at year end are unsecured, interest free and payable on demand.

Entities within the group that own the Intellectual Property earn a 50% royalty from the sales made by other entities within the group.

Development costs undertaken by the German operations are reimbursed by the parent on commercial terms.

25. CONTINGENCIES

Tax related contingencies

Amended assessments from the Australian Taxation Office (ATO)

As a result of the ATO's program of routine and regular tax audit, the Group anticipates that ATO audits may occur in the future. The Group is similarly subject to routine tax audits in certain overseas jurisdictions. The ultimate outcome of any future tax audits cannot be determined with an acceptable degree of reliability at this time. Nevertheless, the Group believes that it is making adequate provision for its taxation liabilities (including amounts shown as deferred and current tax liabilities) and is taking reasonable steps to address potentially contentious issues with the ATO. However, there may be an impact to the Group of any of the revenue authority investigations results in an adjustment that increases the Group's taxation liabilities.

Ongoing transactions – transfer pricing

The Group has offshore operations in the United States and Germany (note 24). As disclosed in note 24, there are extra Group transactions, which include the Company and its US and German based subsidiaries Visage Imaging Inc and Visage Imaging GmbH and Pro Medicus Limited. These transactions are on an arm's length basis and are conducted at normal market prices and on normal commercial terms.

Whilst there are no investigations currently in progress, such transactions are not subject to any statutory limit in Australia.

26. PARENT ENTITY INFORMATION

INFORMATION RELATING TO PRO MEDICUS LIMITED	2012 \$000	2011 \$000
Current assets	15,841	14,727
Total assets	24,487	23,907
Current Liabilities	6,492	6,376
Total Liabilities	7,757	7,702
Issued capital	327	330
Retained Earnings	16,231	15,753
Share Reserve	172	122
Total shareholders equity	16,730	16,205
Profit of the parent entity	980	490
Total comprehensive income of parent entity	980	490

The parent entity has not entered into any guarantees in relation to the debts of its subsidiaries. There are no contingent liabilities held against the parent entity. The parent entity does not have any contractual commitments for the acquisition of property, plant and equipment.

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Pro Medicus Limited, I state that:

(1) In the opinion of the directors:

- (a) the financial statements, notes and the additional disclosures included in the directors' report designated as audited, of the consolidated entity are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of the performance for the year ended on that date; and
 - (ii) complying with Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- (b) there are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.
- (c) the financial statements and notes comply with International Financial Reporting Standards (IFRS) as disclosed in Note 2(b).

(2) This declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2012.

On behalf of the Board



P T Kempen

Chairman

Melbourne, 24 August 2012

INDEPENDENT
AUDIT
REPORT

INDEPENDENT AUDIT REPORT



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Independent auditor's report to the members of Pro Medicus Limited

Report on the financial report

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

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2(b), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's responsibility

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

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

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

Independence

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

Opinion

In our opinion:

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

Report on the remuneration report

We have audited the Remuneration Report included in pages 7-11 of the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

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

Ernst & Young

David Petersen
Partner
Melbourne

24 August 2012

ASX ADDITIONAL INFORMATION

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows.

(a) Distribution of equity securities

The number of shareholders, by size of holding, in each class of share are:

	ORDINARY SHARES	
	NUMBER OF HOLDERS	NUMBER OF SHARES
1 – 1,000	142	95,829
1,001 – 5,000	358	1,075,970
5,001 – 10,000	242	1,945,072
10,001 – 100,000	312	8,962,323
100,001 and Over	44	88,184,212
	1,098	100,263,406
The number of shareholders holding less than a marketable parcel are:	201	175,405

(b) Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:

	LISTED ORDINARY SHARES	
	NUMBER OF SHARES	PERCENTAGE OF ORDINARY SHARES
1 Dr S Hupert (multiple shareholdings)	30,072,660	29.99%
2 Mr A Hall (multiple shareholdings)	30,068,500	29.98%
3 RBC Dexia Investor Services Australia Nominees P/L <PIIC a/c>	10,619,255	10.59%
4 Citicorp Nominees Pty Ltd	6,204,080	6.19%
5 BNP Parabis Nominees Pty Ltd	2,017,704	2.01%
6 Brazil Farming Pty Ltd	660,000	0.66%
7 Dr Russell Kay Hancock	600,000	0.60%
8 Mr Timothy John Hannigan & Mrs Kerrie Helen Hannigan	500,000	0.50%
9 Mr Alan Graham Rochford	464,052	0.46%
10 Mr Ralph Ronald Stadius & Ms Denise Leslie Stadius	455,556	0.45%
11 Mr Evan Philip Clucas & Ms Leanne Jane Weston	368,217	0.37%
12 Mr Stephen Geoffrey Wilson & Ms Denise Adele Prandi	337,537	0.34%
13 Mr Peter Terence Kempen & Mrs Elaine Margaret Kempen	328,082	0.33%
14 Mr John Charles Plummer	300,000	0.30%
15 Mr Colin Gregory Organ	271,000	0.27%
16 Indcorp Consulting Group Pty Ltd	250,000	0.25%
17 Mr Bram Vander Jagt	250,000	0.25%
18 Mr Peter Propert Birrell & Mrs Dinny Mary Birrell	232,000	0.23%
19 Mr Peter Waddington Almond	230,476	0.23%
20 Narlack Pty Ltd	226,699	0.23%
	84,455,818	84.23%

(c) Substantial shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Law are:

	NUMBER OF SHARES
S. Hupert	30,072,660
A Hall	30,068,500
Perpetual Limited RBC Dexia Investor Services Australia Nominees P/L	10,619,255
Commonwealth Bank of Australia	6,204,080

(d) Voting rights

All ordinary shares carry one vote per share without restriction.

The Board of Directors of Pro Medicus Limited is responsible for the corporate governance of the entity having regard to the ASX Corporate Governance Council (CGC) published guidelines as well as its corporate governance principles and recommendations. The Board guides and monitors the business and affairs of Pro Medicus Limited on behalf of the shareholders by whom they are elected and to whom they are accountable.

The table below summaries the Group's compliance with the CGC's recommendations.

CORPORATE GOVERNANCE STATEMENT

	RECOMMENDATION	COMPLY YES/NO	REFERENCE/ EXPLANATION	ASX LISTING RULE/CGC RECOMMENDATIONS
	Principle 1 Lay solid foundations for management and oversight			
1.1	Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions	Yes	Page 69	ASX CGC 1.1
1.2	Companies should disclose the process for evaluating the performance of senior executives.	Yes	Page 68	ASX CGC 1.2
1.3	Companies should provide the information indicated in the guide to reporting on Principle 1.	Yes		ASX CGC 1.3
	Principle 2 Structure the board to add value			
2.1	A majority of the board should be independent directors.	Yes	Page 68	ASX CGC 2.1
2.2	The chair should be an independent director.	Yes	Page 68	ASX CGC 2.2
2.3	The roles of chair and chief executive officer (CEO) should not be exercised by the same individual.	Yes	Page 68	ASX CGC 2.3
2.4	The board should establish a nomination committee.	No	Page 69	ASX CGC 2.4
2.5	Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	Yes	Page 68	ASX CGC 2.5
2.6	Companies should provide the information indicated in the guide to reporting on Principle 2.	Yes		ASX CGC 2.6

Pro Medicus Limited's corporate governance practices were in place throughout the year ended 30 June 2012.

Structure of the Board

The skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report is included in the Directors' Report.

The composition of the Board was determined in accordance with the following principles and guidelines:

- ▶ The Board should comprise at least four directors and should maintain a majority of non-executive directors, or at least a 50/50 ratio of non-executives and executive directors;
- ▶ The Chairperson must be a non-executive director and not occupy the role of CEO;
- ▶ The Board should comprise directors with an appropriate range of qualifications and expertise; and
- ▶ The Board shall meet monthly and follow meeting guidelines set down to ensure all directors are made aware of, and have available all necessary information, to participate in an informed discussion of all agenda items.

Directors of Pro Medicus Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with the exercise of their unfettered and independent judgement.

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

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

In accordance with the definition of independence above, and the materiality thresholds set, the following directors of Pro Medicus Limited are considered to be independent:

NAME	POSITION
P T Kempen	Chairman, Non-Executive Director, Chairman Audit Committee
R Lyle	Non-Executive Director

The Board wishes to advise that it continues to maintain responsibility for the actions of the chief executive officer and any tasks delegated to the management by the Board.

Directors' Appointment Letters have not been revised in the prescribed format as the board considered this unnecessary given the small number of fairly recently appointed current directors who understand their roles and responsibilities. The board has undertaken that the recommended format should be used for any future director appointments.

Mr. Sam Hupert and Mr. Anthony Hall were directors in Pro Medicus Pty Ltd since incorporation in 1983. Mr. Peter Kempen was appointed in March 2008 and Mr Roderick Lyle was appointed in November 2010.

Performance

The performance of the board and key executives is reviewed regularly against both measurable and qualitative indicators. During the reporting period the board conducted performance evaluations that involved an assessment of each board member's and key executive's performance against specific and measurable qualitative and quantitative performance criteria.

The performance criteria against which directors and executives are assessed are aligned with the financial and non-financial objectives of Pro Medicus Limited.

In order to ensure that the Board continues to discharge its responsibilities in an appropriate manner, the Chairman annually reviews the performance of all Directors who will be asked to retire from the board if not performing in a satisfactory manner.

Trading policy

Under the group's security trading policy, an executive, director, or any employee of the group, must not trade in any securities of the parent company at any time when they are in possession of unpublished, price-sensitive information in relation to those securities.

Before commencing to trade, an executive must first obtain the approval of the Company Secretary to do so and a director must obtain approval of the Chairman.

Only in exceptional circumstances will approval be forthcoming inside of the period which is 30 days after:

- ▶ One day following the announcement of the half-yearly and full year results as the case may be.
- ▶ One day following the holding of the annual general meeting.
- ▶ One day after any other form of earnings forecast update is given to the market.

As required by the ASX listing rules, the Group notifies the ASX of any transaction conducted by directors in the securities of the parent company.

Code of Conduct

The board has developed a "Code of Conduct" consistent with the recommendations and details are disclosed on the company website.

Committees

Due to the small number of Directors, the Board decided it was more appropriate to handle nomination and remuneration issues at full Board level. No Committees for these functions have been established at this time.

In addition the full Board handles any matters as and when they arise concerning environmental issues, occupational health and safety, finance and treasury.

In order to maintain good corporate governance the Non-Executive Directors assume responsibility for determining and reviewing compensation arrangements for the Executive Directors of the Group. The Executive Directors in turn are responsible for determining and reviewing the compensation arrangements for the Non-Executive Directors. The CEO, in conjunction with the full Board reviews the terms of employment for all executives.

The Board has delegated the responsibility of executive remuneration to the management who will assess the appropriateness of the nature and amount of remuneration of such executives on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team.

The appointment of appropriately skilled Non-Executive Directors, together with a broadly unchanged business base has meant no new director nominations have been required to date.

Strategic planning has been an important objective of the Board. Meetings are scheduled so that all Board members can attend and are conducted in an informal fashion to allow non-executive directors to gain enhanced industry, customer, product and research knowledge.

Audit Committee

The board has established an audit committee, which operates under a charter approved by the Board.

It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes. This also includes the safeguarding of assets, the maintenance of proper accounting records, and reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators.

The members of the audit committee are:

P T Kempen Chairman

S A Hupert

A B Hall

R Lyle

The audit committee is also responsible for nomination of the external auditor and reviewing the adequacy of the scope and quality of the annual statutory audit and half yearly audit review.

Due to the small number of Directors, all members of the Board serve on the Audit Committee, whilst the Board Chairman is also the Audit Committee Chairman as his area of expertise is in Accounting and Finance.

Board Functions

As the Board acts on behalf of and is accountable to the shareholders, it seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. The Board seeks to discharge these responsibilities in a number of ways.

The Board has delegated responsibility for the operation and administration of the group to the Chief Executive Officer and the executive team (as detailed in Note 23). The Board ensures that

this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Chief Executive and the executive team.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved. In addition to the establishment of the committee referred to above, these mechanisms include the following:

- ▶ approval of strategic plans, which encompass the entity's vision, mission and strategy statements, designed to meet stakeholders' needs and manage business risk;
- ▶ involvement in developing the strategic plan (a dynamic document) and approving initiatives and strategies designed to ensure the continued growth and success of the entity;
- ▶ overseeing implementation of operating plans and budgets by management and monitoring of progress against budget – this includes the establishment and monitoring of key performance indicators (both financial and non-financial) for all significant business processes; and
- ▶ utilising appropriately skilled professionals to provide advice on relevant discussion topics and procedures to allow Directors, in the furtherance of their duties, to seek independent professional advice at the Company's expense.

Monitoring of the Board's Performance and Communication to Shareholders – Continuous Disclosure Policy

The board has developed a written policy to ensure compliance with the ASX Listing Rules on continuous disclosure and has adopted measures to ensure the market and shareholders are fully informed. The measures in place require all potential market sensitive matters are discussed with the Chief Executive Officer who in conjunction with the Chairman and other relevant directors decide whether to make an appropriate announcement to the market.

Only nominated authorised persons have the authority to release these communications to the ASX. This policy is displayed on the company website.

Shareholder Communication

The Board of Directors aims to ensure that the shareholders, on behalf of whom they act, are informed of all information necessary to assess the performance of the Directors. Information is communicated to the shareholders through:

- ▶ the annual report which is distributed to all shareholders registered to receive copies;
- ▶ through the release of information to the market via the ASX
- ▶ the annual general meeting and other meetings so called to obtain approval for Board action as appropriate;
- ▶ an up to date website: www.promedicus.com.au;
- ▶ email contact with registered users; and
- ▶ special written communications to shareholders distributed with the dividend notifications.

The company is adopting procedures to ensure that any material given to a particular group is available to all interested parties via the company website. This includes any material presented at the Annual General Meeting.

A representative of the external auditors Ernst & Young will continue to attend the Annual General Meeting.

Risk Management Policies

The Company takes a proactive approach to risk management. The Board is responsible for ensuring that risks are identified on a timely basis and that the Group's objectives and activities are aligned with the risks identified by the Board.

The Company believes that it is crucial for all Board members to participate in this process; as such the Board has not established separate committees for areas such as risk management, environmental issues, occupational health and safety or treasury.

The Company is committed to the identification; monitoring and management of risks associated with its business activities and has included in its management and reporting systems a number of risk management controls, such as:

- ▶ Annual budgeting and monthly reporting systems for all operations which enable the monitoring of progress against performance targets and to evaluate trends
- ▶ Guidelines and limits on capital expenditure and purchasing authority matrix
- ▶ Executive approvals for staffing requirements
- ▶ Detailed monthly management reports including cash flow reports, and to identify any foreign currency risks associated with contracts written in and cash being held in foreign currencies

In accordance with ASX Principle 7, the Board has received from the Management an assurance that internal risk management and internal control systems are effective. The Board has also received a declaration from the Chief Executive Officer and Chief Financial Officer in accordance with section 295A of the Corporations Act founded on the sound system of risk management an internal compliance and control which is operating effectively in respect to financial reporting risks.

The Company up until late in the financial period was not exposed to any interest rate or significant currency sensitive loans or debts. Given the increase in overseas operations there is now an increased currency risk as a consequence of contracts written in and cash being held in foreign currencies. This change in risk profile has been noted by the board and action is being taken to manage this risk. The Board oversees appropriate backup procedures for important company data. Detailed annual review of insurance policies in force to ensure cover is at appropriate levels to safeguard key executives, Company assets and operations. The Board regularly considers succession planning to ensure staff of appropriate skill and experience are available to the Company.

CORPORATE INFORMATION

ABN 25 006 194 752

Directors

The names of the Directors of the Company in office during the year and until the date of this report are:

Peter Terence Kempen
Chairman/Non-Executive Director/
Chairman Audit Committee

Dr Sam Aaron Hupert
Chief Executive Officer/
Managing Director

Anthony Barry Hall
Technology Director

Roderick Lyle
Non-Executive Director

Company Secretary

Clayton James Hatch

Registered Office

450 Swan Street
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(03) 9429 8800

www.promedicus.com.au
www.promedicus.com
www.visageimaging.com

Solicitors

Sci-Law Strategies

Bankers

Westpac Banking Corporation

Auditors

Ernst & Young

Share Registry

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000, Australia

Mailing address:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235, Australia

Telephone +612 8280 7111
Toll free 1300 554 474
Facsimile +612 9287 0303
Facsimile (proxy forms only)
+612 9287 0309

registrars@linkmarketservices.com.au

www.linkmarketservices.com.au

YOU CAN DO SO MUCH MORE ONLINE

Did you know that you can access — and even update — information about your holdings in Pro Medicus Limited via the Internet.

Visit Link Market Services' website www.linkmarketservices.com.au and access a wide variety of holding information, make some changes online or download forms.

You can:

- ▶ Check your current and previous holding balances
- ▶ Choose your preferred annual report delivery option
- ▶ Update your address details
- ▶ Update your bank details
- ▶ Lodge, or confirm lodgement of, your Tax File Number (TFN), Australian Business Number (ABN) or exemption

- ▶ Check transaction and dividend history
- ▶ Enter your email address
- ▶ Check the share prices and graphs
- ▶ Download a variety of instruction forms
- ▶ Subscribe to email announcements

You can access this information via a security login using your Security holder Reference Number (SRN) or Holder Identification Number (HIN) as well as your surname (or company name) and postcode (must be the postcode recorded on your holding record).

Don't miss out on your dividends

Dividend cheques that are not banked are required to be handed over to the State Trustee under the Unclaimed Monies Act. You are reminded to bank cheques immediately.

Better still, why not have us do your banking for you

Wouldn't you prefer to have immediate access to your dividend payment? Your dividend payments can be credited directly into any nominated bank, building society or credit union account in Australia as cleared funds on dividend payment date — and we will still mail [(or email if you prefer)] you a dividend advice confirming your payment details.

Not only can we do your banking for you, but payment by direct credit eliminates the risk of cheque fraud.

TOP 5 TIPS

FOR PRO MEDICUS LIMITED INVESTORS VISITING LINK'S (OUR REGISTRY) WEBSITE

1

Bookmark www.linkmarketservices.com.au — to bookmark, click on 'Favourites' on the menu bar at the top of your browser then select 'Add to Favourites'.

2

Create a portfolio for your holding or holdings and you don't have to remember your SRN or HIN every time you visit.

3

Lodge your email via the 'Communications Options' and benefit from the online communications options Pro Medicus Limited offers its investors.

4

Check out the 'FAQs' page (accessible via the orange menu bar) for answers to frequently asked questions.

5

Use the 'Client List' page (accessible via the orange menu bar) to link to Pro Medicus Limited website and the website of the other Link clients in which you invest.

CONTACT INFORMATION

You can also contact the Pro Medicus Limited share registry by calling

+61 2 8280 7111 or
Toll Free 1300 554 474

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