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**Thorn Group Limited  
and its Controlled Entities  
ACN 072 507 147**

**Annual Financial Report  
31 March 2011**

<b>Contents</b>	<b>Pages</b>
Directors Report	4-26
Lead Auditor's Independence Declaration	27
Statement of comprehensive income	28
Statement of financial position	29
Statement of changes in equity	30
Statement of cash flows	31
Notes to the Consolidated Financial Statements	32-64
Directors' Declaration	65
Audit Report	66-67

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

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The directors present their report together with the financial report of Thorn Group Limited (the 'Company') and its controlled entities (together referred to as the 'consolidated entity') for the financial year ended 31 March 2011 and the auditor's report thereon.

<b>Contents of directors' report</b>		<b>Page</b>
<b>1</b>	<b>Directors</b>	4
<b>2</b>	<b>Company secretary</b>	5
<b>3</b>	<b>Directors' meetings</b>	5
<b>4</b>	<b>Corporate governance statement</b>	6
4.1	Board of directors	6
4.2	Remuneration and Nomination Committee	8
4.3	Remuneration report - audited	9
4.3.1	Principles of remuneration	9
4.3.2	Directors' and executive officers' remuneration - audited	13
4.3.3	Analysis of bonuses included in remuneration - unaudited	15
4.3.4	Equity Instruments	16
4.4	Audit, Risk and Compliance Committee	18
4.5	Risk management	19
4.6	Ethical standards	20
4.7	Communication with shareholders	21
<b>5</b>	<b>Principal activities</b>	22
5.1	Operating and financial review	22
5.2	Shareholder returns	23
5.3	Review of financial information	23
<b>6</b>	<b>Dividends</b>	23
<b>7</b>	<b>Events subsequent to reporting date</b>	24
<b>8</b>	<b>Likely developments</b>	24
<b>9</b>	<b>Directors' interests</b>	24
<b>10</b>	<b>Performance rights</b>	25
<b>11</b>	<b>Indemnification and Insurance of Officers and Auditors</b>	25
<b>12</b>	<b>Non-audit services</b>	25
<b>13</b>	<b>Lead auditor's independence declaration</b>	26
<b>14</b>	<b>Rounding off</b>	26

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

**1. Directors**

The directors of the Company at any time during or since the end of the financial year are:

Name and independence status	Experience, special responsibilities, qualifications and other directorships
<p><b>Bernard Carrasco</b>  <b>Chairperson</b>  <b>Independent</b>  <b>Non-Executive</b>  <b>Director</b></p> <p><b>Appointed:</b>  3 November 2006</p>	<p>Bernard Carrasco is a business consultant advising privately owned businesses. Bernard's previous positions include Managing Director of Email Metering, Chief Financial Officer and a Director of OneSteel Limited, Chief Financial Officer of BHP Steel, a Director of Steel and Tube Holdings Limited (New Zealand) and Chairman of the ASX listed Tutt Bryant Group Limited (from 2005 to 2010). Bernard holds qualifications from Ecole Supérieure de Commerce, Marseille, France and an MBA, from the University of Cape Town, South Africa. He is also a former fellow of the Institute of Chartered Management Accountants, UK.</p>
<p><b>John Hughes</b>  <b>CEO and</b>  <b>Managing Director</b></p> <p><b>Appointed:</b>  3 November 2006</p>	<p>Prior to joining the Company, John was Managing Director of ASX listed Ruralco Holdings Limited until its merger with Tasmanian based Roberts Limited in 2006. He was previously Managing Director of Thorn EMI Rentals Australasia ("Thorn") and led the reshaping of that company into a highly successful consumer electronics and financial services organisation. Prior to Thorn he was Managing Director of Dominos Pizza Australia and has over 30 years experience as a senior executive in a number of leading Australian and international companies including Sharp Corporation, Competitive Foods and Grace Bros. John holds a Bachelor of Commerce degree from the University of New South Wales and is a Fellow of the Australian Institute of Company Directors.</p>
<p><b>David Carter</b>  <b>Independent</b>  <b>Non-Executive</b>  <b>Director</b></p> <p><b>Appointed:</b>  3 November 2006</p>	<p>David Carter is a lawyer and corporate advisor who was previously a partner of a major international law firm. David has significant experience in corporate, commercial and international law. David is Chairman of the ASX listed TSV Holdings Limited (from 2010) as well as a director of Cause Connect Ltd a not for profit company and Glutagen Pty Ltd an early stage biotech. David holds a Bachelor of Economics, Bachelor of Laws (Hons) degree, Masters of Laws degree from Monash University, and a Bachelor of Civil Law degree from Oxford University.</p>
<p><b>Peter Henley</b>  <b>Independent</b>  <b>Non-Executive</b>  <b>Director</b></p> <p><b>Appointed:</b>  21 May 2007</p>	<p>Peter Henley has had a long and distinguished career in financial services generally and in consumer and commercial finance in particular, having held senior management positions with AGC, Nissan Finance and most recently GE Money. Peter is a non-executive director and member of the Audit and Risk Committee of the ASX listed AP Eagers Limited (from 2006). Peter is a non-executive director, deputy chairman and a member of the Audit and Risk Committee of MTA Insurance Ltd and a Fellow of the Australian Institute of Management. He has also been a Director of GE Motor Solutions Australia and GE Money, Singapore.</p>

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Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

Name and independence status	Experience, special responsibilities, qualifications and other directorships
<p><b>Paul Lahiff</b>  <b>Independent Non-Executive Director</b></p> <p><b>Appointed:</b>  21 May 2007</p>	<p>Paul Lahiff is Chairman of Stephenson Mansell Group, a Director of the Cancer Council NSW, NSW Councillor Australia-Britain Chamber of Commerce and operates his own consultancy firm specializing in financial services strategy. He has over 30 years experience in the financial services industry including roles as Managing Director of the ASX listed Mortgage Choice (from 2003 to 2009), Permanent Trustee, Heritage Building Society and WDSScott, as well as senior executive roles with Westpac Banking Corporation (in Sydney and London) and the credit union sector. Paul holds a Bachelor of Science Degree from Sydney University and is a Fellow of the Australian Institute of Management (AIM), Fellow of the Financial Services Institute of Australia (FINSIA) and is a member of the Australian Institute of Company Directors (AICD).</p>

## 2. Company Secretary

Peter Eaton joined the Company in 1999 and was the Company's Finance Manager before assuming the role of Group Financial Controller in 2005 and the positions of Chief Financial Officer and Company Secretary in August 2006. Peter has a detailed understanding of the business, the domestic rental market and its drivers and provides input into key management decisions. Peter's role encompasses Finance, Information Technology and Risk Management. Peter holds a Bachelor of Commerce degree from the University of Western Sydney and is a member of the Australian Society of Certified Practising Accountants (CPA).

## 3. Directors' Meetings

The number of directors' meetings (including meetings of committees of directors) and number of meetings attended by each of the directors of the Company during the financial year are detailed below.

Director	Board Meetings		Audit Risk and Compliance Committee Meetings		Remuneration and Nomination Committee Meetings	
	A	B	A	B	A	B
Bernard Carrasco	13	13	4	5	2	2
John Hughes	13	13	5	-	2	-
David Carter	13	13	5	5	2	2
Peter Henley	13	13	5	5	-	-
Paul Lahiff	13	13	4	-	2	2

**A** – Number of meetings attended

**B** – Number of meetings held during the time the director held office during the year

Mr Hughes was not a member of the Audit Risk and Compliance Committee or the Remuneration and Nomination Committee but attended all meetings by invitation.

Mr Lahiff was not a member of the Audit Risk and Compliance Committee but attended the meeting by invitation.

#### **4. Corporate Governance Statement**

This statement outlines the main corporate governance practices in place throughout the financial year, which comply with the ASX Corporate Governance Council recommendations, unless otherwise stated.

##### **4.1. Board of Directors**

###### **Role of the Board**

The Board's primary role is the protection and enhancement of long-term shareholder value.

To fulfil this role, the Board is responsible for the overall corporate governance of the Company including formulating its strategic direction, approving and monitoring capital expenditure, setting remuneration, appointing, removing and creating succession policies for directors and senior executives, establishing and monitoring the achievement of management's goals and ensuring the integrity of risk management, internal control, legal compliance and management information systems. It is also responsible for approving and monitoring financial and other reporting.

In order to ensure that the Board functions and responsibilities are clearly identified, the Company has adopted a formal Board Charter.

A copy of the Board Charter is located on the Company's website ([www.thorn.com.au](http://www.thorn.com.au)).

The Board has delegated responsibility for operation and administration of the Company to the Managing Director and executive management. Responsibilities are delineated by formal authority delegations.

###### **Board Processes**

To assist in the execution of its responsibilities, the Board has established an Audit, Risk and Compliance Committee and a Remuneration and Nomination Committee. These committees have written mandates and operating procedures, which are reviewed on a regular basis. The Board has also established a framework for the management of the Company including a system of internal control, a business risk management process and the establishment of appropriate ethical standards.

The full Board currently holds scheduled meetings each year, 8-12 per annum, plus strategy meetings and any extraordinary meetings at such other times as may be necessary to address any specific significant matters that may arise. The Board Charter requires the full Board to meet at least once per year to review the performance of the directors, committees, and senior executives, as well as, the relationship between the Board and management and matters of general corporate governance.

The agenda for Board meetings is prepared in conjunction with the Chairperson, Managing Director and Company Secretary. Standing items include the CEO report, finance report, strategic matters, governance and compliance. Submissions are circulated in advance. Executives are regularly involved in Board discussions and directors have other opportunities, including visits to business operations, for contact with a wider group of employees.

### **Director and executive education**

The Company has a formal process to educate new directors about the nature of the business, current issues, the corporate strategy and the expectations of the Company concerning the performance of directors. Directors also have the opportunity to visit Company facilities and meet with management to gain a better understanding of business operations. Directors are given access to continuing education opportunities to update and enhance their skills and knowledge.

The Company also has a formal process to educate new senior executives upon taking such positions. The induction program includes reviewing the Company structure, strategy, operations, financial position and risk management policies. It also familiarises the individual with the respective rights, duties, responsibilities and roles of the individual and the Board.

### **Independent professional advice and access to company information**

Each director has the right of access to all relevant Company information and to the Company's executives and, subject to prior consultation with the Chairperson, may seek independent professional advice from a suitably qualified adviser at the Company's expense. The director must consult with an advisor suitably qualified in the relevant field, and obtain the Chairperson's approval of the fee payable for the advice before proceeding with consultation. A copy of the advice received by the director is made available to all other members of the Board.

### **Composition of the Board**

The names of the directors of the Company in office at the date of this report, specifying which are independent, are set out in pages 4 and 5 of this report. The composition of the Board is determined using the following principles:

- a minimum of three directors, with a broad range of expertise both nationally and internationally;
- a majority of independent non-executive directors;
- a majority of directors having extensive knowledge of the Company's industries, and/or extensive expertise in significant aspects of auditing and financial reporting, or risk management of large companies;
- a non-executive independent director as Chairperson;
- enough directors to serve on various committees without overburdening the directors or making it difficult for them to fully discharge their responsibilities; and
- directors are subject to re-election every three years (except for the Managing Director).

An independent director is a director who is not a member of management (a non-executive director) and who:

1. holds less than five per cent of the voting shares of the Company and is not an officer of, or otherwise associated, directly or indirectly, with a shareholder of more than five per cent of the voting shares of the Company;
2. has not within the last three years been employed in an executive capacity by the Company or a related body corporate or has become a director within 3 years of ceasing to hold any such employment;
3. within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another Company member or an employee materially associated with the service provided;
4. is not a material supplier or customer of the Company or another member of the consolidated entity, or an officer of or otherwise associated, directly or indirectly, with a material supplier or customer;

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

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5. has no material contractual relationship with the Company or a related body corporate other than as a director of the Company; and
6. is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

***A professional adviser or consultant will be considered 'material' if, in the context of a financial year:***

- from the Company's point of view, the amount typically payable by the Company to the professional adviser or consultant exceeds 5% of the consolidated expenses of the Company; or
- from the Board's point of view, if the annual amount typically received from the Company exceeds 5% of the professional advisers or consultant's consolidated gross revenue.

***A supplier will be considered 'material' if:***

- from the Company's point of view, the annual amount typically payable by the Company to the supplier exceeds 5% of the consolidated expenses of the Company; or
- from the Board's point of view, if the annual amount typically received from the Company exceeds 5% of the supplier's consolidated gross revenue.

***A customer of the Company will be considered 'material' if:***

- from the Company's point of view, the annual amount typically received by the Company from the customer exceeds 5% of the consolidated revenue of the Company; or
- from the Board's point of view, the annual amount typically paid to the Company by the customer exceeds 5% of the customer's total expenses.

Applying these criteria, the Board is satisfied that Bernard Carrasco, David Carter, Paul Lahiff and Peter Henley are independent. In accordance with the ASX Corporate Governance Guidelines, the Chairperson is an independent director, and the positions of Managing Director and Chairperson are held by different directors.

### **Diversity**

The board is committed to having an appropriate blend of diversity on the Board and in the consolidated entity's senior executive positions. The Board is in the process of establishing a policy regarding gender, age, ethnic and cultural diversity.

### **4.2. Remuneration and Nomination Committee**

The Remuneration and Nomination Committee has a documented charter, approved by the Board. All members are non-executive directors with a majority being independent. The Remuneration and Nomination Committee assists the Board in its oversight responsibilities by monitoring and advising on:

- remuneration packages of senior executives, non-executive directors and executive directors;
- share option schemes and incentive performance packages;
- executive contracts;
- recruitment, retention and termination policies relating to the Board and senior executives; and
- monitoring the size and composition of the Board.

The members of the Remuneration and Nomination Committee during the year were:

- Bernard Carrasco (Chairman) – Independent, Non-Executive
- David Carter – Independent, Non-Executive
- Paul Lahiff - Independent, Non-Executive

The Managing Director, John Hughes, is invited to Remuneration and Nomination Committee meetings, as required, to discuss senior executives' performance and remuneration packages but does not attend meetings involving matters pertaining to him.

The Committee takes advice from external consultants to identify potential candidates for the Board. The Committee makes recommendations to the Board on the candidates, which votes on them. The Board then appoints the most suitable candidates. Board candidates must stand for election at the general meeting of shareholders immediately following their appointment.

The terms and conditions of the appointment and retirement of non-executive directors are set out in a letter of appointment, including expectations of attendance and preparation for all Board meetings, minimum hourly commitment, appointments to other boards, the procedures for dealing with conflicts of interest and the availability of independent professional advice.

The Remuneration and Nomination Committee meets twice a year and as required. The Committee met twice during the year and Committee members' attendance record is disclosed in the table of directors' meetings on page 5.

#### **4.3. Remuneration Report - Audited**

##### **4.3.1. Principles of remuneration**

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Company and the consolidated entity, including directors of the Company and other executives. Key management personnel comprise the directors of the Company and executives for the Company and the consolidated entity including the five most highly remunerated Company and consolidated entity executives.

Remuneration levels for key management personnel and the secretary of the Company and the consolidated entity are competitively set to attract and retain appropriately qualified and experienced directors and executives. Independent advice is obtained on the appropriateness of remuneration packages of both the Company and the consolidated entity given trends in comparative companies both locally and internationally and the objectives of the Company's remuneration strategy.

The remuneration structures explained below are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. The remuneration structures take into account:

- the capability and experience of the key management personnel;
- the key management personnel's ability to control the relevant performance; and
- the consolidated entity's performance including:
  - the consolidated entity's earnings;
  - the growth in share price and delivering constant returns on shareholder wealth; and
  - the amount of incentives within each key management person's compensation.

Remuneration packages include a mix of fixed and variable remuneration and short and long-term performance-based incentives.

### **Fixed Remuneration**

Fixed remuneration consists of base remuneration (which is calculated on a total cost basis and includes any FBT charges related to employee benefits including motor vehicles), as well as employer contributions to superannuation funds.

Remuneration levels are reviewed annually by the Board through a process that considers individual, and overall performance of the consolidated entity. In addition external consultants provide analysis and advice to ensure the directors' and senior executives' remuneration is competitive in the market place. A senior executive's remuneration is also reviewed on promotion.

### **Performance Linked Remuneration**

Performance linked remuneration includes both short-term incentives and long-term incentives and is designed to reward key management personnel for meeting or exceeding their financial and personal objectives. The short-term incentive (STI) is an "at risk" bonus provided in the form of cash, while the long-term incentive (LTI) is provided as performance rights over ordinary shares of Thorn Group Limited under the rules of the Performance Rights Plan.

### **Short-Term Incentive**

Each year, the Board sets key performance indicators (KPIs) for the key management personnel. The KPIs generally include measures relating to the consolidated entity, and the individual, and include financial, people, customer, strategy and risk measures. The measures are chosen as they directly align the individual's reward to the KPIs of the consolidated entity and to its strategy and performance.

The financial performance objective for 2011 is 'profit after tax' as compared to the budgeted amount. The non-financial objectives vary with position and responsibility and include measures such as achieving strategic outcomes, safety, customer satisfaction and staff development.

At the end of the financial year the Board assesses the actual performance of the consolidated entity, and individual against the KPI's set at the beginning of the financial year. A percentage of the pre-determined maximum amount, is awarded depending on results, between 30 percent for minimum performance and 100 percent for stretch performance. The pre-determined maximum amount is the base salary at the balance date. No bonus is awarded where performance falls below the minimum. The performance evaluation in respect of the year ended 31 March 2011 has taken place in accordance with this process.

The Board approves the cash incentive to be paid to individuals. The method of assessment described above was chosen as it provides the Board with an objective assessment of the individual's performance.

### **Long-Term Incentive**

The Company first introduced a long-term incentive plan upon listing. This plan (in the form of performance rights) is directly linked to criteria that relate to the performance of the Company, to ensure appropriate alignment to shareholder value over a specified timeframe. Performance rights provide the right to receive shares only if and when particular performance based hurdles are achieved. The holders of the performance rights are entitled to receive one ordinary share per performance right.

The performance hurdle for instruments granted under the long-term incentive plan is growth in the Company's total shareholder return ("TSR") performance measured against the comparative group of companies being companies in the ASX Small Cap Index.

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

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Where the Company's TSR performance is rated below the 50<sup>th</sup> percentile, no performance rights vest. Staggered vesting occurs if the Company is ranked at or above the 50<sup>th</sup> percentile until the 90<sup>th</sup> percentile, when 100% of the rights vest.

In the event that a participant's employment is terminated, any unvested performance rights will lapse.

The TSR performance criteria was chosen as it is widely accepted as one of the best indicators of shareholder wealth criterion as it includes share price growth, dividends and other capital adjustments.

In assessing whether the performance criteria have been met, the Board will obtain independent data which provides the Company's and comparative companies' TSR performance.

The long-term incentive plan introduced upon listing expired during the 2011 period. A new long-term incentive plan was introduced in April 2010, effective from 1 April 2010. The plan operates in exactly the same manner as the previous plan; however TSR performance is measured against 19 comparable ASX listed securities.

### **Consequences of performance on shareholder's wealth**

In considering the consolidated entity's performance and benefits for shareholder's wealth, the Board have regard to the following indices in respect of the current financial year and the four previous financial years.

	2011	2010	2009	2008	2007
Profit attributable to owners of the Company	\$22,038,000	\$19,495,000	\$12,320,000	\$10,899,000	\$6,542,000
Dividends paid	\$9,464,000	\$7,059,000	\$5,594,000	\$3,513,000	-
Change in share price	1.07	0.63	(0.06)	(0.20)	0.25
Return on capital employed	19.02%	20.35%	17.19%	17.77%	14.51%

Profit is considered as one of the financial performance targets in setting the STI plan. Dividends, changes in share price and return of capital are included in the TSR calculation which is the performance criteria assessed for the LTI plan. The overall level of key management personnel's compensation takes into account the performance of the consolidated entity over several years.

### **Other Benefits**

Key management personnel can receive additional non-cash benefits, as part of the terms and conditions of their appointment. Non-cash benefits typically include motor vehicles, payment of telephone bills and similar benefits. The consolidated entity pays fringe benefits tax on these benefits. The consolidated entity does not provide retirement benefits to any of the directors or executives, other than statutory superannuation.

### **Service Contracts**

John Hughes, Managing Director, has a contract of employment dated 31 March 2010 with the Company, with an expiry date 31 March 2013. The contract specifies the duties and obligations to be fulfilled by the Managing Director and provides that the Board and Managing Director will early in each financial year, consult and agree objectives for achievement during that year.

At any time the service contract can be terminated either by the Company or John Hughes providing six months' notice. The Company may make a payment in lieu of notice of six months, equal to six months of base salary. This payment represents market practice at the time the terms were agreed.

The Managing Director has no entitlement to a termination payment in the event of removal for misconduct.

Peter Eaton, Company Secretary, has a contract of employment dated 4 December 2006 with the Company, with no specific expiry date. This contract is capable of termination on three months' notice plus any amounts payable under the Company's redundancy policy.

The Company Secretary has no entitlement to a termination payment in the event of removal for misconduct.

The consolidated entity has entered into service contracts with all other key management persons that are unlimited in term but capable of termination on four to twelve weeks notice. The consolidated entity retains the right to terminate a contract immediately by making payment equal to four weeks to twelve weeks pay in lieu of notice. The key management personnel are also entitled to receive on termination of employment their statutory entitlements of accrued annual and long service leave, together with any superannuation benefits.

The service contract outlines the components of remuneration paid to the key management personnel but does not prescribe how remuneration levels are modified year to year. Remuneration levels are reviewed each year to take into account cost-of-living changes, any change in the scope of the role performed by the senior executive and any changes required to meet the principles of the remuneration policy.

#### **Non Executive Directors**

Total remuneration for all non-executive directors is not to exceed \$550,000 per annum and is set based on advice from external advisors with reference to fees paid to other non-executive directors of comparable companies. From 1 April 2011 Directors' fees are \$70,000 per annum.

The Chairperson receives up to twice the base fee. Non-executive directors do not receive performance-related remuneration. Directors' fees cover all main Board activities. Non-executive directors are paid \$5,000 for membership of the Audit, Risk and Compliance Committee and \$2,500 for membership of the Remuneration and Nomination Committee. The Chairperson of the Audit, Risk and Compliance Committee receives \$20,000 per annum (from 1 June 2010).

**4.3.2. Directors' and Executive Officers' Remuneration (Company and Consolidated – Audited)**

Details of the nature and amount of each major element of remuneration of each director of the Company and each of the five named Company executives and group executives who receive the highest remuneration:

		Short-term				Post-employment	Long-term benefits	Termination benefits \$	Share-based payments	Total \$	Proportion of remuneration performance related %	Value of performance rights as proportion of remuneration %
		Salary & fees \$	STI cash bonus \$(A)	Non-monetary benefits \$(B)	Total	Super-annuation benefits \$	Long Service Leave \$		Options and rights \$(C)			
In AUD												
<b>Directors</b>												
<b>Non-Executive directors</b>												
Bernard Carrasco	2011	127,423	-	-	127,423	11,468	-	-	-	138,891	-	-
	2010	119,492	-	-	119,492	10,772	-	-	-	130,264	-	-
David Carter	2011	80,500	-	-	80,500	7,245	-	-	-	87,745	-	-
	2010	67,346	-	-	67,346	6,061	-	-	-	73,407	-	-
Peter Henley	2011	65,000	-	-	65,000	5,850	-	-	-	70,850	-	-
	2010	62,346	-	-	62,346	5,611	-	-	-	67,957	-	-
Paul Lahiff	2011	62,423	-	-	62,423	5,618	-	-	-	68,041	-	-
	2010	57,346	-	-	57,346	5,161	-	-	-	62,507	-	-
<b>Executive directors</b>												
John Hughes	2011	519,433	499,333	-	1,018,766	14,596	-	-	230,999	1,264,361	58%	18%
	2010	502,733	517,500	-	1,020,233	14,296	-	-	49,243	1,083,772	52%	5%
Total directors remuneration	2011	854,779	499,333	-	1,354,112	44,777	-	-	230,999	1,629,888	-	-
	2010	809,263	517,500	-	1,326,763	41,901	-	-	49,243	1,417,907	-	-

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

		Short-term				Post-employment	Long-term benefits	Termination benefits \$	Share-based payments	Total \$	Proportion of remuneration related %	Value of performance rights as proportion of remuneration %
		Salary & fees \$	STI cash bonus \$(A)	Non-monetary benefits \$(B)	Total	Super-annuation benefits \$	Long service leave \$		Options and rights \$(C)			
In AUD												
<b>Executives</b>												
Peter Eaton, Chief Financial Officer and Company Secretary	2011	231,211	229,600	10,298	471,109	14,596	6,942	-	77,000	569,647	54%	14%
	2010	223,537	238,050	10,566	472,153	14,296	9,483	-	19,697	515,629	50%	4%
James Marshall, GM Rental	2011	189,983	192,267	11,414	393,664	14,596	9,287	-	53,900	471,447	52%	11%
	2010	159,426	173,880	14,505	347,811	14,296	1,092	-	-	363,199	48%	-
Ian Scott, GM Financial Services	2011	153,787	157,733	-	311,520	14,596	-	-	-	326,116	48%	-
	2010	148,589	163,013	-	311,602	14,296	-	-	-	325,898	50%	-
Andrea Rooke GM Human Resources	2011	145,567	81,500	10,344	237,411	14,540	-	-	-	251,951	32%	-
	2010	144,495	157,500	4,458	306,453	13,005	-	-	-	319,458	49%	-
Allan Chadwick GM Business Services <sup>2</sup>	2011	110,000	25,000	10,916	145,916	10,726	-	-	-	156,642	16%	-
	2010	33,846	10,000	2,339	46,185	3,046	-	-	-	49,231	20%	-
Steve Urquhart GM Retail & Purchasing <sup>1</sup>	2011	146,789	80,000	6,243	233,032	13,211	-	-	-	246,243	32%	-
	2010	28,229	-	2,385	30,614	2,541	-	-	-	33,155	-	-
<b>Former</b>												
Peter Krideras, GM Merchandising & Marketing (resigned 31 October 2009)	2010	94,622	-	9,864	104,486	17,590	-	145,686	-	267,762	-	-
<b>Total executives remuneration</b>	2011	977,337	766,100	49,215	1,792,652	82,265	16,229	-	130,900	2,022,046	-	-
	2010	832,744	742,443	44,117	1,619,304	79,070	10,575	145,686	19,697	1,874,332	-	-
<b>Total directors and executive officer remuneration</b>	2011	1,832,116	1,265,433	49,215	3,146,764	127,042	16,229	-	361,899	3,651,934	-	-
	2010	1,642,007	1,259,943	44,117	2,946,067	120,971	10,575	145,686	68,940	3,292,239	-	-

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

- 1) The remuneration for Steve Urquhart for 2010 reflects remuneration during the period from 11 January 2010, the date of his appointment.
- 2) The remuneration for Allan Chadwick for 2010 reflects remuneration during the period from 1 December 2009, the date of his promotion.

**Notes in relation to the table of directors' and executive remuneration**

- A. The short term incentive bonus for 2011 is for performance during the 31 March 2011 financial year.
- B. Non-monetary benefits as disclosed in both tables includes cost of providing a motor vehicle and any fringe benefits tax attributable thereto.
- C. The fair value of the performance rights is calculated at the date of grant using a Monte Carlo simulation model and allocated to each reporting period evenly over the period from grant date to the expected vesting date. The value disclosed is the portion of the fair value of the performance rights allocated to this reporting period. In valuing the performance rights, market conditions have been taken into account. The following factors and assumptions were used in determining the fair value of performance rights at grant date.

Grant Date	Initial Test Date	Expiry Date	Fair value per Performance right	Exercise Price	Price of shares on grant date	Expected Volatility	Risk free interest rate	Dividend yield
1 April 2010	15 Dec 2010	15 May 2013	\$0.85	Nil	\$1.085	48.4%	5.2%	8.2%
1 April 2010	15 Dec 2011	15 May 2013	\$0.77	Nil	\$1.085	48.4%	5.2%	8.2%
1 April 2010	15 Dec 2012	15 May 2013	\$0.69	Nil	\$1.085	48.4%	5.2%	8.2%

**4.3.3. Analysis of bonuses included in remuneration**

Details of the vesting profile of the short-term incentive cash bonuses awarded as remuneration to each director of the Company and the five highest paid Company and consolidated entity executives are detailed below.

	Short Term Incentive Bonus		
	Included In Remuneration \$ (a)	% Vested In Year	% Forfeited In Year (b)
<b>Directors</b>			
John Hughes	499,333	93%	7%
<b>Executives</b>			
Peter Eaton	229,600	93%	7%
James Marshall	192,267	93%	7%
Ian Scott	157,733	93%	7%
Andrea Rooke	81,500	50%	50%
Allan Chadwick	25,000	21%	79%
Steve Urquhart	80,000	50%	50%

- (a) Amounts included in remuneration for the financial year represent the amount that vested in the financial year based on achievement of personal goals and satisfaction of specified performance criteria.

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

- (b) The amounts forfeited are due to the performance or service criteria not being fully met in relation to the current year

#### 4.3.4. Equity Instruments

##### Performance rights granted as compensation in the year

	Performance Rights Granted		Financial Years In Which Grant Vests	Values Yet To Vest \$	
	Number	Date		Min (a)	Max (b)
<b>Director</b>					
John Hughes	815,291	1 Apr 2010	2011 – 2014	Nil	N/A
<b>Executive</b>					
Peter Eaton	271,764	1 Apr 2010	2011 – 2014	Nil	N/A
James Marshall	190,235	1 Apr 2010	2011 - 2014	Nil	N/A

##### Analysis of performance rights available for vesting during the year as remuneration

Details of the performance rights available for vesting as remuneration during the year to each director of the Company and each of the five named Company executives and relevant group executives are detailed below:

	Performance Rights Granted		% Vested In Current Year	% Forfeited In Year	Financial Years In Which Grant Vests	Values Yet To Vest \$	
	Number	Date	(c)	(d)		Min (a)	Max (b)
<b>Director</b>							
John Hughes	61	13 Dec 2006	98.75%	1.25%	2008 - 2011	N/A	N/A
	543	13 Dec 2006	98.75%	1.25%	2008 - 2011	N/A	N/A
	12,500	13 Dec 2006	98.75%	1.25%	2008 - 2011	N/A	N/A
	271,764	1 Apr 2010	93.75%	-	2011 - 2014	Nil	N/A
<b>Executive</b>							
Peter Eaton	24	13 Dec 2006	98.75%	1.25%	2008 – 2011	N/A	N/A
	217	13 Dec 2006	98.75%	1.25%	2008 – 2011	N/A	N/A
	5,000	13 Dec 2006	98.75%	1.25%	2008 – 2011	N/A	N/A
	90,588	1 Apr 2010	93.75%	-	2011 - 2014	Nil	N/A
James Marshall	63,412	1 Apr 2010	93.75%	-	2011 - 2014	Nil	N/A

- (a) The minimum value of the performance rights to vest is nil as the performance rights criteria may not be met and consequently the performance rights may not vest.
- (b) The maximum value of the performance rights yet to vest is not determinable as it depends on the market price of shares of the Company on the Australian Securities Exchange at the date the performance rights are exercised.

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Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

- (c) Performance rights were forfeited during the period as the performance hurdle had not been met.
- (d) The exercise price per performance right is nil if the rights are exercised by the individual. Should the rights be exercised by the individual's superannuation fund, 1% of the value of the shares is payable.
- (e) The performance rights expire on the earlier of their expiry date, 15 May 2013, or termination of the individual's employment.

**Analysis of movements in performance rights**

The movement during the reporting period, by value, of performance rights over ordinary shares in Thorn Group Limited held by each Company director and each of the five named Company executives and relevant group executives are detailed below:

**Value of performance rights**

	Granted in year <sup>(a)</sup>	Exercised in year <sup>(b)</sup>	Forfeited in year <sup>(c)</sup>
	\$	\$	\$
John Hughes	900,000	501,937	194
Peter Eaton	300,000	168,501	78
James Marshall	210,000	112,953	-
	1,410,000	783,391	272

- (a) The value of performance rights granted during the year is calculated as the market volume weighted average price for the five trading days preceding the grant date.
- (b) The value of performance rights exercised during the year is calculated as the market price of shares of the Company as at close of trade on the date the performance rights were exercised. The market price as at the close of trade on 23 August 2010 was \$1.38 and the market price as at the close of trade on 22 December 2010 was \$1.90.
- (c) The value of the performance rights forfeited during the year is calculated as the market price of the share of the Company as at the close of trade on the date the performance rights were forfeited.

**Performance rights over equity instruments granted**

The movement during the year in the number of performance rights over ordinary shares in Thorn Group Limited held directly, indirectly or beneficially, by each key management person, including their related parties is as follows:

	Held at 1 April 2010	Granted as Compensation	Exercised	Lapsed during the year	Held at 31 March 2011	Vested during the year
John Hughes	13,104	815,291	267,719	164	560,512	267,719
Peter Eaton	5,241	271,764	90,101	66	186,838	90,101
James Marshall	-	190,235	59,449	-	130,786	59,449

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#### 4.4. Audit, Risk and Compliance Committee

The Audit, Risk and Compliance Committee has a documented charter, approved by the Board. The charter is available on the Company's website. All members are non-executive directors with a majority being independent. The Chairperson may not be the Chairperson of the Board. The Audit, Risk and Compliance Committee advises the Board on the establishment and maintenance of a framework of internal control and appropriate ethical standards for the management of the Company.

The members of the Audit, Risk and Compliance Committee during the year were:

- David Carter (Independent Chairman) – Independent, Non-Executive
- Bernard Carrasco – Independent, Non-Executive
- Peter Henley – Independent, Non-Executive

The Company Secretary, Peter Eaton, acts as Secretary to the Committee.

The internal and external auditors, the Managing Director and the Chief Financial Officer are invited to Audit, Risk and Compliance Committee meetings at the discretion of the Committee. The Committee is required to meet at least twice during the year and committee members' attendance record is disclosed in the table of directors' meetings on page 5.

The Managing Director and the Chief Financial Officer have declared in writing to the Board that the financial records of the Company and the consolidated entity for the financial year have been properly maintained, the Company's financial reports for the financial year ended 31 March 2011 comply with accounting standards and present a true and fair view of the Company's financial condition and operational results. This statement is required annually.

The external auditor met with the Audit, Risk and Compliance Committee twice during the year without management being present.

The responsibilities of the Audit, Risk and Compliance Committee include:

- reviewing the annual and half year financial reports and other financial information distributed externally;
- assessing management processes supporting external reporting;
- assessing corporate risk assessment processes;
- assessing the performance and objectivity of the internal audit function;
- establishing procedures for selecting, appointing and if necessary, removing the external auditor;
- assessing whether non-audit services provided by the external auditor are consistent with maintaining the external auditor's independence. Each reporting period the external auditor provides an independence declaration in relation to the audit or review;
- providing advice to the Board in respect of whether the provision of the non-audit services by the external auditor is compatible with the general standard of independence of auditors imposed by the Corporation Act 2001;
- assessing the adequacy of the internal control framework and the Company's code of ethical standards; and
- organising, reviewing and reporting on any special reviews or investigations deemed necessary by the Board.

The Audit, Risk and Compliance Committee reviews the performance of the external auditors on an annual basis and meets with them during the year to:

- discuss the external audit, identifying any significant changes in structure, operations, internal controls or accounting policies likely to impact the financial statements and to review the fees proposed for the audit work to be performed;
- review the half-year and preliminary final report prior to lodgement with the ASX, and any significant adjustments required as a result of the auditor's findings, and to recommend Board approval of these documents, prior to announcement of results;
- review the draft annual and half-year financial report, and recommend Board approval of the financial report; and
- review the results and findings of the external audit, the adequacy of accounting and financial controls, and to monitor the implementation of any recommendations made.

#### **4.5. Risk Management**

##### **Oversight of the risk management system**

The Board oversees the establishment, implementation and review of the Company's Risk Management System. Management has established and implemented the Risk Management System for assessing, monitoring and managing all risks, including material business risks, for the consolidated entity (including sustainability risk). The Managing Director and the Chief Financial Officer have provided assurance, in writing to the Board, that the financial reporting, risk management and associated compliance and controls have been assessed and found to be operating effectively. The operational and other risk management compliance and controls have also been assessed and found to be operating effectively.

##### **Risk profile**

Management provide the risk profile on a six monthly basis to the Audit, Risk and Compliance Committee that outlines the material business risks to the Company. Risk reporting includes the status of risks through integrated risk management programs aimed at ensuring risks are identified, assessed and appropriately managed. The Audit, Risk and Compliance Committee reports the status of material business risks to the Board on a regular basis.

Material business risks for the Company may arise from such matters as actions by competitors, government policy changes, the impact of exchange rate movements on the price of products and sales, difficulties in sourcing supply of products, environment, occupational health and safety, property, financial reporting and the purchase, development and use of information systems.

##### **Risk management and compliance and control**

The Company strives to ensure that its products are of the highest standard. The Board is responsible for the overall internal control framework, but recognises that no cost-effective internal control system will preclude errors and irregularities. The Board's policy on internal control is comprehensive.

Comprehensive practices have been established to ensure:

- capital expenditure and revenue commitments above a certain size obtain prior Board approval;
- financial exposures are controlled;
- occupational health and safety standards and management systems are monitored and reviewed to achieve high standards of performance and compliance with regulations;
- business transactions are properly authorised and executed;
- the quality and integrity of personnel;
- financial reporting accuracy and compliance with the financial reporting regulatory framework; and
- environmental regulation compliance.

### **Quality and integrity of personnel**

Formal appraisals are conducted at least annually for all employees. Training and development and appropriate remuneration and incentives with regular performance reviews create an environment of cooperation and constructive dialogue with employees and senior management. A formal succession plan is in place to ensure competent and knowledgeable employees fill senior positions when retirements or resignations occur.

### **Financial Reporting**

The Managing Director and the Chief Financial Officer have provided assurance in writing to the Board that the Company's financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

Monthly actual results are reported against budgets approved by the directors and revised forecasts for the year are prepared regularly.

### **Environmental legislation**

The consolidated entity's operations are not subject to significant environmental regulations under either Commonwealth or State legislation. The directors are of the belief that the consolidated entity has adequate systems in place for the management of its environmental requirements and is not aware of any of those environmental requirements as they apply to the consolidated entity.

### **Internal Audit**

The internal auditors assist the Board in ensuring compliance with internal controls and risk management programs by regularly reviewing the effectiveness of the above mentioned compliance and control systems. The results of internal audits are reported on a monthly basis to the Board.

### **4.6. Ethical Standards**

All directors, managers and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company and consolidated entity. In order to promote ethical and responsible decision making, the Company has implemented a Code of Conduct to guide the directors and senior executives. Further, the Company has implemented a formal Securities Trading Policy in order to formalise the Company's position on employees trading in the Company's securities. Every employee has a nominated supervisor to whom they may refer any issues arising from their employment. The Board reviews the Code of Conduct and processes are in place to promote and communicate these policies. Both of these policies are available on the Company's website.

### **Conflict of Interest**

Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company. The Board has developed procedures to assist directors to disclose potential conflicts of interest.

Where the Board believes that a significant conflict exists for a director on a Board matter, the director concerned does not receive the relevant Board papers and is not present at the meeting whilst the item is considered. Details of director-related entity transactions with the Company and the consolidated entity are set out in note 29 to the financial statements.

### **Code of conduct**

The Company's Code of Conduct aims to maintain appropriate core Company values and objectives. The Company has advised each director, manager and employee that they must comply with the Code of Conduct.

The Company's Code of Conduct covers issues such as delivering shareholder value, managing conflicts of interest, confidentiality, fair and honest dealings, occupational health and safety, equal opportunity and compliance with laws. The Code encourages reporting of unethical behaviour.

### **Securities Trading Policy**

The Company and the consolidated entity has a Securities Trading Policy, which sets out the circumstances under which directors, senior executives, and employees of the Company and the consolidated entity may deal in securities with the objective that no director, senior executive or other employee will contravene the requirements of the Corporations Act 2001 or the ASX Listing Rules.

The policy outlines the restricted trading period for the Company as the month immediately before:

- the release of the Company's half yearly or yearly results; or
- the Annual General Meeting.

The policy is reproduced in full on the Company's website.

### **4.7. Communication with Shareholders**

The Board provides shareholders with information using a comprehensive Continuous Disclosure policy which includes identifying matters that may have a material effect on the price of the Company's securities, notifying them to the ASX, posting them on the Company's website and issuing media releases. The Continuous Disclosure policy is available on the Company's website.

In summary, the Continuous Disclosure policy operates as follows:

- the policy identifies information that needs to be disclosed;
- the Managing Director, the Chief Financial Officer and the Company Secretary are responsible for interpreting the company's policy and where necessary informing the Board. The Company Secretary is responsible for all communications with the ASX;
- the full annual report provided via the Company's website to all shareholders (unless a shareholder has specifically requested to receive a physical copy or not to receive the document), including relevant information about the operations of the consolidated entity during the year, changes in the state of affairs and details of future developments;
- the half-yearly report contains summarised financial information and a review of the operations of the consolidated entity during the period. The half-year reviewed financial report is lodged with the Australian Securities and Investments Commission and the ASX;
- proposed major changes in the consolidated entity which may impact the share ownership rights are submitted to a vote of shareholders;
- all announcements made to the market, and related information (including information provided to analysts or the media during briefings), are placed on the Company's website after they are released to the ASX;
- the full texts of notices of meetings and associated explanatory material are placed on the Company's website; and
- the external auditor attends the Annual General Meetings to answer questions concerning the conduct of the audit, the preparation and content of the auditor's report, accounting policies

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

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adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

The Company does not have a formal shareholder communication policy, however it provides information to shareholders via the Company's website, which has links to recent company announcements and past annual reports, results presentations and various ASX pages, including the current share price.

The Board supports full participation of shareholders at the Annual General Meeting, to ensure a high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the shareholders as single resolutions.

The shareholders are requested to vote on the appointment and aggregate remuneration of directors, the granting of options and shares to directors, the Remuneration report and changes to the Constitution. Copies of the Constitution are available to any shareholder who requests it.

## **5. Principal Activities**

The principal activities of the consolidated entity during the course of the financial year were the renting and sale of browngoods, whitegoods, PC's and furniture products and the provision of unsecured cash loans. The consolidated entity acquired National Credit Management Limited (NCML) in March 2011. The principle activities of NCML are collections services and receivables management.

There were no other significant changes in the nature of the activities of the consolidated entity during the year.

### **5.1. Operating and Financial Review**

Increases were achieved in both revenue and profit for the 2011 financial year with total revenues growing from \$145,108,000 to \$157,604,000, an 8.6% improvement.

The growth in revenue was attributable to lease revenue, with finance lease revenue increasing from \$62,980,000 to \$69,216,000, an improvement of 9.9% driven by continued demand for flat panel televisions and PCs. Operating lease revenue increased from \$76,065,000 to \$83,098,000, an improvement of 9.2%, as whitegoods and furniture continued to perform strongly.

The increase in gross profit from \$86,475,000 to \$99,714,000 was favourably impacted by the introduction of a direct import program under the Thorn brand name and the appreciation of the Australian dollar. This improvement resulted in profit before income tax increasing 34.6%, from \$24,004,000 to \$32,310,000. Net profit after tax increased 13%, from \$19,495,000 to \$22,038,000. Prior year net profit after tax was favourably impacted by the Federal Government's temporary investment allowance amounting to \$3,136,000.

Net cash from operating activities increased from \$57,867,000 to \$67,716,000.

The acquisition of NCML saw an increase in debt to \$36,000,000.

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

**5.2. Shareholder returns**

	2011	2010	2009	2008	2007
Profit attributable to owners of the company	\$22,038,000	\$19,495,000	\$12,320,000	\$10,899,000	\$6,542,000
Basic EPS	17.01c	15.12c	9.61c	8.55c	11.77c
Dividends paid	\$9,464,000	\$7,059,000	\$5,594,000	\$3,513,000	-
Dividends per share	7.30c	6.32c	4.79c	4.26c	0.97c
Change in share price	1.07	0.63	(0.06)	(0.20)	0.25
Return on capital employed	19.02%	20.35%	17.19%	17.77%	14.51%

The 2007 basic EPS reflects 25,000,000 shares on issue prior to the issue of an additional 112,850,000 shares in December 2006.

**5.3. Review of Financial Information**

**Capital structure and treasury policy**

The consolidated entity's capital structure changed during the period due to the acquisition of National Credit Management Limited. The debt to equity ratio increased to 37.8% and net debt to equity increased to 28.4%. The Company intends to undertake a pro-rata capital raising in the next 12 months to reduce these ratios to the historically low positions and again provide the consolidated entity a strong platform for growth.

**Liquidity and funding**

The consolidated entity has unused funding facilities as at 31 March 2011 of \$14,000,000 and has sufficient funds available to finance its operations.

Net cash flows from operating activities were \$67,716,000 as compared to \$57,867,000 in the prior year.

**Impact of Legislation and other external requirements**

There has been no impact on the operations of the business from legislation changes.

**6. Dividends**

Dividends paid by the Company to members during the financial year were:

	<i>Cents per share</i>	<i>Total amount</i>	<i>Franked / unfranked</i>	<i>Date of payment</i>
		<i>\$'000s</i>		
Final 2010	3.76	4,867	Franked	22 July 2010
Interim 2011	3.54	4,597	Franked	20 January 2011
Total amount		<u>9,464</u>		

Franked dividends declared as paid during the year were fully franked at the corporate tax rate of 30%.

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Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

**Declared after end of year**

After balance date the following dividend was proposed by the directors. The dividend has not been provided and there are no income tax consequences.

	<i>Cents per share</i>	<i>Total amount</i> \$'000s	<i>Franked / unfranked</i>	<i>Date of payment</i>
Final 2011	4.95	6,428	Franked	22 July 2011
Total amount		<u>6,428</u>		

The financial effect of these dividends has not been brought to account in the financial statements for the year ended 31 March 2011 and will be recognised in subsequent financial reports.

**7. Events Subsequent To Reporting Date**

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity, in future financial years.

**8. Likely Developments**

The consolidated entity will continue to pursue its policy of increasing the profitability and market share of its major business sectors during the next financial year. The company intends to undertake a pro-rata capital raising during the 2012 period.

Further information about likely developments in the operations of the consolidated entity and the expected results of those operations in future financial years has not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to the consolidated entity.

**9. Directors' Interests**

The relevant interest of each director in the shares and performance rights over shares as notified by the directors to the Australian Stock Exchange in accordance with S205G(1) of the Corporations Act 2001, at the date of this report is as follows:

	<b>Thorn Group Limited</b>	<b>Performance Rights over ordinary</b>
	<b>Ordinary shares</b>	<b>shares</b>
Bernard Carrasco	150,000	Nil
John Hughes	3,405,115	560,512
David Carter	221,000	Nil
Paul Lahiff	31,250	Nil
Peter Henley	37,580	Nil

The Company has not granted any options over its shares.

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## 10. Performance rights

### Performance rights granted to directors and officers of the Company

During the financial year, the Company has granted performance rights over unissued ordinary shares in the Company to three officers of the Company. Page 17 provides details of those performance rights which have not vested at the date of this report.

### Unissued shares under options

At the date of this report there are no unissued ordinary shares of the Company under option.

## 11. Indemnification and Insurance of Officers and Auditors

### Indemnification

The Company has agreed to indemnify the current and subsequent directors and officers of the Company, against all liabilities to another person (other than the Company or a related body corporate) that may arise from their position as directors or officers of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

No indemnification has been provided to auditors or former directors and officers of the Company.

### Insurance Premiums

During the financial year the Company has paid insurance premiums of \$40,498 in respect of directors' and officers' liability and legal expenses' insurance contracts, for current and former directors and officers, including senior executives of the Company and directors, senior executives and secretaries of its controlled entities. The insurance premiums relate to:

- costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever their outcome; and
- other liabilities that may arise from their position, with the exception of conduct involving misconduct.

The insurance policies outlined above do not contain details of the premiums paid in respect of individual officers of the Company.

## 12. Non-Audit Services

During the year KPMG, the Company's auditor, has performed certain other services in addition to their statutory duties.

The Board has considered the non-audit services provided during the year by the auditor and is satisfied that the provision of those non-audit services during the year by the auditor is compatible with, and did not compromise, the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed by the audit committee to ensure they do not impact the integrity and objectivity of the auditor;

Thorn Group Limited and its Controlled Entities  
**Directors' Report**  
For The Year Ended 31 March 2011

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- the non-audit services provided do not undermine the general principles relating to auditor independence; and
- as set out in APES110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

Details of the amounts paid to the auditor of the consolidated entity, KPMG, and its related practices for audit and non-audit services provided during the year are set out in note 7.

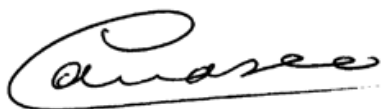
### **13. Lead Auditor's Independence Declaration**

The Lead auditor's independence declaration is set out on page 27 and forms part of the directors' report for financial year ended 31 March 2011.

### **14. Rounding Off**

The Company is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class Order, amounts in the financial report and directors' report have been rounded off to the nearest thousand dollars, unless otherwise stated.

This report is made in accordance with a resolution of the directors:



Bernard Carrasco  
Chairman

Dated at Sydney  
24 May 2011



**Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001**

To: the directors of Thorn Group Limited

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 31 March 2011 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG

Greg Boydell  
*Partner*

Sydney

24 May 2011

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Thorn Group Limited and its Controlled Entities  
**Statement of comprehensive income**  
For The Year Ended 31 March 2011

<i>In thousands of AUD</i>	<b>Note</b>	<b>2011</b>	<b>2010</b>
Revenue	3	157,604	145,108
Other income	4	254	32
Cost of sales		(57,890)	(58,633)
Sales and marketing expenses		(46,010)	(43,027)
General and administration expenses		(21,279)	(18,868)
<b>Results from operating activities</b>		<b>32,679</b>	<b>24,612</b>
Finance income	6	247	82
Finance expenses	6	(616)	(690)
<b>Net finance costs</b>		<b>(369)</b>	<b>(608)</b>
<b>Profit before income tax</b>		<b>32,310</b>	<b>24,004</b>
Income tax expense	8	(10,272)	(4,509)
<b>Profit for the period</b>		<b>22,038</b>	<b>19,495</b>
<b>Other comprehensive income for the period, net of income tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>22,038</b>	<b>19,495</b>
Basic earnings per share (cents)	22	17.01	15.12
Diluted earnings per share (cents)	22	16.86	15.06

*The statement of comprehensive income is to be read in conjunction with the notes of the financial statements set out on pages 32 to 64.*

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Thorn Group Limited and its Controlled Entities  
**Statement of financial position**  
For The Year Ended 31 March 2011

<i>In thousands of AUD</i>	<b>Note</b>	<b>2011</b>	<b>2010</b>
<b>Assets</b>			
Cash and cash equivalents	9	9,038	5,747
Trade and other receivables	10	40,591	25,549
Inventory – finished goods		-	869
<b>Total current assets</b>		<b>49,629</b>	<b>32,165</b>
Trade and other receivables	10	35,351	29,159
Deferred tax assets	12	3,030	3,397
Property, plant and equipment	13	3,932	2,437
Rental assets	14	41,178	35,211
Intangible assets	15	38,721	15,604
<b>Total non-current assets</b>		<b>122,212</b>	<b>85,808</b>
<b>Total assets</b>		<b>171,841</b>	<b>117,973</b>
<b>Liabilities</b>			
Trade and other payables	16	28,845	23,348
Employee benefits	18	4,397	3,481
Loans and borrowings	17	-	6,000
Income tax payable	11	6,148	1,948
Provisions	19	158	535
<b>Total current liabilities</b>		<b>39,548</b>	<b>35,312</b>
Loans and borrowings	17	36,000	-
Employee benefits	18	237	192
Provisions	19	1,053	702
<b>Total non-current liabilities</b>		<b>37,290</b>	<b>894</b>
<b>Total liabilities</b>		<b>76,838</b>	<b>36,206</b>
<b>Net assets</b>		<b>95,003</b>	<b>81,767</b>
<b>Equity</b>			
Issued capital		64,517	64,517
Reserves		2,307	1,645
Retained earnings		28,179	15,605
<b>Total equity</b>		<b>95,003</b>	<b>81,767</b>

*The statement of financial position is to be read in conjunction with the notes of the financial statements set out on pages 32 to 64.*

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Thorn Group Limited and its Controlled Entities  
**Statement of changes in equity**  
For The Year Ended 31 March 2011

<i>In thousands of AUD</i>	<b>Share capital</b>	<b>Equity remuneration reserve</b>	<b>Retained earnings</b>	<b>Total equity</b>
Balance at 1 April 2009	64,517	1,576	3,169	69,262
<b>Total comprehensive income</b>				
Net profit for the year	-	-	19,495	19,495
Other comprehensive income	-	-	-	-
Equity settled transactions	-	69	-	69
Dividends to shareholders	-	-	(7,059)	(7,059)
Balance at 31 March 2010	64,517	1,645	15,605	81,767
Balance at 1 April 2010	64,517	1,645	15,605	81,767
<b>Total comprehensive income</b>	-	-	-	-
Net profit for the year	-	-	22,038	22,038
Other comprehensive income	-	-	-	-
Equity settled transactions	-	662	-	662
Dividends to shareholders	-	-	(9,464)	(9,464)
Balance at 31 March 2011	64,517	2,307	28,179	95,003

*The statement of changes in equity is to be read in conjunction with the notes of the financial statements set out on pages 32 to 64.*

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Thorn Group Limited and its Controlled Entities  
**Statement of cash flows**  
For The Year Ended 31 March 2011

<i>In thousands of AUD</i>	<b>Note</b>	<b>2011</b>	<b>2010</b>
<b>Cash flows from operating activities</b>			
Cash receipts from customers		161,550	142,654
Cash paid to suppliers and employees		(87,855)	(79,410)
Cash generated from operations		73,695	63,244
Interest paid		(612)	(690)
Interest received		247	82
Income tax paid		(5,614)	(4,769)
<b>Net cash from operating activities</b>	<b>28</b>	<b>67,716</b>	<b>57,867</b>
<b>Cash flows from investing activities</b>			
Proceeds from sale of rental assets		927	1,061
Acquisition of property, plant and equipment		(1,795)	(1,140)
Acquisition of rental assets		(52,646)	(47,549)
Acquisition of subsidiary (net of cash acquired)	<b>31</b>	(31,447)	-
<b>Net cash used in investing activities</b>		<b>(84,961)</b>	<b>(47,628)</b>
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		30,000	-
Dividends paid		(9,464)	(7,059)
<b>Net cash from / (used in) financing activities</b>		<b>20,536</b>	<b>(7,059)</b>
Net increase in cash and cash equivalents		3,291	3,180
Cash and cash equivalents at 1 April		5,747	2,567
<b>Cash and cash equivalents at 31 March</b>	<b>9</b>	<b>9,038</b>	<b>5,747</b>

*The statement of cash flows is to be read in conjunction with the notes to the financial statements set out on pages 32 to 64.*

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**1. Significant Accounting Policies**

Thorn Group Limited (the 'Company') is a company domiciled in Australia. The address of the Company's registered office is Level 1, 47 Rickard Road, Bankstown, NSW, 2200. The consolidated financial statements of the Company as at and for the financial year ended 31 March 2011 comprises the Company and its subsidiaries (together referred to as the 'consolidated entity'). The consolidated entity is primarily involved in the rental and sale of browngoods, whitegoods, PCs and furniture products, the provision of unsecured cash loans and receivables management.

**(a) Statement of Compliance**

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards ('AASBs') adopted by the Australian Accounting Standards Board ("AASB") and the Corporations Act 2001. The consolidated financial statements comply with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board (IASB).

The consolidated financial statements were approved by the Board of Directors on 24 May 2011.

**(b) Basis of Preparation**

The consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

The consolidated financial statements have been prepared on the historical cost basis except where assets are carried at fair value.

The Company is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class Order, amounts in the financial report and directors' report have been rounded off to the nearest thousand dollars, unless otherwise stated.

The preparation of the consolidated financial statements in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. These accounting policies have been consistently applied by each entity in the consolidated entity.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

**(b) Basis of preparation (continued)**

In particular, information about significant areas of estimation, uncertainties and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements include the following:

**(i) Valuation of goodwill and other intangibles**

Judgements are made with respect to identifying and valuing intangible assets on acquisition of new businesses.

**(ii) Impairment of goodwill**

Note 15 contains information about the assumptions and their risk factors relating to goodwill impairment. The consolidated entity assesses whether goodwill is impaired at least annually. The calculations include an estimation of the recoverable amount of the cash generating unit to which the goodwill is allocated.

**(iii) Rent Try Buy® asset depreciation**

Where assets are installed on Rent Try Buy® contracts and their standard estimated useful life is greater than the period at which a similar item can be purchased for \$1, an estimate of the number of assets expected to be purchased for \$1 is made and additional depreciation is expensed based on the average cost of assets installed.

**(iv) Impairment of finance lease receivables**

Note 21 contains information about the credit risk associated with finance lease receivables. The consolidated entity assesses the impairment of finance lease receivables at least annually. The calculations include an assessment of the expected rates of disconnections and the estimate of collateral.

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

The consolidated entity has applied amendments to the Corporations Act (2001) that remove the requirement for the consolidate entity to lodge parent entity financial statements. Parent entity financial statements have been replaced by the specific parent entity disclosures in Note 29.

**(c) Basis of Consolidation**

**Subsidiaries**

Subsidiaries are entities controlled by the consolidated entity. Control exists when the consolidated entity has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

**(d) Revenue**

Revenues are measured at the fair value of the consideration received or receivable net of the amount of goods and services tax (GST) payable to the taxation authority. The following specific recognition criteria must also be met before revenue is recognised.

**Lease Rental Revenue**

The consolidated entity derives revenue from finance and operating leases.

Finance leases arise where substantially all of the risks and benefits incidental to ownership of the leased asset pass to the lessee. Finance lease sales revenue is recognised at the time the rental contract is entered into based on the fair value of the leased item, with interest income recognised over the life of the lease.

Operating leases arise where substantially all of the risks and benefits incidental to ownership of the leased asset remain with the lessor. Payments under operating leases are due and payable on a monthly basis in advance.

Operating lease rental revenue is recognised as it accrues, net of discounts. Revenue also arises from charges such as late fees, termination fees and damage liability reduction fees. These revenues are recognised when due and payable.

**(e) Cost of Sales**

Finance lease costs of sales comprise the cost of the item sold and provisioning for bad debts and the early return of assets.

Operating lease costs of sales comprise depreciation of rental assets, bad debts and rental asset write-offs. Depreciation of rental assets is further discussed at Note 1(l).

**(f) Income Tax**

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**(f) Income tax (continued)**

**Tax consolidation**

Thorn Group Limited and its wholly-owned Australian resident entities have formed a tax-consolidated group with effect from 1 April 2003 and are therefore taxed as a single entity from that date. The head entity within the tax-consolidated group is Thorn Group Limited.

Current tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax consolidated group are recognised in the separate financial statements of the members of the tax consolidated group using the group allocation approach by reference to the carrying amounts of assets and liabilities in the separate financial statements of each entity and the tax values applying under tax consolidation.

Any current tax liabilities (or assets) and deferred tax assets arising from unused tax losses of the subsidiaries is assumed by the head entity in the tax-consolidated group and are recognised as amounts payable / (receivable) to / (from) other entities in the tax-consolidated group in conjunction with any tax funding arrangement amounts (refer below). Any difference between these amounts is recognised by the Company as an equity contribution or distribution.

Thorn Group Limited recognises deferred tax assets arising from unused tax losses of the tax-consolidated group to the extent that it is probable that future taxable profits of the tax-consolidated group will be available against which the asset can be utilised.

Any subsequent period adjustments to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability is recognised by the head entity only.

**Nature of Tax Funding Arrangements and Tax Sharing Arrangements**

The head entity, in conjunction with other members of the tax-consolidated group, has entered into a tax funding arrangement which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. The tax funding arrangements require payments to/from the head entity equal to the current tax liability (asset) assumed by the head entity and any tax-loss deferred tax asset assumed by the head entity, resulting in the head entity recognising an inter-entity receivable (payable) equal in amount to the tax liability (asset) assumed. The inter-entity receivable (payable) are at call.

Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities. The head entity in conjunction with other members of the tax-consolidated group has also entered into a tax sharing agreement. The tax sharing agreement provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement as payment of any amounts under the tax sharing agreement is considered remote.

**(g) Finance income and expenses**

Finance income comprises interest income on funds invested. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Finance expenses comprise interest expense on borrowings, and the unwinding of the discount on provisions. All borrowing costs are recognised in the profit or loss using the effective interest rate method.

**(h) Intangible Assets**

**Goodwill**

All business combinations are accounted for by applying the purchase method. Goodwill represents the difference between the cost of the acquisition and the fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree.

Subsequent measurement

Goodwill is measured at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment.

**Other intangibles**

Other intangibles acquired as part of a business combination are recognised separately from goodwill. The assets are measured at fair value at the date of acquisition.

**Amortisation**

Amortisation is provided on all intangibles assets excluding goodwill. Amortisation is calculated on a straight line basis so as to write off the net cost of each intangible asset over its estimated useful life. The estimated useful lives in the current and comparative periods are as follows:

- Customer relationships            7 Years
- Software                                3 – 10 years

The residual value, the useful life and the amortisation method applied to an intangible asset are reassessed at least annually.

**(i) Financial Instruments**

**Non-derivative financial instruments**

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit and loss, any directly attributable transaction costs, except as described below. Subsequent to initial recognition non-derivative financial instruments are measured as described below.

A financial instrument is recognised if the consolidated entity becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the consolidated entity's contractual rights to the cash flows from the financial assets expire or if the consolidated entity transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Financial liabilities are derecognised if the consolidated entity's obligation specified in the contract expire or are discharged or cancelled.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the consolidated entity has a legal right to offset the amounts and intends either to settle on a net basis or realise the asset and settle the liability simultaneously.

Cash, short-term deposits and bank overdrafts are carried at face value of the amounts deposited or drawn.

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**(j) Trade and Other Receivables**

Finance lease receivables are recognised at the present value of the minimum lease payments less impairment losses. The present value is calculated by discounting the minimum lease payments due, at the interest rate implicit in the lease.

Purchased debt ledgers are recognised at fair value plus any directly attributable transaction costs.

Trade and other receivables are stated at their amortised cost less impairment losses.

**(k) Loans And Borrowings**

Loans and borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, loans and borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the profit or loss over the period of the borrowings on an effective interest basis

**(l) Rental Assets and Property, Plant and Equipment**

**Recognition and Measurement**

Rental assets, and items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

Gains and losses on disposal of an item of rental assets and property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognised net within "other income" or "general and administration expenses" in profit or loss.

**Depreciation**

Depreciation is provided on rental assets, property, plant and equipment, including freehold buildings but excluding land. Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its estimated useful life. Where assets are installed on Rent Try Buy® contracts and their estimated useful life is greater than the period at which a similar item can be purchased for \$1, an estimate of the number of assets expected to be purchased for \$1 is made and additional depreciation expensed based on the average cost of assets installed.

Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is the shorter, using the straight line method.

The estimated useful lives in the current and comparative periods are as follows:

- |                       |   |
|-----------------------|---|
| • Freehold Buildings  | 20 Years                                |
| • Leasehold Property  | The lease term, to a maximum of 5 years |
| • Plant and Equipment | 3 – 10 years                            |
| • Rental Assets       | 3 – 6 years                             |

The residual value, the useful life and the depreciation method applied to an asset are reassessed at least annually.

**(m) Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out principle, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

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**(n) Impairment**

**Non Financial Assets**

The carrying amounts of the consolidated entity's assets, other than inventory and deferred tax assets, are reviewed at each balance date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For goodwill the recoverable amount is estimated at each balance date.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating units"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit or loss, unless an asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through profit or loss.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

**Financial Assets**

The recoverable amount of the consolidated entity's receivables carried at amortised cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e. the effective interest rate computed at initial recognition of these financial assets).

Impairment of receivables is not recognised until objective evidence is available that a loss event has occurred. Significant receivables are individually assessed for impairment. Impairment testing of receivables that are not assessed as impaired individually is performed by placing them into portfolios with similar risk profiles and undertaking a collective assessment of impairment, based on objective evidence from historical experience adjusted for any effects of conditions existing at each balance date.

**Reversals of Impairment**

Impairment losses, other than in respect of goodwill, are reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimate used to determine the recoverable amount.

An impairment loss in respect of goodwill is not reversed.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**(o) Employee Benefits**

**(i) Defined Contribution Superannuation Funds**

Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the profit or loss in the periods during which services are rendered by employees.

**(ii) Long Service Leave**

The consolidated entity's net obligation in respect of long-term service benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using expected future increases in wage and salary rates including related on-costs and expected settlement dates, and is discounted using the rates attached to the Commonwealth Government bonds at the balance date which have maturity dates approximating to the terms of the consolidated entity's obligations.

**(iii) Wages, Salaries, Annual Leave and Non-Monetary Benefits**

Liabilities for employee benefits for wages, salaries and annual leave that are expected to be settled within 12 months of the reporting date represent present obligations resulting from employees' services provided up to reporting date, and are calculated at undiscounted amounts based on remuneration wage and salary rates that the consolidated entity expects to pay as at the reporting date including on-costs, such as workers remuneration insurance and payroll tax.

**(iv) Share-based payment transactions**

The Performance Rights Plan allows certain consolidated entity employees to receive shares of the Company. The fair value of performance rights granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the performance rights.

The fair value of the performance rights granted is measured using a Monte Carlo simulation model, taking into account the terms and conditions upon which the performance rights were granted. The amount recognised as an expense is adjusted to reflect the actual number of performance rights that vest except where the rights have not vested due to share prices not achieving the threshold for vesting.

**(v) Termination benefits**

Termination benefits are recognised as an expense when the consolidated entity is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to terminate employment before the retirement date.

**(p) Provisions**

A provision is recognised in the statement of financial position when the consolidated entity has a present legal or constructive obligation that can be measured reliably as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

**Makegood costs for leased property**

A provision for makegood costs for leased property is recognised when a makegood obligation exists in the lease contracts.

**(p) Provisions (continued)**

The provision is the best estimate of the present value of the expenditure required to settle the makegood obligation at the reporting date. Future makegood costs are reviewed annually and any changes are reflected in the present value of the makegood provision at the end of the reporting period. The unwinding of the discounting is recognised as a finance cost.

**(q) Trade and Other Payables**

Trade and other payables are stated at their amortised cost. Trade payables are non-interest bearing.

**(r) Lease payments**

Payments made under operating leases are recognised in the profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in the profit or loss as an integral part of the total lease expense and spread over the lease term.

**(s) Goods and Services Tax**

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

**(t) Earnings per share**

The consolidated entity presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise performance rights granted to employees.

**(u) Share Capital**

*Ordinary shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to issue of ordinary shares and performance rights are recognised as a deduction from equity net of any tax effects.

*Dividends*

Dividends are recognised in as a liability in the period in which they are declared.

**(v) Segment reporting**

The consolidated entity determines and presents operating segments based on the information that internally is provided to the CEO, who is the consolidated entity's chief operating decision maker.

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

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**(w) New standards and interpretations not yet adopted**

The following standards, amendments to standards and interpretations have been identified as those which may impact the consolidated entity in the period of initial application. They are available for early adoption at 31 March 2011, but have not been applied in preparing this financial report:

- AASB 124 *Related Party Disclosures (Revised December 2009)* simplifies and clarifies the intended meaning of the definition of a related party and provides a partial exemption from the disclosure requirements of government-related entities. The amendments, which become mandatory for the consolidated entity's 31 March 2012 financial statements, are not expected to have a significant impact on the financial statements.
- AASB 2010-14 *Amendments to Australian Accounting Standards – Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project*. The amendments, which become mandatory for the consolidated entity's 31 March 2012 financial statements, are not expected to have a significant impact on the financial statements.

**2. Segment Reporting**

The consolidated entity has two reportable segments which are the rental division and the credit management division. The rental division business involves the rental and sale of browngoods, whitegoods, PCs and furniture products and the servicing of personal loans.

The credit management division is comprised of the NCML business which was acquired on 23 March 2011. NCML provide receivables management, debt recovery, credit information services, debt purchasing and other financial services. The consolidated entity operates in one geographic segment, Australia. All revenues are generated externally.

As the credit management division was acquired on 23 March 2011 the contribution to the results from this division for the year ended 31 March 2011 is insignificant.

<i>In thousands of AUD</i>	<b>Rental division</b>		<b>Credit management division</b>		<b>Total</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Capital expenditure	54,423	48,689	18	-	54,441	48,689
Reportable segment assets	144,787	117,973	27,054	-	171,841	117,973
Reportable segment liabilities	74,809	36,206	2,029	-	76,838	36,206

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**3. Revenue**

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Operating lease revenue	83,098	76,065
Finance lease and retail sales	39,858	40,473
Interest income	34,648	28,570
	<u>157,604</u>	<u>145,108</u>

**4. Other income**

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Net gain on disposal of rental assets	99	32
Net gain on disposal of property, plant and equipment	155	-
	<u>254</u>	<u>32</u>

**5. Personnel Expenses**

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Wages and salaries	28,539	26,771
Contributions to defined contribution superannuation funds	2,011	1,816
Increase in liability for annual leave	31	79
Increase / (decrease) in liability for long service leave	166	(66)
Termination benefits	130	145
Equity settled share-based payment transactions	662	69
	<u>31,539</u>	<u>28,814</u>

**6. Finance income and expenses**

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Interest income on bank deposits	247	82
Finance income	<u>247</u>	<u>82</u>
Interest expense on financial liabilities	(616)	(690)
Finance expense	<u>(616)</u>	<u>(690)</u>
Net finance income / (expense)	<u>(369)</u>	<u>(608)</u>

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**7. Auditors' Remuneration**

<i>In AUD</i>	<b>2011</b>	<b>2010</b>
<b>Audit services</b>		
<i>KPMG Australia:</i>		
Audit and review of financial reports	268,300	260,500
	<u>268,300</u>	<u>260,500</u>
<b>Other services</b>		
<i>KPMG Australia</i>		
Taxation services - compliance	61,837	66,000
Due diligence services	224,492	40,000
Other services	5,000	-
	<u>291,329</u>	<u>106,000</u>

**8. Income Tax Expense**

***Recognised in the Income Statement***

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
<b>Current tax expense</b>		
Current year	9,621	4,562
Adjustment for prior years	104	51
<b>Deferred tax expense</b>		
Origination and reversal of temporary differences	547	(104)
<b>Total income tax expense in income statement</b>	<u>10,272</u>	<u>4,509</u>

***Numerical reconciliation between tax expense and pre-tax accounting profit***

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Profit before tax	32,310	24,004
Prima facie income tax using the domestic corporation tax rate of 30% (2009: 30%)	9,693	7,201
Change in income tax expense due to:		
Non-deductible expenses	475	393
Investment allowance	-	(3,136)
	<u>104</u>	<u>51</u>
Under provided in prior years	104	51
Income tax expense on pre-tax accounting profit	<u>10,272</u>	<u>4,509</u>

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**9. Cash and Cash Equivalents**

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Bank balances	8,839	5,697
Call deposits	199	50
Cash and cash equivalents	<u>9,038</u>	<u>5,747</u>

**10. Trade and Other Receivables**

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
<b>Current</b>		
Trade receivables	4,750	1,179
Finance lease receivables	20,978	17,156
Loan receivables	7,472	4,119
Purchase Debt Ledgers	3,463	-
Lease deposits	487	444
Other receivables and prepayments	3,441	2,651
	<u>40,591</u>	<u>25,549</u>
<b>Non-current</b>		
Finance lease receivables	30,481	28,619
Loan receivables	3,012	540
Purchase Debt Ledgers	1,858	-
	<u>35,351</u>	<u>29,159</u>

Trade receivables are shown net of impairment losses amounting to \$706,000 (2010: \$648,000).

Finance lease receivables are shown net of impairment losses amounting to \$5,372,000 (2010: \$5,100,000).

Loan receivables are shown net of impairment losses amounting to \$1,707,000 (2010: \$868,000).

The consolidated entity's exposure to credit risk and impairment losses related to trade and other receivables are disclosed in Note 21.

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

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**11. Current Tax Assets and Liabilities**

The current tax liability for the consolidated entity of \$6,148,000 (2010: \$1,948,000) represents the amount of income taxes payable in respect of current and prior financial periods.

**12. Deferred Tax Assets and Liabilities**

**Recognised Deferred Tax Assets and Liabilities**

Deferred Tax Assets and Liabilities are attributable to the following:

<i>In thousands of AUD</i>	<b>Assets</b>		<b>Liabilities</b>		<b>Net</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Rental assets	14,545	13,787	-	-	14,545	13,787
Property, plant and equipment	83	224	-	-	83	224
Trade, loan and other receivables	724	688	-	-	724	688
Finance lease receivables	-	-	(15,438)	(13,732)	(15,438)	(13,732)
Accruals	1,999	1,842	-	-	1,999	1,842
Provisions	1,117	588	-	-	1,164	639
Tax assets / (liabilities)	<b>18,468</b>	<b>17,129</b>	<b>(15,438)</b>	<b>(13,732)</b>	<b>3,030</b>	<b>3,397</b>

For personal use only

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**13. Property, Plant and Equipment**

*In thousands of AUD*

	Land and Buildings	Leasehold Improvements	Plant And Equipment	Total
<b>Cost</b>				
Balance at 1 April 2009	70	58	14,259	14,387
Additions	-	-	1,140	1,140
Disposals	-	-	(2,878)	(2,878)
Balance at 31 March 2010	70	58	12,521	12,649

Balance at 1 April 2010	70	58	12,521	12,649
Additions	-	-	1,795	1,795
Acquisition through business combinations	-	-	2,106	2,106
Disposals	-	-	(1,363)	(1,363)
Balance at 31 March 2011	70	58	15,059	15,187

*In thousands of AUD*

	Land And Buildings	Leasehold Improvements	Plant And Equipment	Total
<b>Depreciation and Impairment Losses</b>				
Balance at 1 April 2009	43	58	10,949	11,050
Depreciation charge for the year	-	-	1,409	1,409
Disposals	-	-	(2,247)	(2,247)
Balance at 31 March 2010	43	58	10,111	10,212

Balance at 1 April 2010	43	58	10,111	10,212
Depreciation charge for the year	2	-	1,135	1,137
Acquisition through business combinations	-	-	1,267	1,267
Disposals	-	-	(1,361)	(1,361)
Balance at 31 March 2011	45	58	11,152	11,255

**Carrying amounts**

At 1 April 2009	27	-	3,310	3,337
At 31 March 2010	27	-	2,410	2,437
At 1 April 2010	27	-	2,410	2,437
At 31 March 2011	25	-	3,907	3,932

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**14. Rental Assets**

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Opening balance	35,211	33,891
Acquisitions	52,646	47,549
Disposals	(2,070)	(2,542)
Depreciation	(22,048)	(19,988)
Transfers to finance leases	(24,990)	(26,478)
Transfers from finance leases	2,429	2,779
<b>Closing balance</b>	<b>41,178</b>	<b>35,211</b>

**15. Intangible Assets**

<i>In thousands of AUD</i>	<b>Goodwill</b>	<b>Customer relationships</b>	<b>Software</b>	<b>Total</b>
<b>Cost</b>				
Balance at 1 April 2009	22,678	-	-	22,678
Balance at 31 March 2010	22,678	-	-	22,678
Balance at 1 April 2010	22,678	-	-	22,678
Acquisitions through business combinations	13,702	8,797	622	23,121
Balance at 31 March 2011	36,380	8,797	622	45,799
<b>Amortisation and impairment losses</b>				
Balance at 1 April 2009	7,074	-	-	7,074
Balance at 31 March 2010	7,074	-	-	7,074
Balance at 1 April 2010	7,074	-	-	7,074
Amortisation charge for the year	-	-	4	4
Balance at 31 March 2011	7,074	-	4	7,078
<b>Carrying amounts</b>				
At 1 April 2009	15,604	-	-	15,604
At 31 March 2010	15,604	-	-	15,604
At 1 April 2010	15,604	-	-	15,604
At 31 March 2011	29,306	8,797	618	38,721

**15. Intangible assets (continued)**

**Impairment tests for cash generating units containing goodwill**

The following units have significant carrying amounts of goodwill:

*In thousands of AUD*

	2011	2010
Rental – consumer	15,604	15,604
Collections – NCML	13,702	-
<b>Total</b>	<b>29,306</b>	<b>15,604</b>

The recoverable amount of the cash generating units above are determined based on a value-in-use calculation. Value-in-use is calculated based on the present value of cash flow projections over a 5 year period. The cash flow projections have been approved by the Board.

**Rental**

During the forecast period, revenue is assumed to grow at an average of 5% pa, operating costs are assumed to grow at an average of 5% pa, and the pre tax weighted average cost of capital is assumed at 14.38%. A terminal value is calculated using the cash flows for year 5 of the forecast period and a long-term growth rate of 1%. The value in use calculation in 2011 was determined on a similar basis to the 2010 calculation

**Collections – NCML**

During the forecast period, revenue is assumed to grow at an average of 12% pa, operating costs are assumed to grow at an average of 13% pa, and the pre tax weighted average cost of capital is assumed at 14.38%. A terminal value is calculated using the cash flows for year 5 of the forecast period and a long-term growth rate of 1%.

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**16. Trade and Other Payables**

*In thousands of AUD*

**Current**

	2011	2010
Trade payables	18,524	14,415
Other creditors and accruals	7,988	6,854
Deferred rental revenue	2,142	1,837
Property lease accrual	191	242
	28,845	23,348

**17. Loans and Borrowings**

*In thousands of AUD*

**Current liabilities**

	2011	2010
Secured bank loans	-	6,000
	-	6,000

**Non-current liabilities**

Secured bank loans	36,000	-
	36,000	-

**Financing Facilities**

*In thousands of AUD*

	2011	2010
Bank facility available	50,000	20,000
	50,000	20,000
Bank facility utilised at balance date	36,000	6,000
	36,000	6,000
Bank facility not utilised at reporting date	14,000	14,000
	14,000	14,000

**Financing arrangements**

**Bank loans**

Thorn Australia Pty Limited has two loans provided by the Westpac Banking Corporation. The loans are denominated in Australian dollars. The loans are due to expire in June 2012 and March 2014.

Security is provided to Westpac Banking Corporation by way of a fixed and floating charge over the assets of the consolidated entity.

For more information about the consolidated entity's exposure to interest rate risk and liquidity risk see note 21.

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**18. Employee Benefits**

*In thousands of AUD*

**Current**

	<b>2011</b>	<b>2010</b>
Salaries and wages accrued	979	761
Liability for long service leave	1,418	1,063
Liability for annual leave	2,000	1,657
	<b>4,397</b>	<b>3,481</b>

**Non Current**

Liability for long service leave	237	192
	<b>237</b>	<b>192</b>

**Defined contribution superannuation funds**

The consolidated entity makes contributions to a defined contribution superannuation fund. The amount recognised as expense was \$2,011,000 for the financial year ended 31 March 2011 (2010: \$1,816,000).

**19. Provisions**

*In thousands of AUD*

	<b>Make Good</b>	<b>Total</b>
Balance at 1 April 2010	1,237	1,237
Provisions made during the year	92	92
Provisions used during the year	(114)	(114)
Unwind of discount	(4)	(4)
Balance at 31 March 2011	<b>1,211</b>	<b>1,211</b>
Current	158	158
Non-current	1,053	1,053
	<b>1,211</b>	<b>1,211</b>

**Make Good**

A provision for make good costs in respect of leased property is recognised when a make good obligation exists in the lease contracts. The provision is initially recognised at the inception of the lease.

For personal use only

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**20. Capital and Reserves**

**Share Capital**

*In thousands of shares*

	<b>2011</b>	<b>2010</b>
On issue at the beginning of year	129,442	128,726
Issue of new shares on vesting of performance rights	417	716
On issue at the end of year	129,859	129,442

- Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholder's meetings.
- In the event of the winding up of the Company ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds of liquidation.
- The Company does not have authorised capital or par value in respect of its issued shares.

**Reserves**

**Equity Remuneration Reserve**

The equity remuneration reserve represents the value of performance rights issued under the Company's long-term incentive plan.

**Dividends**

Dividends recognised in the current year by the Company are:

	<i>Cents per share</i>	<i>Total amount \$'000s</i>	<i>Franked / unfranked</i>	<i>Date of payment</i>
<b>2011</b>				
Final 2010	3.76	4,867	Franked	22 July 2010
Interim 2011	3.54	4,597	Franked	20 January 2011
Total amount		9,464		
<b>2010</b>				
Final 2009	2.91	3,743	Franked	23 July 2009
Interim 2010	2.56	3,316	Franked	14 January 2010
Total amount		7,059		

Franked dividends declared or paid during the year were franked at the tax rate of 30%.

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**20. Capital and Reserves (continued)**

After the balance sheet date, the following dividend was proposed by the directors.

	Cents per share	Total amount	Franked/unfranked	Date of payment
Final ordinary	4.95	\$6,428,017	Franked	22 July 2011

The financial effect of this dividend has not yet been brought to account in the financial statements for the year ended 31 March 2011 and will be recognised in subsequent financial reports. The impact on the dividend franking account of dividends proposed after the balance date but not recognised as a liability is to reduce franking credits by \$2,754,864 (2010: \$2,085,340).

<i>In thousands of AUD</i>	2011	2010
Dividend franking account		
30% franking credits available to shareholders of Thorn Group Limited for subsequent financial years	14,486	8,728

The above available amounts are based on the balance of the dividend franking account at year end adjusted for:

- franking credits that will arise from the payment of the current tax liabilities
- franking debits that will arise from the payment of dividends recognised as a liability at the year end; and
- franking credits that the entity may be prevented from distributing in subsequent years.

The ability to utilise the franking credits is dependent upon there being sufficient available profits to declare dividends.

**21. Financial risk management**

**(a) Financial Risk Management Objectives and Policies**

The consolidated entity is exposed to financial risks through the normal course of its business operations. The key risks arising are credit risk, liquidity risk and market risk.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board has established the Audit, Risk and Compliance Committee, which is responsible for developing and monitoring risk management policies. The Committee reports regularly to the Board of Directors on its activities.

Risk management policies are established to identify and analyse the risks faced consolidated entity, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the consolidated entity's activities. The consolidated entity, through their training and management standards and procedures, aim to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit, Risk and Compliance Committee oversees how management monitors compliance with the consolidated entity's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the consolidated entity.

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## **21. Financial risk management (continued)**

### **Credit risk**

Credit risk is the risk of financial loss to the consolidated entity if a customer fails to meet its contractual obligation, and arises principally from the consolidated entity's trade, loan and finance lease receivables from customers and purchased debt ledgers.

The consolidated entity's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the consolidated entity's customer base, including the default risk of the industry and country in which customers operate, also has an influence on credit risk.

The majority of the consolidated entity's customer base are retail customers. Each of these customers are required to pay regular fortnightly or monthly payments. These payments are small in nature, and therefore no concentration of credit risk exists with the consolidated entity's portfolio of customer accounts.

### **Liquidity risk**

Liquidity risk is the risk that the consolidated entity will not be able to meet its financial obligations as they fall due. The consolidated entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the consolidated entity's reputations.

The consolidated entity's access to financing arrangements is disclosed in Note 17.

### **Market risk**

Market risk is the risk that changes in market prices, such as interest rates will affect the consolidated entity's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising returns.

The consolidated entity has not entered into any derivatives in order to manage market risks.

### **Capital management**

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the consolidated entity defines as profit before financing costs divided by total assets less current liabilities. The Board of Directors also monitors the level of dividends to ordinary shareholders. Refer to Note 20 for quantitative data.

There were no changes in the consolidated entity's approach to capital management during the year.

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**21. Financial risk management (continued)**

**(b) Credit Risk**

The carrying amount of the consolidated entity's financial assets represents the maximum credit exposure. The consolidated entity's exposure to credit risk at the reporting date was:

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Trade receivables	4,750	1,179
Finance lease receivables	51,459	45,775
Loan receivables	10,484	4,659
Purchased debt ledgers	5,321	-
	<b>72,014</b>	<b>51,613</b>

The consolidated entity operates in Australia. There is no exposure to other geographic regions.

**Impairment losses**

**Trade receivables**

The aging of the consolidated entity's trade receivables at the reporting date was:

<i>In thousands of AUD</i>	<b>Gross 2011</b>	<b>Impairment 2011</b>	<b>Gross 2010</b>	<b>Impairment 2010</b>
Not past due	1,833	-	-	-
Past due 0 – 30 Days	2,217	266	994	247
Past due 31 – 120 Days	1,406	440	833	401
	<b>5,456</b>	<b>706</b>	<b>1,827</b>	<b>648</b>

The consolidated entity invoices its rental customers in advance of the rental period. The invoice is not recognised in the financial statements until the due date of the invoice.

**Finance lease receivables**

Finance lease receivables that are past due are disclosed in the trade receivables above.

The provision for impairment losses as at 31 March 2011 is \$5,372,000 (2010: \$5,100,000). The provision reflects the risk to the consolidated entity of the expected early return or loss of products throughout the life of the contract.

Collateral is held against the finance lease receivables in the form of the assets attached to the contract. In the event that the asset is returned due to early termination of the contract, the asset is available for rental on other contracts or disposal via cash sale. The value of this collateral as at 31 March 2011 is \$34,000,000 (2010: \$30,600,000).

For personal use only

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**21. Financial risk management (continued)**

**Loan receivables**

The ageing of the consolidated entity's loan receivables at the reporting date was:

<i>In thousands of AUD</i>	<b>Gross 2011</b>	<b>Impairment 2011</b>	<b>Gross 2010</b>	<b>Impairment 2010</b>
Not past due	10,750	1,055	4,875	588
Past due 0 – 30 Days	875	86	422	50
Past due 31 – 120 Days	566	566	230	230
	<b>12,191</b>	<b>1,707</b>	<b>5,527</b>	<b>868</b>

**(c) Liquidity Risk**

The following are the contractual maturities of the consolidated entity's financial liabilities including, where applicable, future interest payments as at 31 March 2011.

**31 March 2011**

<i>In thousands of AUD</i>	<b>Carrying Amount</b>	<b>Contractual Cash Flows</b>	<b>1 year or less</b>	<b>2-5 years</b>	<b>5 years or more</b>
Bank loans	36,000	41,608	2,738	38,870	-
Trade and other payables	26,512	26,512	26,512	-	-
	<b>62,512</b>	<b>68,120</b>	<b>29,250</b>	<b>38,870</b>	<b>-</b>

**31 March 2010**

<i>In thousands of AUD</i>	<b>Carrying Amount</b>	<b>Contractual Cash Flows</b>	<b>1 year or less</b>	<b>2-5 years</b>	<b>5 years or more</b>
Bank loans	6,000	6,512	6,512	-	-
Trade and other payables	21,269	21,269	21,269	-	-
	<b>27,269</b>	<b>27,781</b>	<b>27,781</b>	<b>-</b>	<b>-</b>

**(d) Interest rate risk**

At the reporting date the interest rate profile of the consolidated entity's interest bearing financial instruments was:

**Variable Rate Instruments**

<i>In thousands of AUD</i>	<b>Carrying Amount</b>	
	<b>2011</b>	<b>2010</b>
Financial assets	8,839	5,697
Financial liabilities	(36,000)	(6,000)

A change of one percent in interest rates at the reporting date would have increased or decreased the consolidated entity's equity and profit or loss by \$190,000 (2010: \$4,500).

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**21. Financial risk management (continued)**

**(e) Fair Values**

The fair values of the Company's and consolidated entity's financial assets and liabilities as at the reporting date are considered to approximate their carrying amounts.

**22. Earnings per share**

**Basic earnings per share**

The calculation of basic earnings per share at 31 March 2011 was based on profit attributable to ordinary shareholders of \$22,038,000 (2010: \$19,495,000) and a weighted average number of ordinary shares during the year ended 31 March 2011 of 129,561,981 (2010: 128,924,177).

**Diluted earnings per share**

The calculation of diluted earnings per share at 31 March 2011 was based on profit attributable to ordinary shareholders of \$22,038,000 (2010: \$19,495,000) and a weighted average number of ordinary shares during the year ended 31 March 2011 of 130,737,290 (2010: 129,460,000), which includes performance rights granted.

	2011	2010
<b>Profit attributable to ordinary shareholders (basic)</b>		
<i>In thousands of AUD</i>		
Profit attributable to ordinary shareholders (basic and diluted)	22,038	19,495
<b>Weighted average number of ordinary shares (basic)</b>		
<i>In thousands of shares</i>		
Issued ordinary shares at 1 April	129,442	128,726
Effect of shares issued	120	198
Weighted average number of ordinary shares at 31 March	129,562	128,924
<b>Weighted average number of ordinary shares (diluted)</b>		
<i>In thousands of shares</i>		
Issued ordinary shares at 1 April	129,460	129,460
Effect of shares issued	1,277	-
Weighted average number of ordinary shares (diluted) at 31 March	130,737	129,460
<b>Earning per share</b>		
Basic earnings per share (cents)	17.01	15.12
Diluted earnings per share (cents)	16.86	15.06

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

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**23. Operating Leases**

**Leases as Lessee**

Non-cancellable operating lease rentals are payable as follows:

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Less than one year	7,605	6,671
Between one and five years	10,809	7,887
	<u>18,414</u>	<u>14,558</u>

The consolidated entity leases all the store premises, and the corporate office under operating leases. The leases typically run for a period of 3 years, with an option to renew the lease after that date. Most of the lease payments are increased every year to reflect market rentals. None of the leases include contingent rentals.

The consolidated entity leases vehicles under operating leases. The lease term for these vehicles normally runs for a period of 4 years. The lease payments are set at the commencement of the lease term for the term of the lease. None of the leases include contingent rentals.

**Leases as Lessor**

The consolidated entity leases out its rental assets under operating leases. The future minimum lease payments under non-cancellable operating leases are as follows:

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Less than one year	30,161	27,124
Between one and five years	6,628	5,897
	<u>36,789</u>	<u>33,021</u>

**24. Finance Leases**

**Leases as Lessor**

The consolidated entity leases out its rental assets under finance leases. The consolidated entity classifies Rent Try Buy® contracts as finance leases where the term of the contract is 36 months and the asset rented has an estimated useful life equal to the contract length. The future minimum lease payments under non-cancellable finance leases are as follows:

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Less than one year	51,165	44,617
Between one and five years	43,296	40,606
	<u>94,461</u>	<u>85,223</u>

Unearned finance income in relation to finance leases as at 31 March 2011 was \$37,630,000 (2010: \$34,348,000).

For personal use only

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

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**25. Consolidated Entities**

	Country of Incorporation	Ownership interest	
		2011	2010
<b>Parent entity</b>			
Thorn Group Limited	Australia		
<b>Subsidiaries</b>			
Thorn Australia Pty Ltd (a)	Australia	100%	100%
Eclipse Retail Rental Pty Ltd (a)	Australia	100%	100%
Rent Try Buy Pty Limited	Australia	100%	100%
CashFirst Pty Ltd	Australia	100%	100%
1 <sup>st</sup> Cash Pty Ltd	Australia	100%	100%
Rent Drive Buy Pty Ltd	Australia	100%	100%
Mouse 2 House Pty Ltd	Australia	100%	100%
Thorn Finance Pty Ltd	Australia	100%	100%
Votrait No 1537 Pty Ltd	Australia	100%	-
National Credit Management Limited	Australia	100%	-
A.C.N 119211317 Pty Ltd	Australia	100%	-
Hudson Legal Pty Ltd	Australia	100%	-

(a) entered into a deed of cross guarantee with Thorn Group Limited (refer note 27)

**26. Contingencies**

The industry in which the consolidated entity operates is highly regulated. Documentation, marketing and sales activities (both written and verbal) must comply with strict rules provided in the National Consumer Credit Protection Act and other legislation such as the Fair Trading and door to door sales legislation. Breach of these rules can result in fines or civil penalties or damages or compensation or some combination of these.

The consolidated entity has no reason to believe that this matter is likely to result in a material effect on the profitability of the consolidated entity and no provision exists for any potential exposure in connection with this matter.

The consolidated entity is aware (via the "mystery shop" process, where a person presents as a customer but is not a real customer) that some verbal statements may have been made to some customers inaccurately describing the customer's rights in relation to the acquisition of similar products to those rented under its Rent Try Buy® contracts. Under the National Consumer Credit Protection Act, the amount at risk in relation to any affected contract is part of any deemed "interest" payable under that contract and/or any penalties which could be imposed. No customer complaints have been received in this regard.

The consolidated entity has no reason to believe that this matter is likely to result in a material effect on the profitability of the consolidated entity and no provision exists for any potential exposure in connection with this matter.

**27. Deed Of Cross Guarantee**

Pursuant to ASIC Class Order 98/1418 (as amended) dated 13 August 1998 certain wholly owned subsidiaries as listed in note 25 are relieved from the Corporations Act 2001 requirements for preparation, audit and lodgement of financial reports, and directors' reports.

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**27. Deed Of Cross Guarantee (continued)**

As a condition of the Class Order, Thorn Group Limited and the controlled entity Thorn Australia Pty Limited entered into a Deed of Cross Guarantee on 20 March 1997. Eclipse Retail Rental Australia Pty Limited was also added by an Assumption Deed to the Deed of Cross Guarantee on 26 March 1999. The effect of the Deed is that the Company guarantees to each creditor payment in full of any debt in the event of winding up of any of the subsidiaries under certain provisions of the Corporations Act 2001. If a winding up occurs under other provisions of the Act, the Company will only be liable in the event that after six months any creditor has not been paid in full. The subsidiaries have also given similar guarantees in the event that the Company is wound up.

A consolidated statement of comprehensive income and consolidated statement of financial position, comprising the Company and controlled entities which are a party to the Deed, after eliminating all transactions between parties to the Deed of Cross Guarantee, for the year 31 March 2011 is set out as follows:

**Statement of comprehensive income and retained earnings**

<i>In thousands of AUD</i>	<b>2011</b>	<b>2010</b>
Revenue	156,892	145,108
Other income	254	32
Cost of sales	(57,813)	(58,633)
Operating expenses	(66,927)	(61,895)
Finance income	239	82
Finance expenses	(612)	(690)
<b>Profit before tax</b>	<b>32,033</b>	<b>24,004</b>
Income tax expense	(10,188)	(4,509)
<b>Profit after tax</b>	<b>21,845</b>	<b>19,495</b>
Other comprehensive income	-	-
<b>Total comprehensive income for the period</b>	<b>21,845</b>	<b>19,495</b>
Retained earnings at the beginning of the year	15,605	3,169
Dividend recognised during the period	(9,464)	(7,059)
<b>Retained earnings at the end of the year</b>	<b>27,986</b>	<b>15,605</b>

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**27. Deed Of Cross Guarantee (continued)**

**Statement of financial position**

*In thousands of AUD*

	<b>2011</b>	<b>2010</b>
<b>Assets</b>		
Cash and cash equivalents	5,466	5,747
Trade and other receivables	33,592	25,549
Inventory – finished goods	-	869
<b>Total current assets</b>	<b>39,058</b>	<b>32,165</b>
Trade and other receivables	41,590	29,159
Deferred tax assets	2,841	3,397
Property, plant and equipment and rental assets	44,260	37,648
Intangible assets	15,604	15,604
Investment in subsidiary	26,263	-
<b>Total non-current assets</b>	<b>130,558</b>	<b>85,808</b>
<b>Total assets</b>	<b>169,616</b>	<b>117,973</b>
<b>Liabilities</b>		
Trade and other payables	27,610	23,348
Employee benefits	3,781	3,481
Loans and borrowings	-	6,000
Income tax payable	5,967	1,948
Provisions	158	535
<b>Total current liabilities</b>	<b>37,516</b>	<b>35,312</b>
Loans and borrowings	36,000	-
Employee benefits	237	192
Provisions	1,053	702
<b>Total non-current liabilities</b>	<b>37,290</b>	<b>894</b>
<b>Total liabilities</b>	<b>74,806</b>	<b>36,206</b>
<b>Net assets</b>	<b>94,810</b>	<b>81,767</b>
<b>Equity</b>		
Issued capital	64,517	64,517
Reserves	2,307	1,645
Retained earnings	27,986	15,605
<b>Total equity</b>	<b>94,810</b>	<b>81,767</b>

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**28. Reconciliation of Cash Flows from Operating Activities**

*In thousands of AUD*

	2011	2010
<b>Cash flows from operating activities</b>		
Profit for the period	22,038	19,495
<i>Adjustments for:</i>		
Depreciation and amortisation	23,189	21,397
Equity settled transactions	662	69
Disposal of property, plant and equipment	-	631
Disposal of rental assets	23,706	25,180
<b>Operating profit before changes in working capital and provisions</b>	<b>69,595</b>	<b>66,772</b>
<b>Changes in working capital and provisions, net of the effects of the purchase of subsidiaries</b>		
(Increase) / Decrease in inventory	869	438
(Increase) / Decrease in trade and other receivables	(12,060)	(11,981)
(Increase) / Decrease in deferred tax assets	786	(104)
Increase / (Decrease) in income tax liability	3,877	(156)
Increase in trade and other payables	4,418	2,696
Increase / (Decrease) in provisions and employee benefits	231	202
<b>Net cash from operating activities</b>	<b>67,716</b>	<b>57,867</b>

**29. Parent entity disclosures**

As at, and throughout, the financial year ending 31 March 2011 the parent entity of the consolidated entity was Thorn Group Limited.

*In thousands of AUD*

	2011	2010
<b>Result of Parent Entity</b>		
Profit for the period	9,464	7,059
Other comprehensive income	-	-
Total comprehensive income for the period	<b>9,464</b>	<b>7,059</b>
<b>Financial position of the parent entity at year end</b>		
Current assets	6,148	1,948
Total assets	<b>72,972</b>	<b>68,110</b>
Current liabilities	6,148	1,948
Total liabilities	<b>6,148</b>	<b>1,948</b>
<b>Total equity of the parent comprising of:</b>		
Share capital	64,517	64,517
Reserve for own shares	2,307	1,645
<b>Total Equity</b>	<b>66,824</b>	<b>66,162</b>

**Parent entity guarantees in respect of the debts of its subsidiaries**

The parent entity has entered into a Deed of Cross Guarantee with the effect that the Company guarantees debts in respect of its subsidiaries. Further details of the Deed of Cross Guarantee and the subsidiaries subject to the deed are disclosed in note 27.

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**30. Related Parties**

**Key management personnel remuneration**

In AUD	<b>2011</b>	<b>2010</b>
Short-term employee benefits	3,146,764	2,946,067
Post-employment benefits	127,042	120,971
Long service leave benefits	16,229	10,575
Termination benefits	-	145,686
Share based payments	361,899	68,940
	<b>3,651,934</b>	<b>3,292,239</b>

**Individual directors and executives compensation disclosures**

Information regarding individual directors and executives compensation and some equity instruments disclosures as required by Corporations Regulation 2M.3.03 is provided in the remuneration report section of the directors' report on page 13 and 14.

No director has entered into a material contract with the company or the consolidated entity since the end of the previous financial year and there were no material contracts involving directors' interests existing at year end.

**Movements in shares**

The movement during the reporting period in the number of ordinary shares in Thorn Group Limited held, directly, indirectly, or beneficially, by each key management person, including their related parties, is as follows:

	Held at 1 April 2010	Purchases	Sales	Received upon exercise of performance rights	Held at 31 March 2011
<b>Directors</b>					
Bernard Carrasco	150,000	-	-	-	150,000
David Carter	200,000	21,000	-	-	221,000
John Hughes	3,337,396	50,000	(250,000)	267,719	3,405,115
Peter Henley	30,000	7,580	-	-	37,580
Paul Lahiff	31,250	-	-	-	31,250
<b>Executives</b>					
Peter Eaton	614,759	-	(400,000)	90,101	304,860
James Marshall	15,312	-	-	59,449	74,761
Andrea Rooke	4,410	-	-	-	4,410

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Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**30. Related Parties (continued)**

	Held at 1 April 2009	Purchases	Sales	Received upon exercise of performance rights	Held at 31 March 2010
<b>Directors</b>					
Bernard Carrasco	150,000	-	-	-	150,000
David Carter	200,000	-	-	-	200,000
John Hughes	2,826,359	-	-	511,037	3,337,396
Peter Henley	30,000	-	-	-	30,000
Paul Lahiff	31,250	-	-	-	31,250
<b>Executives</b>					
Peter Eaton	410,344	-	-	204,415	614,759
James Marshall	15,312	-	-	-	15,312
Andrea Rooke	-	4,410	-	-	4,410

**31. Acquisition of subsidiary**

On 23 March 2011, the consolidated entity acquired 100% of the shares of Votrait No 1537 Pty Ltd and its subsidiaries for consideration of \$26,263,000. Votrait No 1537 is the parent entity of National Credit Management Limited (NCML), a provider of receivables management, debt recovery, credit information services, debt purchasing and other financial services.

The consideration of \$26,263,000 is determined as the total cash transferred of \$34,359,000 less payment of debt \$8,096,000. The acquisition of subsidiary disclosed in the Statement of cash flows is \$31,447,000. This is determined by the total cash transferred of \$34,359,000 less the cash and cash equivalents held by NCML at completion.

The acquisition of NCML will enable expansion of the consolidated entity's financial services platform and further enhance the consolidated entity's strength in receivables management which is key. In the 9 days to 31 March 2011, NCML contributed revenue of \$712,000 and profit of \$193,000. It is impracticable to determine the impact on consolidated entity revenues and net profit for the year ended 31 March 2011, had the acquisition occurred on 1 April 2010 due to differing financial years and the capital structure adopted by the previous owner.

Thorn Group Limited and its Controlled Entities  
**Notes to the Consolidated Financial Statements**  
For The Year Ended 31 March 2011

**31. Acquisition of subsidiary (continued)**

**Identifiable assets acquired and liabilities assumed**

*In thousands of AUD*

Purchased Debt Ledgers	5,571
Trade and other receivables	3,388
Cash and cash equivalents	2,913
Intangible assets – customer relationships	8,797
Intangible assets – software	622
Property, plant and equipment	839
Deferred tax asset	180
Loans and borrowings	(7,997)
Trade payables	(604)
Provisions	(1,148)
<b>Total</b>	<b>12,561</b>

The following fair values have been determined on a provisional basis:

- Intangible assets (customer relationships) has been determined on a provisional basis pending the completion of an independent valuation; and
- Deferred tax relating to the intangible assets and the allocated costs basis arising from NCML joining the Thorn tax consolidated group.

**Goodwill**

*In thousands of AUD*

Total consideration transferred in cash	26,263
Fair value of identifiable net assets	(12,561)
<b>Goodwill</b>	<b>13,702</b>

The goodwill is attributable mainly to the skills and technical talent of NCML's work force and the synergies expected to be gained by utilising the debt collection expertise. None of the goodwill recognised is expected to be deductible for income tax purposes.

**Acquisition-related costs**

The consolidated entity incurred acquisition-related costs of \$1,000,000 related to external legal fees, due diligence costs and corporate advice. All acquisition-related costs have been included in general and administrative expenses in the consolidated entity's profit and loss.

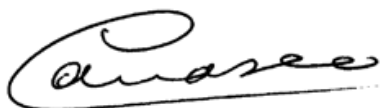
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Thorn Group Limited and its Controlled Entities  
**Directors' Declaration**  
For The Year Ended 31 March 2011

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- 1 In the opinion of the directors of Thorn Group Limited (the 'Company'):
- (a) the financial statements and notes that are set out on pages 28 to 64, and the remuneration disclosures that are contained in section 4.3 of the Remuneration Report in the Directors' report 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 31 March 2011 and of their performance, for the financial year ended on that date; and
    - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001;
  - (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1(a); and
  - (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- 2 There are reasonable grounds to believe that the Company and the consolidated entities identified in note 25 will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the Deed of Cross Guarantee between the Company and the consolidated entities pursuant to ASIC Class Order 98/1418.
- 3 The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Managing Director and Chief Financial Officer for the financial year ended 31 March 2011.

Signed in accordance with a resolution of the directors:



Bernard Carrasco  
Chairman



John Hughes  
Managing Director

Dated at Sydney  
24 May 2011



## **Independent auditor's report to the members of Thorn Group Limited**

### **Report on the financial report**

We have audited the accompanying financial report of Thorn Group Limited (the 'Company'), which comprises the consolidated statement of financial position as at 31 March 2011, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year ended on that date, Notes 1 to 31 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

#### *Directors' responsibility for the financial report*

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

#### *Auditor's responsibility*

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

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

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards (including the Australian Accounting Interpretations), a view which is consistent with our understanding of the Company's and the Group's financial position and of their performance.

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

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*Independence*

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

**Auditor's opinion**

In our opinion:

- (a) the financial report of the consolidated entity 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 31 March 2011 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

**Report on the remuneration report**

We have audited the Remuneration Report included in section 4.3 of the directors' report for the year ended 31 March 2011. 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 auditing standards.

*Auditor's opinion*

In our opinion, the remuneration report of Thorn Group Limited for the year ended 31 March 2011, complies with Section 300A of the *Corporations Act 2001*.

KPMG

KPMG

Greg Boydell

Partner

Sydney

24 May 2011

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