UNDERCOVERWEAR LIMITED
Consolidated Entity
A.B.N. 85 108 962 152

ANNUAL REPORT
FOR THE
YEAR ENDED 30 JUNE 2013

CONTENTS

CHAIRMAN'S OVERVIEW

UnderCoverWear Limited (UnderCoverWear) reports a 2013 net loss of $1,365,404 which is an increase compared to the 2012 reported loss of $603,594.

This equates to a 2013 negative EPS of 3.16 cents per share compared to a reported negative EPS of 1.40 cents per share 2012.

Dividends

Based on the reduced earnings for 2012/13 and the Board's wish to conserve cash flows, the Directors announce that a final dividend will not be paid. UnderCoverWear did not pay an interim dividend.

Outlook

Due to continuing adverse trading results for UCW a capital injection was necessary and on 12 September 2013 UnderCoverWear entered into a Share Subscription Agreement (SSA) with The Clothing Group Limited for 43,200,000 fully paid ordinary shares at $0.01 per share to raise $432,000 which is subject to shareholder approval by 30 November 2013.

UnderCoverWear appointed Mr Montgomery Grant as CEO and director effective 13th September 2013 pursuant to the SSA. Mr Grant has extensive operational experience in the clothing industry, with in excess of 30 years direct association in the clothing industry. Mr Grant founded and remains Chairman of The Clothing Group Ltd, a manufacturer of industrial clothing and food preparation clothing. Mr Grant previously established Bodyline Intimates and Ashgrove Apparel, both groups focused on design, manufacture and sales / distribution of women's apparel.

The appointment and the investment by TCG marked a turning point for UCW.

Mr Rick Lowry tendered his resignation as CEO effective 13th September 2013 and will remain a non-executive director of UnderCoverWear. The Board of Directors wish to thank Mr Lowry for his two years as CEO and operating in difficult times for UnderCoverWear.

My sincere thanks to shareholders for their continued support.

Stuart Richardson
Chairman

30 September 2013

EXECUTIVE DIRECTOR'S REPORT

The full year loss before tax increased on the prior period loss by $761,810 and 126%.

The decline in revenue is attributed partly due to the reduced stock holding and delays in the replenishment of popular sizes.

Despite the disappointing results, there were some significant achievements throughout the year.

UnderCoverWear relocated premises in December 2012, approximately six months prior to the original lease end date, which contributed to the reduction in rental expenses by 27%. Annualised, this will reduce rental expenses by approximately $733,000.

UnderCoverWear reduced the bank overdraft from $1.2m to $200,000, as requested by the bank and has continued to operate within the reduced overdraft facility.

Despite the decline in revenues UnderCoverWear has maintained its gross profit margin at approximately 40%.

Going forward the group is in a position to operate with a substantially reduced cost base, with further reductions identified. The group has identified a capacity for online expansion through a reliable CRM capability. An increased investment in stock and attention to styles will contribute to the rebuilding of the sales base.

Richard Lowry
Executive Director (Non-Executive Director from 13/09/2013)

30 September 2013

BOARD OF DIRECTORS

Stuart Richardson, B Bus. CPA
Chairman & Non-Executive Director

Mr Richardson was appointed as a Director on 10 December 2007 and was also appointed as Chairman on that date. Mr Richardson has extensive experience in capital markets in both Australia and overseas in the field of stockbroking and investment banking. He is a founding director of Blackwood Capital Limited, an Australian-based investment bank operating in capital markets, advisory services and funds management in equities and private equity funds. Stuart holds a Bachelor of Business (Accounting) from the Swinburne University of Technology, Melbourne and is a CPA. Mr Richardson is Chairman of the Audit & Remuneration Committees and holds an interest in 1,678,476 ordinary shares in UnderCoverWear Limited. Mr Richardson has not held directorships in any other public listed companies during the past 3 years.

John Everett, A.M., B Econ., A.A.S.A.
Non-Executive Director

Mr Everett has been a director of UnderCoverWear Limited since 5 May 2004, becoming an executive director for the period 3 December 2010 to 30 June 2011. Mr Everett has gained relevant experience within the Direct Selling Industry since his appointment as Director of the business in 1991. In 2002, Mr Everett was awarded a Member of the Order of Australia (AM) for his services to charity, particularly the Prince of Wales Medical Research Institute. Mr Everett is a member of the Audit & Remuneration Committees and holds an interest in 19,923,219 ordinary shares in UnderCoverWear Limited. Mr Everett has not held directorships in any other public listed companies during the past 3 years.

Richard Lowry
Executive Director (Non-executive Director from 13/09/2013)

Mr Lowry has been a director of UnderCoverWear Limited since 31 March 2010 initially as a non-executive director became an executive director on 1 May 2011 and is now a non-executive director from 13 September 2013. Mr Lowry has extensive experience in the retail industry both in Australia and overseas. Mr Lowry has had a 30 year involvement with Myer department stores culminating in his appointment to its management committee as stores director in 1996 through to 2000. Mr Lowry spent three years overseas as Chief Operating Officer for the Matahari department store group in Indonesia before returning to Australia to work with a number of retail companies including Downtown Duty Free, The Nuance group, Prouds Jewellery and as Managing Director of Babies Galore. He has been consulting on retail projects in companies as diverse as the Laminex group through to Brandcorp and Myer. Mr Lowry has previously held board positions with various state retail traders associations and was a board member of the Melbourne Tourism Authority. Mr Lowry does not hold any shares in UnderCoverWear Ltd and has not held any directorships in other public listed companies over the last 3 years.

Montgomery Grant
Executive Director (appointed 13/09/2013)

Mr Grant was appointed 13 September as an executive director and CEO pursuant to the SSA as noted in the Chairman's report on page 3. Mr Grant has extensive operational experience in the clothing industry, with in excess of 30 years direct association in the clothing industry. Mr Grant founded and remains Chairman of The Clothing Group Ltd, a manufacturer of industrial clothing and food preparation clothing. Mr Grant previously established Bodyline Intimates and Ashgrove Apparel, both groups focused on design, manufacture and sales / distribution of women's apparel. Mr Grant does not hold any shares in UnderCoverWear Ltd and has not held any directorships in other public listed companies over the last 3 years.

BOARD OF DIRECTORS (CONT)

Nick Geddes, FCA, FCIS

Company Secretary (resigned 09/09/13)

Mr Geddes is the principal of Australian Company Secretaries Pty Ltd, a company secretarial practice, which he formed in 1993. Mr Geddes is a past President of the National Council and past Board Chairman of Chartered Secretaries Australia and a former Chairman of the NSW Council of that Institute. His previous experience, as a Chartered Accountant and Company Secretary, includes investment banking and development and venture capital in Europe, Africa the Middle East and Asia. His qualifications include Chartered Accountant (Fellow of Institute of Chartered Accountants in England & Wales) and Fellow of the Institute of Chartered Secretaries (Chartered Secretaries Australia). Mr Geddes also currently serves as a director of Chartered Secretaries Australia Limited.

Richard Rodgers

Company Secretary (appointed 09/09/2013)

Mr Rodgers has over 35 years experience in the Australian accounting industry. Mr Rodgers a Chartered Accountant, established his own practice in 1984 which he continues to operate. Mr Rodgers has been company secretary and director of an ASX listed company for over 10 years, and is Chairman of the Audit and Risk Compliance Committees and has wide ranging experience in regulatory requirements.

DIRECTORS' REPORT

Your directors present their report on UnderCoverWear Limited consolidated entity (the Group) for the financial year ended 30 June 2013.

Directors

The names of Directors in office at any time during or since the end of the year are:

- Stuart A Richardson
- John H Everett
- Richard L Lowry
- Montgomery Grant (appointed 13 September 2013)

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated. Details about experience and qualifications of Directors are included on page 5 which forms part of this report.

Company Secretary

Mr Geddes has held the position of Company Secretary since 30 October 2007 to 9 September 2013. Mr Richard Rodgers was appointed to the position of Company Secretary on 9 September 2013. Details of Mr Geddes'and Mr Rodgers' experience and qualifications can be found on page 6 of this report.

Principal Activities

The principal activities of the Group during the financial year were the importation, distribution and export of underwear and garments. There were no significant changes in the nature of the Group's principal activities during the financial year.

Dividends Paid or Recommended

No dividends have been paid or declared since the end of the previous financial year.

Review of Operations and Financial Result

The consolidated loss of the Group after income tax amounted to $1,365,404. (2012: loss of $603,594).

This financial year saw further decline in sales revenue due to the reduced stock holding and delays in the replenishment of popular sizes.

Despite this decline in revenues the group has maintained its gross profit margin at around 40%.

UnderCoverWear relocated premises in December 2012, approximately six months prior to the original lease end date, which contributed to the reduction in rental expenses by 27%. Annualised, this will reduce rental expenses by approximately $733,000.

Significant reductions in overhead costs have also been achieved with the premises relocation including utility expenses, telephone, internet and many other site maintenance related expenses. These reductions have been partly offset in the reported result due to moving expenses and make good expense related to the previous premises.

The group has at the request of the bank been reducing the bank facility as announced on 30 April 2013 and has continued to operate within the reduced overdraft facility.

DIRECTORS' REPORT (cont)

Significant Changes in State of Affairs

There has been no significant change in the state of the affairs of the Group during the financial year.

After Balance Date Events

On 12 September 2013, Undercoverwear Limited (**UCW**) entered into a share subscription agreement with The Clothing Group Limited (**TCG**), on 13 September 2013 appointed Mr Montgomery Grant as new Chief Executive Officer and announced the future appointment of additional directors.

Share Subscription Agreement

UCW entered into a share subscription agreement (**SSA**) with TCG, a company controlled by Mr Grant, on 12 September 2013. Under the SSA, TCG has agreed to subscribe for 43,200,000 fully paid ordinary shares in UCW at $0.01 per share to raise $432,000.

The issue of shares to TCG is subject to UCW shareholder approval by 30 November 2013, and the company not being under external administration before shareholder approval is obtained. If the SSA is approved by shareholders, upon issue of the shares to TCG, it will own 50% of the issued shares of UCW.

UCW shareholders will receive notification of a general meeting to approve the issue of shares to TCG in accordance with the terms of the SSA.

Under the SSA, TCG has the right to appoint 3 new directors to the Board of UCW.

New Chief Executive Officer

UCW appointed Mr Grant as CEO and director effective 13 September 2013 pursuant to the SSA. Mr Grant has extensive operational experience in the clothing industry, with in excess of 30 years direct association in the clothing industry. Mr Grant founded and remains Chairman of The Clothing Group Ltd, a manufacturer of industrial clothing and food preparation clothing. Mr Grant previously established Bodyline Intimates and Ashgrove Apparel, both groups focused on design, manufacture and sales / distribution of women's apparel.

Mr Rick Lowry tendered his resignation as CEO effective 13 September 2013 and will remain a non-executive director of UCW. The Board of Directors wish to thank Mr Lowry for his two years as CEO and operating in difficult times for UCW.

Additional Directors

In addition to Mr Grant, two highly qualified directors will join the Board as nominee directors of TCG in accordance with the terms of the SSA. These appointments will be confirmed no later than 7 days prior to the Shareholders Meeting to approve the transaction.

Likely Developments, business strategies and prospects

Based on the appointment of the new Directors, the strategy going forward will be to:

- mitigate stock shortages of popular styles
- revitalise the style offering
- continue to grow consultant numbers
- create a new, dynamic culture within the organisation
- expansion of new products and services
- upgrade IT platform to improve on-line services

Environmental Issues

Operations are not subject to significant environmental regulation under the law of the Commonwealth and State.

DIRECTORS' REPORT (cont)

Meetings of Directors

During the financial year, 10 meetings of directors (including committees of directors) were held. Attendances by each director during the year are set out in the table below.

	NUMBER OF MEETINGS			
DIRECTORS	DIRECTORS' MEETINGS		AUDIT COMMITTEE	
	Eligible	Attended	Eligible	Attended
Stuart A Richardson	12	12	2	2
John H Everett	12	11	2	2
Richard Lowry	12	11	-	-

There were no meetings of the remuneration committee during the year.

Indemnifying Officers or Auditor

The Group has paid premiums to insure each of the following Directors and Officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity as an Officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company. The total amount of the premium was $8,932. Directors covered by this policy since the start of the financial year to the date of this report:

- Stuart A Richardson
- John H Everett
- Richard L Lowry
- Montgomery Grant (appointed 13 September 2013)

Options

There were no options over issued shares and no options granted or outstanding during the financial period ended 30 June 2013 or at the date of this report.

Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

Non-audit Services

The board of directors, in accordance with advice from the audit committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and

DIRECTORS' REPORT (cont)

Non-audit Services (cont)

- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

The following fees were paid or payable to Grant Thornton for non-audit services provided during the year ended 30 June 2013:

- Taxation Services $3,200

Remuneration Report

As required under Section 300A of the Corporations Act 2001 and AASB 124 Related Party Disclosures, the Remuneration Report for the year ended 30 June 2013 can be found on pages 11-14, which forms part of this report, and of which has been audited.

Going Concern

Notwithstanding the operating loss for the 2013 financial year of $1,365,404 and net liabilities of $1,468,982 this financial report has been prepared on a going concern basis.

The Directors have assessed that the Group can continue as a going concern on the basis of the Share Subscription Agreement (SSA) with The Clothing Group Limited announced to the ASX on the 12 September 2013 for 43,200,000 fully paid ordinary shares at $0.01 per share to raise $432,000 which is subject to shareholder approval by 30 November 2013.

In addition to this, the directors are confident that the combination of careful management of overheads, the continued focus on growing consultant numbers, and other initiatives being looked at by the Directors, will provide sufficient funds to meet the ongoing capital requirements of the Group for the foreseeable future. Whilst there is material uncertainty, the directors consider it appropriate to prepare the accounts on a going concern basis as they are satisfied that, based on the cash flow forecasts prepared, the Group will be able to meet its debts as and when they become due and payable for a period of at least 12 months from the date of this report.

Auditor's Independence Declaration

As required under Section 307C of the Corporations Act, the auditor's independence declaration for the year ended 30 June 2013 has been received and can be found on page 50 which forms part of this report.

Signed in accordance with a resolution of the Board of Directors.

Stuart Richardson
Chairman
30 September 2013

REMUNERATION REPORT (AUDITED)

Introduction

This report forms part of the Directors' Report for the year ended 30 June 2013. It provides a summary of the board's remuneration policy and practices during the past year as they apply to directors & executives (including 'key management personnel' as defined by the Accounting Standard AASB 124).

The disclosures set out in this report have been prepared in accordance with the requirements of section 300A of the Corporations Act 2001 and the Corporations Regulations 2001 and Accounting Standard AASB 124. As permitted by Corporations Regulation 2M.6.04, the relevant disclosures required by AASB 124 have been transferred from the financial statements to the Remuneration Report and have, as a consequence, been audited.

Principles of Compensation

a. **Role of the Remuneration Committee**

The Remuneration Committee is responsible for making recommendations to the Board on remuneration policies and packages applicable to Board Members and Senior Executives of the Company and its controlled entities. The Board remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities, and that the remuneration is competitive in attracting, retaining and motivating people of the highest quality. The remuneration policy for each type of key management personnel is set out as follows:

- *Non-Executive Directors*

  The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting. Fees for non-executive directors are not linked to the performance of the Group.

- *Executive Directors & other Key Management Personnel*

  Remuneration packages for executive directors and senior executives include a mix of fixed remuneration (which is based on factors such as length of service and experience), superannuation, fringe benefits and performance incentives. All directors and other key management personnel receive a superannuation guarantee contribution required by the government, which is currently 9.25%, and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part of their salary to increase superannuation contributions.

b. **Link Between Remuneration & Company Performance**

Bonus payments to key management personnel are reflective of the company's overall trading results & not specific to an individuals own performance. There we no bonus payments made during the year ended 30 June 2013.
The following table shows earnings performance of the Group over the past five years:

Year ended 30 June	2013	2012	2011	2010	2009
Revenue	8,016,760	11,493,915	17,049,933	23,696,617	24,953,815
Earnings before interest, tax, depreciations & amortisation (EBITDA)	(1,195,791)	(244,478)	(1,753,798)	912,308	2,365,923
Net (loss) / profit	(1,365,404)	(603,594)	(17,116,054)	(5,678,731)	(2,267,571)
Basic EPS (cents)	(3.16)	(1.40)	(39.62)	(12.92)	(4.72)
Dividend per share (cents)	-	-	-	1.25	2.0

The main performance measure was economic profit, with the key component being EBIT.

REMUNERATION REPORT (AUDITED) (cont)

c. Remuneration Practices

- The Group's policy for determining the nature and amount of emoluments of board members and other key management personnel of the company is as follows:

  The remuneration structure for Key Management Personnel, including Executive Directors, is based on a number of factors, including length of service, particular experience of the individual concerned, and overall performance of the company. The contracts for service between the company and specified directors and other key management personnel are on a continuing basis the terms of which are not expected to change in the immediate future. Upon retirement, Directors and other key management personnel are paid employee benefit entitlements accrued to date of retirement.
- The Board remuneration policy of its key management personnel is to ensure the remuneration package properly reflects the person's duties and responsibilities, and that the remuneration is competitive in attracting, retaining and motivating people of the highest quality within the Group.

Details of Remuneration for Year Ended 30 June 2013

Names and positions held of consolidated and parent entity key management personnel in office at any time during the financial year are:

Key Management Person (KMP)	Position
Stuart Richardson	Chairman - Non-Executive
John Everett	Director - Non-Executive
Richard Lowry	Director - Executive (Non-Executive from 13 September 2013)
Laurie Fitzgerald	General Manager Sales
Angela Catford	Chief Financial Officer

REMUNERATION REPORT (AUDITED) (cont)

The remuneration for each director and other KMP of the Group during the year was as follows:

For the year ended 30 June 2013

	Short-term Benefits						
	Salary, Fees & Commissions	Superannuation Contribution	Cash Bonus	Non-monetary Benefits	Termination Payment	Total Related	Performance
	$	$	$	$	$	$	%
Stuart Richardson^	24,500	-	-	-	-	24,500	-
John Everett	58,333	-	-	-	-	58,333	-
Richard Lowry	230,242	20,807	-	-	-	251,049	-
Total for Directors	313,075	20,807	-	-	-	333,882	-
Laurie Fitzgerald	160,000	14,400	-	17,651	-	192,051	-
Angela Catford	135,653	12,430	-	-	-	148,083	-
Total for other KMP	295,653	26,830	-	17,651	-	340,134	
Total	608,728	47,637	-	17,651	-	674,016	

^The amount disclosed was paid as a consulting fee to Blackwood Capital and Boston First Capital, and has been reported as a related party transaction

For the year ended 30 June 2012

	Short-term Benefits						
	Salary, Fees & Commissions	Superannuation Contribution	Cash Bonus	Non-monetary Benefits	Termination Payment	Total Related	Performance
	$	$	$	$	$	$	%
Stuart Richardson^	100,000	-	-	-	-	100,000	-
John Everett	100,000	-	-	-	-	100,000	-
Richard Lowry	230,442	20,807	-	-	-	251,249	-
Total for Directors	430,442	20,807	-	-	-	451,249	-
Laurie Fitzgerald	158,230	14,241	-	19,116	-	191,587	-
Angela Catford	138,114	12,627	-	1,036	-	151,777	-
Total for other KMP	296,344	26,868	-	20,152	-	343,364	
Total	726,786	47,675	-	20,152	-	794,613	

^The amount disclosed was paid as a consulting fee to Blackwood Capital, and has been reported as a related party transaction

REMUNERATION REPORT (AUDITED) (cont)

Number of Shares Held by Key Management Personnel

	Balance 30 June 2012	Received as Remuneration	Net Change Other*	Balance 30 June 2013 #
Stuart Richardson	1,673,046	-	5,430	1,678,476
John Everett	19,923,219	-	-	19,923,219
Richard Lowry	-	-	-	-
Laurie Fitzgerald	6,000	-	-	6,000
Angela Catford	1,000	-	-	1,000
Total	21,603,265	-	5,430	21,608,695

** Net change other refers to shares purchased or sold during the financial year.*

#The balance represents ordinary shares held directly or indirectly by the KMP (including their personally-related entities) at the end of the financial year.

Other KMP Transactions

There have been no other transactions other than those described in the tables above. For details of other transactions with KMP, refer to Note 24 Related Party Transactions.

Use of remuneration consultants

No remuneration consultants were used during the year.

Voting and comments made at the company's 2012 Annual General Meeting

The company received more than 95% of "yes" votes on its remuneration report for the 2012 financial year. The company did not receive any specific feedback at the AGM on its remuneration report.

End of audited Remuneration Report.

CORPORATE GOVERNANCE STATEMENT

This statement discloses the key elements of the Group's governance framework during the reporting period and to the date of this report. Throughout the reporting period, the year ended 30 June 2013, UnderCoverWear governance practices substantially complied with the recommendations contained in the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.

This corporate governance statement is organized under headings reflecting the ASX Corporate Governance Council's current principles and recommendations, 2nd Edition (the “ASX Principles”), and complies with all principles as detailed (unless noted below).

Principle 1: Lay Solid Foundations for Management & Oversight

1.1 Functions of the Board & Management

The Board has developed and implemented policies and practices which ensure that the Group complies with the recommendations and principles set out in the guidelines, while recognising that in a dynamic company with a small board the relationships among directors cannot be fully regulated and documented. Matters specifically reserved for the Board are charting the direction, strategies, financial objectives & corporate policies, monitoring compliance with regulatory requirements, and appointing and reviewing the performance of the chief executive officer. A summary of the Group's board charter is available for viewing on the company's website.

1.2 Performance Evaluation of Senior Executives

In July each year, as part of an annual review process, each individual's performance is reviewed against compliance with relevant performance indicators. Also, each individual's performance and behaviour are compared and measured against the performance of their peers and measures adjusted.

Principle 2: Structure the Board to Add Value

The Board Charter describes the relationship between the Board and management, and defines their functions and responsibilities. The Board currently comprises one non-executive director and two executive directors (including the Chief Executive Officer). The Chairman is appointed by the board and provides leadership to ensure that a high standard of values, processes and constructive interaction are maintained. The Chairman represents the views of the Board to shareholders and conducts the annual general meeting to canvass properly the views of stakeholders. The names, skills and experience of the directors in office at the date of this statement, and the period of office of each director, are set out in the Directors' Report.

2.1 Independence of Directors

The Board regularly assesses the independence of each director according to the independence criteria in ASX Principle 2 and to relevant laws, regulations and listing rules. Directors facilitate this review by providing up-to-date information regarding their personal circumstances related to the company, their external relationships and any potential conflicts of interest. The independence of new directors is assessed upon appointment. Wherever there is an actual or potential conflict of interest or material personal interest, the Board's policies and procedures ensure that:

- the interest is fully disclosed and the disclosure is recorded in the register of director's interest and in the Board minutes;
- the relevant director is excluded from all considerations of the matter by the Board;
- the relevant director does not receive any segment of the Board papers or other documents in which there is any reference to the matter.

The Chairman, Mr Stuart Richardson, is a non-executive independent director in accordance with the independence criteria given that he complies with all criteria set down for assessment of independence.

CORPORATE GOVERNANCE STATEMENT

Principle 2: Structure the Board to Add Value (cont)

2.1 Independence of Directors (cont)

Mr John Everett, a non-executive director, is a substantial shareholder of the company and is considered not to be independent.

Mr Richard Lowry, an executive director, is considered not to be independent.

Due to the small size of the Board, its composition does not permit the majority of the members to be independent as recommended by the principle.

2.2 The Chairman should be independent

The Chairman of the Company is an independent non-executive director and has extensive experience serving as chairman for boards of public and private companies.

2.3 The role of Chairman and the Chief Executive

The role of Chairman and Chief Executive Officer are exercised by separate individuals.

2.4 Nomination Committee

No formal Nomination Committee exists given that the size of the Board allows the entire Board to participate directly in these functions. The procedures of the Board in relation to matters addressed by a nomination committee are in compliance with the Principles. Such responsibilities include reviewing Board membership, which includes an assessment of the necessary and desirable competencies of Board members, Board succession plans and an evaluation of the Board's performance and consideration of appointments and approvals. When a Board vacancy occurs, the existing Board will identify the particular skills, experience and expertise required that will best complement its effectiveness and then undertake a process to identify candidates who can meet those criteria.

2.5 Board Evaluation

The Board undertakes an annual self-assessment of its performance, in line with recommendations of the guidelines prior to the Annual General Meeting each year. Reviews are initially conducted by way of questionnaire, with the opportunity for follow-up discussions if any director thought it would be beneficial to do so. The Chairman also conducts an annual assessment of the performance of individual directors, where necessary, and meets privately with each director to discuss this assessment. The Chairman's performance is reviewed by the Board.

The Board provides induction programs for new directors in accordance with the recommendation and complies with all of the recommendations in relation to independent professional advice, access to the company secretary, the appointment and removal of the company secretary, and the provision of information, including requests for additional information. The Company Secretary attends all Board meetings. Each director has the right, at the Company's expense, to seek independent professional advice in relation to the execution of Board responsibilities. Prior approval from the Chairman, which will not be unreasonably withheld, is required. Where appropriate, directors share such advice with the other directors.

CORPORATE GOVERNANCE STATEMENT

Principle 3: Promote Ethical & Responsible Decision making

3.1 Code of Conduct

Through established practices and policies the Board supports the need for directors and employees to observe the highest standards of behaviour and business ethics. All directors, managers and employees are expected to act with integrity, striving at all times to enhance the reputation and performance of the company. A formal Code of Conduct for both directors and employees, which draws together all of the Company's existing policies has been established and a summary of their main provisions is published on the Company's website.

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

The Board has contemplated the necessity of implementing a diversity policy. Noting the relatively small size of the Group and the fact that the Group has a small number of employees, the Board has resolved to depart from the new recommendations by not implementing a gender diversity policy at this time. When the Entity's operations expand the matter will again be reviewed.

3.3: Proportion of women employees in the whole organisation, women in senior executive positions and women on the board.

	No.	%
Women on the Board	-	-
Women in senior management roles	2	67%
Women employees in the company	25	83%

3.4 Trading in company securities by directors, officers and employees

The Board has established written guidelines, set out in its Share Trading Policy, that restrict dealings by directors and relevant employees in the Company's shares. The Share Trading Policy complies with the guidelines. It identifies certain periods when, in the absence of knowledge of unpublished price-sensitive information, directors and relevant employees may buy or sell shares. These periods are twenty-one days preceding the announcement of half year and full year results. A summary of the main provisions of the Share Trading Policy is published on the Company's website. In addition, all share dealings in the Company by directors are notified to the ASX within the required time.

CORPORATE GOVERNANCE STATEMENT

Principle 4: Safeguard Integrity in Financial Reporting

4.1 Audit Committee

The Board has an established Audit Committee which comprises of one non-executive independent director (including the Chairman) and one executive directors. The chairman of the Audit Committee is an independent director who is also Chairman of the Board. Due to the small size of the Board, the composition of the Audit Committee does not permit the majority of the members to be independent nor for the Chairman of the Audit Committee to not be the Chairman of the Board, nor for the Committee to consist of three members, as recommended by the principle. The names and qualifications of members of the Committee are set out in the Directors' Report. Meetings of the Committee are attended, by invitation, by the Chief Financial Officer and the engagement partner from the Company's external auditor and such other senior staff or professional people as may be appropriate from time to time. The number of meetings of the Committee held during the year is set out in the Directors' Report. The Committee operates under formal terms of reference (Charter) approved by the Board which are reviewed annually. The functions and responsibilities of the Committee under its Charter comply with the recommendation in the guidelines. Minutes of all Committee meetings are provided to the Board and the Chairman of the Committee also reports to the Board after each Committee meeting.

4.2 Auditor Independence

The external auditor, Grant Thornton Audit Pty Ltd, annually confirms its independence to the Board within the meaning of applicable legislation and professional standards. The Committee has examined detailed material provided by the external auditor and by management and has satisfied itself that the standards for auditor independence and associated issues are fully complied with.

4.3 Financial Report Accountability

The company's Chief Executive Officer and Chief Financial Officer are required to state in writing to the Board that the company's financial reports present a true and fair view, in all material respects, of the company's financial condition and operational results are in accordance with the relevant accounting standards.

4.4 Audit Committee Charter

The Audit Committee's Charter is available on the Company's website.

Principle 5: Make Timely and Balanced Disclosure

5.1 Established disclosure policies

The Company has established policies and procedures which comply with the recommendation in the guidelines for timely disclosure of material information concerning the Company. These policies and procedures are regularly reviewed to ensure that the Company complies with its obligations at law and under the ASX Listing Rules.

The Company Secretary is responsible for communications with the Australian Stock Exchange including responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing information going to the ASX, shareholders and other interested parties. The directors have an obligation to inform the Company of any securities trading in the Company. All announcements made to the ASX by the Company are published on the Company's website. A summary of the policies and procedures the Company has in place to ensure compliance with ASX Listing Rule disclosure requirements is published on the Company's website. The company provides a review of operations and financial performance in this Annual Report. Results announcements to the ASX, analyst presentations and the full text of the chairman's and Chief Executive Officer's addresses at the company's annual general meeting are made available on the company's website.

CORPORATE GOVERNANCE STATEMENT

Principle 6: Respect the Rights of Shareholders

6.1 Communications policy

The Company recognises its duty to ensure that its shareholders are informed of the Company's performance and all major developments in an ongoing manner. Information is communicated to shareholders through:

- the annual report which is distributed to all shareholders
- the half-year shareholders' report which is published on the company's website, containing summarized financial information and a review of the operations during the period since the annual report; and
- the Annual General Meeting and other shareholder meetings called to obtain approval for Board action as appropriate and required;
- other correspondence regarding matters impacting on shareholders as required.

All documents that are released publicly are made available on the Company's website. Shareholders are also encouraged to participate in the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategies and goals. Important issues are presented to shareholders as single resolutions. The engagement partner of the Company's external auditor, Grant Thornton, attends the Company's annual general meetings and is available to answer questions from shareholders about the audit.

Principle 7: Recognise & Manage Risk

7.1 Risk Management policy

The Company has a proactive approach to risk management. The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that the Company's objectives and activities are aligned with the risks and opportunities identified by the Board. The Company believes that it is important for all Board members to be part of this process and, as such, the Board has not established a separate risk management committee.

7.2 Internal Controls

The board has established policies on risk oversight and management. Executive directors are closely involved in the day-to-day management of the Company's operations and, given the current size of the company, are in a position to continually monitor risk with the assistance of the executive team.

7.3 Risk Management Accountability

As part of the process of approving the financial statements, at each reporting date the Chief Executive Officer and Chief Financial Officer are required to provide declarations in writing to the Board on the quality and effectiveness of the company's risk management and internal compliance and control systems. These declarations certify that, having made all reasonable enquiries and to the best of their knowledge and belief, the statements made in relation to the financial integrity of the company's financial statements are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the board; and the company's risk management and internal compliance and control system, is operating efficiently and effectively in all material aspects. The Board has received the relevant declarations required under section 295A of the Corporations Act 2001 and the relevant assurances required under the recommendation 7.3 of the revised ASX Corporate Governance Council principles.

CORPORATE GOVERNANCE STATEMENT

Principle 7: Recognise & Manage Risk (cont)

7.3 Risk Management Accountability (cont)

The company has measures in place to mitigate risk in the following areas:

- Security of data and IT systems is maintained by daily back-up of transactions, with the information stored both on-site and off-site. Data is stored on a transactional basis and can be restored to any point in time;
- Security of the head office building is maintained by back to base alarm;
- Fire and bomb threat evacuation procedures are documented and practice drills are performed on regular basis. The fire system is tested weekly, and maintained with a direct link to the closest fire brigade depot. The Annual Fire Safety Statement, (Form 15A) is signed off and lodged each year.
- Insurance policies for risk are maintained for loss of income, property and associated liabilities and form part of the company's disaster recovery strategy.

Principle 8: Remunerate fairly and responsibly

8.1 Remuneration Committee

The Board has an established Remuneration Committee, currently comprising one non-executive director and one executive director. Their names and attendance at meetings of the Committee are set out in the Directors' Report. The Remuneration Committee is chaired by the board chairman. The Remuneration Committee of the Board of Directors is responsible for recommending and reviewing remuneration arrangements for the directors and the senior executive team. The Remuneration Committee assesses the appropriateness of the nature and amount of remuneration of such officers on a periodic basis by the reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team. Executive management staff are given the opportunity to receive their base remuneration in a variety of forms including cash and fringe benefits such as motor vehicles and expense payment plans. It is intended that the manner of payment chosen will be optimal for the recipient without increasing the total cost for the Company. A summary of the Committee's role, rights, responsibilities and membership requirements is available on the Company's website.

8.2 Structure of remuneration

The structure of non-executive directors' remuneration and that of executives is set out in the relevant section of the Directors' Report. Details of the nature and amount of each element of the remuneration of each director of the Company and the other key management personnel of the Company and the Group are disclosed in the relevant section of the Directors' Report.

Other Information

Further information relating to the company's corporate governance practices and policies has been made publicly available on the company's web site at www.UnderCoverWear.com.au.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	Consolidated Entity	
		2013 $	2012 $
Revenue	2	8,016,760	11,493,915
Changes in inventories of finished goods and work in progress	3	(3,470,520)	(4,537,211)
Distribution costs		(572,006)	(643,025)
Commissions paid		(702,818)	(925,651)
Promotions and advertising expense		(642,999)	(698,758)
Depreciation and amortisation expense	3	(62,132)	(148,238)
Insurance expense		(99,820)	(127,369)
Employee benefits expense		(2,308,720)	(2,940,490)
Rental expenses		(769,021)	(1,061,768)
Finance costs	3	(107,481)	(141,997)
Other expenses		(646,647)	(804,121)
Loss before income tax expense	3	(1,365,404)	(534,713)
Income tax expense	4	-	(68,881)
Loss attributable to members of the parent entity		(1,365,404)	(603,594)
Other comprehensive income		-	-
Total comprehensive income for the year		(1,365,404)	(603,594)
Basic loss per share (cents per share)	8	(3.16)	(1.40)
Diluted loss per share (cents per share)	8	(3.16)	(1.40)

The financial statements should be read in conjunction with the accompanying notes.

STATEMENT OF FINANCIAL POSITION

	Note	Consolidated Entity	
		2013 $	2012 $
CURRENT ASSETS			
Cash and cash equivalents	9	9,182	12,416
Trade and other receivables	10	123,287	91,743
Inventories	11	769,193	2,291,589
Other current assets	12	87,481	28,510
TOTAL CURRENT ASSETS		989,143	2,424,258
NON-CURRENT ASSETS			
Plant and equipment	14	245,397	374,731
TOTAL NON-CURRENT ASSETS		245,397	374,731
TOTAL ASSETS		1,234,540	2,798,989
CURRENT LIABILITIES			
Financial liabilities	15	288,857	954,406
Trade and other payables	16	1,801,865	1,473,876
Short-term provisions	17	299,506	383,945
TOTAL CURRENT LIABILITIES		2,390,228	2,812,227
NON-CURRENT LIABILITIES			
Financial liabilities	15	281,570	53,553
Long-term provisions	17	31,634	36,697
TOTAL NON-CURRENT LIABILITIES		313,204	90,250
TOTAL LIABILITIES		2,703,432	2,902,477
NET LIABILITIES		(1,468,892)	(103,488)
EQUITY			
Issued capital	18	22,809,146	22,809,146
Accumulated losses		(24,278,038)	(22,912,634)
TOTAL EQUITY		(1,468,892)	(103,488)

The financial statements should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY

	Note	Ordinary Share Capital $	Accumulated Losses $	Total $
Consolidated Entity				
Balance at 30 June 2011		22,809,146	(22,309,040)	500,106
Total comprehensive loss for the year		-	(603,594)	(603,594)
Balance at 30 June 2012		22,809,146	(22,912,634)	(103,488)
Total comprehensive loss for the year		-	(1,365,404)	(1,365,404)
Balance at 30 June 2013		22,809,146	(24,278,038)	(1,468,892)

The financial statements should be read in conjunction with the accompanying notes.

STATEMENT OF CASH FLOWS

	Note	Consolidated Entity 2013 $	2012 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		8,008,960	11,575,581
Payments to suppliers and employees		(7,510,636)	(11,473,963)
Interest received		2	11,468
Dividends & trust distributions received		31	32
Finance costs		(107,481)	(141,997)
Income taxes refunded		-	435,342
Net cash provided by operating activities	22a	390,876	406,463
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of property, plant and equipment		261,975	373,503
Purchase of property, plant and equipment		(218,552)	(82,460)
Net cash provided by investing activities		43,423	291,043
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		228,758	-
Repayment of borrowings		-	(398,786)
Net cash provided by/(used in) financing activities		228,758	(398,786)
Net increase in cash & cash equivalents held		663,057	298,720
Cash & cash equivalents at beginning of financial year		(855,335)	(1,154,055)
Cash & cash equivalents at the end of financial year	9	(192,278)	(855,335)

The financial statements should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial report covers UnderCoverWear Limited and its controlled entities as a consolidated entity. UnderCoverWear Limited is a listed public company, incorporated and domiciled in Australia.

The financial report were approved and authorised for issue by the board of directors on 30 September 2013.

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes of UnderCoverWear Limited and its controlled entities comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated. UnderCoverWear Limited is a for profit entity for the purposes of preparing the financial statements.

The financial report has been prepared on an accruals basis and is based on historical costs modified, where applicable by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

There were no other critical estimates or judgements that require disclosure.

Reporting basis and conventions

The financial report has been prepared on an accruals basis and is based on historical costs.

Accounting standards not previously applied

AASB 2011-9 Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income (Applies annual reporting periods beginning on or after 1 July 2012)

AASB 2011-9 requires entities to group items presented in Other Comprehensive Income (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently, and changes the title of ‘statement of comprehensive income’ to ‘statement of profit or loss and other comprehensive income’.

The adoption of the new and revised Australian Accounting Standards and Interpretations has had no significant impact on the Group’s accounting policies or the amounts reported during the year. The adoption of AASB 2011-9 has resulted in changes to the Group’s presentation of its financial statements.

Standards not yet effective
AASB 9 *Financial Instruments (effective from 1 January 2015)*

AASB 9 introduces new requirements for the classification and measurement of financial assets and liabilities.

These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139.

The entity does not have any financial liabilities measured at fair value through profit or loss. Therefore, there will be no impact on the financial statements when these amendments to AASB 9 are first adopted.

NOTES TO THE FINANCIAL STATEMENTS (CONT)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT)
Accounting standards not previously applied (cont)

AASB 10 *Consolidated Financial Statements (effective from 1 January 2013)*

AASB 10 establishes a revised control model that applies to all entities. It replaces the consolidation requirements in AASB 127 Consolidated and Separate Financial Statements and AASB Interpretation 112 Consolidation – Special Purpose Entities.

The revised control model broadens the situations when an entity is considered to be controlled by another entity and includes additional guidance for applying the model to specific situations, including when acting as an agent may give control, the impact of potential voting rights and when holding less than a majority voting rights may give 'de facto' control.

When this standard is first adopted for the year ended 30 June 2014, there will be no impact on the transactions and balances recognised in the financial statements.

AASB 13 *Fair Value Measurement (effective from 1 January 2013)*

AASB 13 establishes a single source of guidance for determining the fair value of assets and liabilities. AASB 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value when fair value is required or permitted by other Standards.

AASB 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined.

When this standard is adopted for the first time for the year ended 30 June 2014, additional disclosures will be required about fair values.

AASB 2011-4 *Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements (effective from 1 July 2013)*

The Standard amends AASB 124 Related Party Disclosures to remove the individual key management personnel (KMP) disclosures required by Australian specific paragraphs. This amendment reflects the AASB's view that these disclosures are more in the nature of governance disclosures that are better dealt within the legislation, rather than by the accounting standards.
In March 2013, the Australian government released Corporations Legislation Amendment Regulation 2013 which proposed to insert these disclosures into Corporations Regulations 2001 to ensure the disclosure requirements continue to be operative for financial years commencing on or after 1 July 2013. The closing date for submissions was 10 May 2013.
When these amendments are first adopted for the year ending 30 June 2014, they are unlikely to have any significant impact on the entity.

Accounting Policies

The consolidated financial statements incorporate assets, liabilities and results of entities controlled by UnderCoverWear Limited at the end of the reporting period. A controlled entity is any entity UnderCoverWear Limited has the power to govern the financial and operating policies of so as to obtain benefits from its activities.All controlled entities have a June financial year-end.All inter-company balances and transactions between entities in the Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity.
Where controlled entities have entered or left the Group during the year, their operating results have been included from the date control was obtained or until the date control ceased.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

Accounting Policies (cont)

a) **Income Tax**

The income tax expense for the year comprises current tax expense and deferred tax expense.

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance sheet date. Current tax liabilities are measured at the amounts expected to be paid to the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

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

Deferred income tax assets are recognised only to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised. The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

b) **Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of manufactured products includes direct materials, direct labour and an appropriate portion of variable and fixed overheads. Overheads are applied on the basis of normal operating capacity. Costs are assigned on the basis of weighted average costs. The cost of purchased goods includes purchase price, import and other taxes, transport and handling costs directly attributable to the acquisition of the inventories.

c) **Plant and Equipment**

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

d) **Depreciation**

The depreciable amount of all fixed assets is depreciated on a straight line basis over their useful lives to the Group commencing from the time the asset is held ready for use.

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

Class of Fixed Asset	**Depreciation Rate**
Plant and equipment	17% - 27%
Motor vehicle	15%- 33%
Furniture, fittings and equipment	27% - 40%
Computer software	40%

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

Accounting Policies (cont)

d) Depreciation (cont)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement. When re-valued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

e) Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to entities in the Group, are classified as finance leases. Finance leases are capitalised, recording an asset and a liability equal to the present value of the minimum lease payments, including any guaranteed residual values. Leased assets are depreciated on a straight line basis over their estimated useful lives where it is likely that the Group will obtain ownership of the asset or over the term of the lease. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period. Please refer Note 19 for disclosures required. Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are on a straight line basis over the lease term unless another systematic basis is more representative of the true pattern of the user's benefits.

f) Financial Instruments

- **Recognition and Measurement**

  Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

- **Derecognition**

  Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Classification and Subsequent Measurement

i. **Investments in subsidiaries**

   Interests in controlled entities are brought to account at cost and dividend distributions are recognised in the income statement of the company when receivable.

ii. **Loans and receivables**

   Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

iii. **Financial Liabilities**

   Non-derivative financial liabilities are measured at amortised cost, comprising original debt less principal payments and amortisation.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

Accounting Policies (cont)

g) **Impairment of Assets**
At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement. Impairment testing is performed annually for goodwill and intangible assets with indefinite lives. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

h) **Intangibles**
Goodwill on consolidation is initially recorded at the amount by which the purchase price for a business or for an ownership interest in a controlled entity exceeds the fair value attributed to its net assets at date of acquisition.

i) **Foreign Currency Transactions and Balances**
Foreign currency transactions during the year are converted to Australian currency at the rates of exchange applicable at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are converted at the rates of exchange ruling at that date. The gains and losses from conversion of assets and liabilities, whether realised or unrealised, are included in profit from ordinary activities as they arise.

j) **Employee Benefits**
Provision is made for the Group’s liability for employee benefits arising from services rendered by employees to balance date. Employee benefits expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows. Contributions are made by the Group to employee superannuation funds and are charged as expenses when incurred.

k) **Cash and Cash Equivalents**
Cash and cash equivalents includes:

- cash on hand and at call deposits with banks or financial institutions, net of bank overdrafts; and
- investments in money market instruments with less than 3 months to maturity.

l) **Revenue and Other Income**

Revenue from the sale of goods is recognised upon the despatch of goods to customers which is the date of significant transfer of risks. Despatch only occurs after payment has been received. Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets. All revenue is stated net of the amount of goods and services tax (GST).

m) **Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST. Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

Accounting Policies (cont)

n) Comparative Figures

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

o) Critical Accounting Estimates and Judgments

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

- **Key estimates - Impairment**

  The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

- **Key estimates - Trade receivables**

  Impairment of trade receivables is based on best estimates of amounts that will not be collected from consultants for products purchased.

- **Key estimates - Inventories**

  The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the ageing of inventories and other factors that affect inventory obsolescence.

- **Key estimates – Long service leave**

  The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through inflation have been taken into account.

p) Going concern

Notwithstanding the operating loss for the 2013 financial year of $1,365,404 and net liabilities of $1,468,982 this financial report has been prepared on a going concern basis. The Directors have assessed that the Group can continue as a going concern on the basis of the Share Subscription Agreement (SSA) with The Clothing Group Limited announced to the ASX on the 12 September 2013 for 43,200,000 fully paid ordinary shares at $0.01 per share to raise $432,000 which is subject to shareholder approval by 30 November 2013.

In addition to this, the directors are confident that the combination of careful management of overheads, the continued focus on growing consultant numbers, and other initiatives being looked at by the Directors, will provide sufficient funds to meet the ongoing capital requirements of the Group for the foreseeable future. Whilst there is material uncertainty, the directors consider it appropriate to prepare the accounts on a going concern basis as they are satisfied that, based on the cash flow forecasts prepared, the Group will be able to meet its debts as and when they become due and payable for a period of at least 12 months from the date of this report.

NOTES TO THE FINANCIAL STATEMENTS

	Note	Consolidated Entity 2013 $	Consolidated Entity 2012 $
NOTE 2: REVENUE & OTHER INCOME			
Operating activities			
— sale of goods		7,596,368	10,786,968
— distribution charges		267,263	268,193
— rental revenue		147,175	268,761
— other revenue		5,921	158,493
— interest received	2a	2	11,468
— dividends received	2a	31	32
Total revenue		8,016,760	11,493,915

a. Interest & dividend revenue from:			
— other persons		33	11,500
Total interest & dividend revenue		33	11,500

NOTES TO THE FINANCIAL STATEMENTS

	Consolidated Entity	
	2013 $	2012 $
NOTE 3: LOSS BEFORE TAX		
Loss before income tax has been determined after:		
a. Expenses		
Cost of sales	3,470,520	4,537,211
Finance costs:		
— other persons	107,481	141,997
Total finance costs	107,481	141,997
Foreign currency translation gains/losses	133,091	194,716
Depreciation / amortisation of non-current assets:		
— plant and equipment	20,767	11,683
— motor vehicles	29,462	110,148
— furniture, fittings and equipment	11,903	26,407
— computer software	-	-
Total depreciation and amortisation	62,132	148,238
Bad and doubtful debts:		
— trade debtors	10,493	36,817
Total bad and doubtful debts	10,493	36,817
Rental expense on operating leases		
— staff motor vehicles	4,012	7,234
— consultant motor vehicles	2,332	34,240
— premises	762,677	1,020,294
Total of rental expense on operating lease	769,021	1,061,768
Write-down of inventories to net realisable value	127,975	312,147
Write-off of obsolete stock	-	61,771

NOTES TO THE FINANCIAL STATEMENTS

	Consolidated Entity	
	2013 $	2012 $

NOTE 4: INCOME TAX EXPENSE

a.

Current tax	-	-
Deferred tax	-	68,881
Income tax expense reported in the income statement	-	68,881

b. The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:

Prima facie tax payable on profit before income tax at 30% (2012: 30%)	(2,405,028)	(160,414)
Add:		
Tax effect of:		
— Other non-allowable items	-	1,892
Less:		
Tax effect of:		
— Reversal of deferred tax balances	2,405,028	227,403
Income tax expense attributable to profit from ordinary activities before income tax	-	68,881
The applicable weighted average effective tax rates are as follows	-	(12%)

NOTE 5: KEY MANAGEMENT PERSONNEL COMPENSATION

Refer to the Remuneration Report contained in the Report of the Directors for details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2013.
Key management personnel compensation.

	Consolidated Entity	
	2013 $	2012 $
Short-term employee benefits	677,016	794,613
Post employment benefits	-	-
	677,016	794,613

NOTES TO THE FINANCIAL STATEMENTS

	Note	Consolidated Entity 2013 $	2012 $
NOTE 6: AUDITORS' REMUNERATION			
Remuneration of the auditors of parent and subsidiaries - Grant Thornton Audit Pty Limited for:			
— auditing or reviewing the financial report		65,781	86,021
— other services		3,200	17,050
		68,981	103,071
NOTE 7: DIVIDENDS			
Balance of franking account at year end adjusted for franking credits arising from payment of provision for income tax and dividends recognised as receivables, franking debits arising from payment of proposed dividends and franking credits that may be prevented from distribution in subsequent financial years		2,070,474	2,070,474
NOTE 8: EARNINGS PER SHARE			
a. Reconciliation of earnings to net profit or loss			
Net loss		(1,365,404)	(603,594)
Loss used in the calculation of basic and dilutive EPS		(1,365,404)	(603,594)
b. Weighted average number of ordinary shares outstanding during the period used in calculation of basic and dilutive EPS		43,200,000	43,200,000
NOTE 9: CASH AND CASH EQUIVALENTS	Note		
Cash at bank and in hand		9,182	12,416
		9,182	12,416
Reconciliation of Cash			
Cash at the end of the financial year as shown in the cash flow statement is reconciled to items in the balance sheet as follows:			
Cash and cash equivalents		9,182	12,416
Bank overdraft	15	(201,460)	(867,751)
		(192,278)	(855,335)

NOTES TO THE FINANCIAL STATEMENTS

		Consolidated Entity 2013 $	Consolidated Entity 2012 $
NOTE 10: TRADE AND OTHER RECEIVABLES			
CURRENT			
Other receivables		175,192	149,273
Provision for impairment of other receivables	a	(51,905)	(57,530)
		123,287	91,743

a. Provision for Impairment of Receivables

Other receivables consist mainly of balances relating to our Independent Sales Consultants and are not tracked on an ageing basis. Management monitors the collectability of these accounts by assigning each consultant account a status from 0-7, representing the type of consultant debtor (current & active through to debt collection). The remainder of other receivables are assessed for recoverability based on the underlying terms of the contract. A provision for impairment is recognised when there is objective evidence that an individual receivable is impaired. These amounts have been included in the other expense item.

Movement in the provision for impairment of receivables is as follows:

Consolidated Entity 2013	Opening Balance at 1 July 2012	Charge for the Year	Amounts Written Off	Closing Balance at 30 June 2013
Other receivables	57,530	10,493	(16,118)	51,905

Consolidated Entity 2012	Opening Balance at 1 July 2011	Charge for the Year	Amounts Written Off	Closing Balance at 30 June 2012
Other receivables	87,344	36,817	(66,631)	57,530

There are no balances within trade and other receivables that contain assets that are not impaired and are past due. It is expected these balances will be received when due. Impaired assets are provided for in full.

NOTES TO THE FINANCIAL STATEMENTS

	Consolidated Entity 2013 $	2012 $
NOTE 11: INVENTORIES		
CURRENT		
At cost:		
Work in progress	-	35,689
Finished goods	718,634	1,578,737
	718,634	1,614,426
At net realisable value:		
Raw materials and stores	1,261	22,599
Finished goods	49,298	654,564
	50,559	677,163
	769,193	2,291,589
NOTE 12: OTHER CURRENT ASSETS		
CURRENT		
Prepayments	87,481	28,510
	87,481	28,510

NOTE 13: CONTROLLED ENTITIES

Entity:	Country of Incorporation	Percentage Owned	
		2013	2012
UnderCoverWear Unit Trust	Australia	100%	100%

NOTES TO THE FINANCIAL STATEMENTS

	Consolidated Entity 2013 $	Consolidated Entity 2012 $
NOTE 14: PLANT AND EQUIPMENT		
Plant and equipment		
At cost	385,296	1,009,902
Accumulated depreciation	(356,163)	(965,401)
	29,133	44,501
Motor vehicles		
At cost	241,991	495,100
Accumulated depreciation	(35,632)	(176,945)
	206,359	318,155
Furniture, fittings and equipment		
At cost	675,450	1,037,453
Accumulated depreciation	(665,545)	(1,025,378)
	9,905	12,075
Total Plant and Equipment	245,397	374,731

a. Movements in Carrying Amounts

Movement in the carrying amounts for each class of plant and equipment between the beginning and the end of the current financial year:

	Plant and Equipment	Motor Vehicles	Furniture, fittings and equipment	Total
	$	$	$	$
Consolidated Entity:				
Balance at 1 July 2011	60,029	749,255	33,987	843,271
Additions	614	77,351	4,495	82,460
Disposals	(4,459)	(398,303)	-	(402,762)
Depreciation expense	(11,683)	(110,148)	(26,407)	(148,238)
Balance at 30 June 2012	44,501	318,155	12,075	374,731
Additions	43,351	164,639	10,562	218,552
Disposals	(37,952)	(246,973)	(829)	(285,754)
Depreciation expense	(20,767)	(29,462)	(11,903)	(62,132)
Balance at 30 June 2013	29,133	206,359	9,905	245,397

NOTES TO THE FINANCIAL STATEMENTS

	Note	Consolidated Entity 2013 $	2012 $
NOTE 15: FINANCIAL LIABILITIES			
CURRENT			
Finance lease liabilities	19b	87,397	86,655
Bank overdraft	9	201,460	867,751
		288,857	954,406
NON-CURRENT			
Finance lease liabilities	19b	81,570	53,553
Shareholder loan	24d	200,000	-
		281,570	53,553

The consolidated group has an overdraft facility of $200,000, of which $180,035 has been utilised excluding reconciling items, by the end of the reporting period. The consolidated group has borrowed funds via an equipment finance facility to assist with upgrading the fleet of motor vehicles. The facility balance is $168,967 at the end of the reporting period. UnderCoverWear Limited is guarantor for the amount borrowed, and the vehicles purchased are provided as security for the borrowings.

	Note	Consolidated Entity 2013 $	2012 $
NOTE 16: TRADE AND OTHER PAYABLES			
CURRENT			
Trade payables		917,270	732,853
Sundry payables and accrued expenses		851,873	687,504
Commissions payable		32,722	53,519
		1,801,865	1,473,876
NOTE 17: PROVISIONS			
CURRENT			
Promotions	17b	42,506	143,602
Employee benefits	17a	257,000	240,343
		299,506	383,945
NON-CURRENT			
Employee benefits	17a	31,634	36,697
		31,634	36,697
a. Aggregate Employee Benefits Liability		288,634	277,040

NOTES TO THE FINANCIAL STATEMENTS

NOTE 17: PROVISIONS (cont)

b. Provision for Promotions

A provision of $42,506 has been recognised for estimated promotional costs payable in respect of the Independent Sales Consultant's achieving specified criteria. The provision for promotions has been based on known or budgeted costs for each promotion. Amounts are allocated monthly over the qualifying period using either a fixed rate as a percentage of party sales or based on future estimated costs.

Movement in provisions is as follows:

	Balance at 30 June 2012	Additional provisions	Amounts used	Unused amounts reversed	Balance at 30 June 2013
	$	$	$	$	$
Promotions	143,602	72,300	(166,547)	(6,849)	42,506
Employee Benefits	277,040	161,497	(149,903)	-	288,634
Total	420,642	233,797	(316,450)	(6,849)	331,140

	2013 $	2012 $
NOTE 18: ISSUED CAPITAL		
43,200,000 (2012: 43,200,000) fully paid ordinary shares	22,809,146	22,809,146
	22,809,146	22,809,146

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands. Changes to the Corporations Law abolished the authorised capital and par value concept in relation to share capital from 1 July 1998. Therefore, the Group does not have a limited amount of authorised capital and issued shares do not have a par value.

Capital Management

Management controls the capital of the Group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks in the market. These responses include the management of debt levels, distributions to stakeholders and share issues.

UnderCoverWear Limited is guarantor for borrowings from Westpac Banking Corporation (the Bank) to the Group. The Group has, at the request of the Bank, been reducing its borrowings from the Bank. The Bank advised 5 April 2013, as announced on the ASX, that a material adverse change in the Group`s risk profile and security it has provided, based upon the release of 31 December half year results; "constitutes an event of default under the loan and security documentation and the Bank has reserved its rights to act under the default."

The Group continues to operate within the overdraft facility limits provided within the Bank's facility and the Bank requires the Group to fully clear its indebtedness to the Bank by 31 December 2013.

NOTES TO THE FINANCIAL STATEMENTS

	Consolidated Entity	
	2013 $	2012 $
NOTE 19: CAPITAL AND LEASING COMMITMENTS		
a) Operating Lease Commitments		
Non-cancellable operating leases contracted for but not capitalised in the financial statements		
Payable		
— not later than 1 year	237,505	1,025,604
— later than 1 year but not later than 5 years	612,668	-
	850,173	1,025,604

Property Lease

The property lease is a non-cancellable lease with a four-year term, with rent payable monthly in advance.

Motor Vehicle

Interest bearing loans have been entered into for a three year term to finance the motor vehicle fleet.

	Consolidated Entity	
	2013 $	2012 $
b) Interest bearing liabilities		
Payable		
— not later than 1 year	96,031	92,206
— later than 1 year but not later than 5 years	85,104	56,510
Minimum payments	181,135	148,716
Less future finance charges	(12,168)	(8,508)
Present value of minimum payments	168,967	140,208
Included in the statement of financial position as		
Current financial liabilities (note 15)	87,397	86,655
Non-current financial liabilities (note 15)	81,570	53,553
	168,967	140,208

NOTE 20: CONTINGENT LIABILITIES

During the period and at the reporting date there was no contingent liability that was not recorded as a liability or would result in an event after the reporting date that the Group is aware of.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 21: SEGMENT REPORTING

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

The Group only operated in one business segment being the distribution of underwear and garments through the home party plan, which is supported by an administration office in Sydney, Australia. All segment assets, segment liabilities and segment results relate to the one business segment and therefore no segment analysis has been prepared.

Revenues sourced from New Zealand, the Group's only export market, are deemed not to be material and therefore disclosure of assets and revenues by geographic segment is deemed not to be required.

	Consolidated Entity	
	2013 $	2012 $
NOTE 22: CASH FLOW INFORMATION		
a. Reconciliation of Cash Flow from Operations with Profit after Income Tax		
Loss after income tax	(1,365,404)	(603,594)
Non-cash flows in profit from ordinary activities		
Depreciation	62,132	148,238
Net loss on disposal of property, plant and equipment	23,781	29,259
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries		
(Increase)/decrease in receivables	(31,544)	63,909
(Increase)/decrease in other assets	(58,971)	40,079
Decrease in inventories	1,522,396	510,025
Increase/(decrease) in payables	327,989	(215,676)
Increase in income taxes payable	-	504,223
(Decrease) in provisions	(89,503)	(70,000)
Cash flow from operations	390,876	406,463
b. Credit Standby Arrangements with Banks		
Credit facility	682,000	1,815,000
Amount utilised	358,574	1,007,618
Unused credit facility	323,426	807,382
The major facilities are summarised as follows:		
Banking overdrafts	200,000	1,200,000
Forward exchange cover	100,000	100,000
Bank guarantee	170,000	170,000
MasterCard corporate card	45,000	45,000
Westpac equipment finance	167,000	300,000
	682,000	1,815,000

NOTES TO THE FINANCIAL STATEMENTS

NOTE 23: EVENTS SUBSEQUENT TO REPORTING DATE

On 12 September 2013, Undercoverwear Limited (**UCW**) entered into a share subscription agreement with The Clothing Group Limited (**TCG**),. On 13 September 2013 UCW appointed Mr Montgomery Grant as new Chief Executive Officer and announced the future appointment of additional directors.

Share Subscription Agreement

UCW entered into a share subscription agreement (**SSA**) with TCG, a company controlled by Mr Grant, on 12th September 2013. Under the SSA, TCG has agreed to subscribe for 43,200,000 fully paid ordinary shares in UCW at $0.01 per share to raise $432,000.

Share Subscription Agreement (cont)

The issue of shares to TCG is subject to UCW shareholder approval by 30 November 2013, and the company not being under external administration before shareholder approval is obtained. If the SSA is approved by shareholders, upon issue of the shares to TCG, it will own 50% of the issued shares of UCW.

UCW shareholders will receive notification of a general meeting to approve the issue of shares to TCG in accordance with the terms of the SSA.

Under the SSA, TCG has the right to appoint three new directors to the Board of UCW.

New Chief Executive Officer

UCW appointed Mr Grant as CEO and director effective 13 September 2013 pursuant to the SSA. Mr Grant has extensive operational experience in the clothing industry, with in excess of 30 years direct association in the clothing industry. Mr Grant founded and remains Chairman of The Clothing Group Ltd, a manufacturer of industrial clothing and food preparation clothing. Mr Grant previously established Bodyline Intimates and Ashgrove Apparel, both groups focused on design, manufacture and sales / distribution of women’s apparel.

Mr Rick Lowry tendered his resignation as CEO effective 13 September 2013 and will remain a non-executive director of UCW. The Board of Directors wish to thank Mr Lowry for his two years as CEO and operating in difficult times for UCW.

Additional Directors

In addition to Mr Grant, two highly qualified directors will join the Board as nominee directors of TCG in accordance with the terms of the SSA. These appointments will be confirmed no later than 7 days prior to the Shareholders Meeting to approve the transaction.

NOTE 24: RELATED PARTY TRANSACTIONS

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.
Transactions with related parties:

a) A rental lease for the property existed between UnderCoverWear Unit Trust, a subsidiary of UnderCoverWear Limited, and the trustee of UnderCoverWear Property Trust of which Ian Everingham held an interest during the year. This lease concluded on 21 December 2012. Ian Everingham resigned as a director of UnderCoverWear Limited on 14 December 2006, however, continues to hold significant influence by way of indirect shareholdings held in trust and by other family members. Rent had been calculated at normal commercial rates, using an independent valuer. On 21 December 2012 UnderCoverWear terminated this lease agreement with make good of $145,455 payable. The rent amount accrued for the year was$471,121. The amount payable at 30 June 2013 was $637,773. No interest has been paid on this amount.
b) $24,500 was paid to Boston First Capital during the year for consulting services of UnderCoverWear chairman Stuart Richardson.
c) $58,333 was paid to John Everett during the year for consulting services of UnderCoverWear director John Everett.
d) A loan of $200,000 was made by director John Everett to the Consolidated Entity to assist with the cost of changing premises during December 2012. The loan attracts compound interest at a rate of 10%. In the period to 30 June 2013 interest of $12,297 has been paid in relation to the loan.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 24: RELATED PARTY TRANSACTIONS

Transactions with related parties (cont):

e) Key Management Personnel:

i. Key management personnel compensation

	Consolidated Entity	
	2013 $	2012 $
Short-term employee benefits	677,016	794,613
Post employment benefits	-	-
	677,016	794,613

Detailed remuneration disclosures and equity holdings of each director and key management person are included in the Remuneration Report on pages 11-14.

NOTE 25: FINANCIAL RISK MANAGEMENT

a) Financial Risk Management Policies

The financial instruments of the Group consist of cash, guarantee, deposit receivables and payables.

The Group did not use derivative financial instruments during the year.

i. Treasury Risk Management

Risk management is carried out by the Chief Executive Officer and members of the executive management team, under policies approved by the Board of Directors. Risks are identified and evaluated in close co-operation with the Group's management and Board.
The overall risk management strategy is to assist the consolidated Group in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

ii. Specific Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are interest rate risk, credit risk, foreign currency risk & liquidity risk.

- Interest Rate Risk

  The Group's main exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rate, arises from short-term deposits.
  The Group's policy is to ensure that the best interest rate is received for the short-term deposits. The Group uses a number of banking institutions, with a mixture of fixed and variable interest rates. Interest rates are reviewed prior to deposits maturing and re-invested at the best rate.
  For further details on interest rate risk refer to our sensitivity analysis disclosed under Note 25(b)(iii).

- Credit Risk

  The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the balance sheet and notes to the financial statements.
  The Group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Group.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 25: FINANCIAL RISK MANAGEMENT (cont)

a) Financial Risk Management Policies (cont)

ii. Specific Financial Risk Exposures and Management (cont)

- Foreign currency risk

  The Group is exposed to fluctuations in foreign currencies arising from the purchase of goods in currencies other than the Group's measurement currency. The Group is able to pass on its risk from fluctuations in the foreign exchange rate through to its customers via catalogue pricing adjustments. The Group's exposure to foreign currency risk is re-assessed prior to each new catalogue release, which is approximately every three months.
- Liquidity Risk

  The Group manages liquidity risk by continuously monitoring forecast and actual cash flows, matching maturity profiles of financial assets and liabilities. Surplus funds are generally only invested in instruments that are traded in highly liquid markets.

b) Financial Instruments

i. Financial instrument composition and maturity analysis

The tables below reflect the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity, as well as management's expectations of the settlement period for all other financial instruments. As such, the amounts may not reconcile to the balance sheet.

			Fixed Interest Rate Maturing							
Consolidated Entity	Weighted Average Effective Interest Rate		Within 1 Year $		1-5 years $		Non-interest Bearing $		Total $	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Financial Assets:										
Cash & cash equivalents	-	-	-	-	-	-	9,182	12,416	9,182	12,416
Receivables	n/a	n/a	-	-	-	-	129,797	91,743	129,797	91,743
Total Financial Assets			-	-	-	-	138,979	104,159	138,979	104,159
Financial Liabilities:										
Bank Overdraft	12.31%	12.31%	201,460	867,751	-	-	-	-	201,460	867,751
Trade and sundry payables	n/a	n/a	-	-	-	-	1,801,865	1,473,876	1,801,865	1,473,876
Interest bearing liabilities	8.62%	7.58%	87,397	86,655	281,570	53,553			368,967	140,208
Total Financial Liabilities			288,857	954,406	281,570	53,553	1,801,865	1,473,876	2,372,292	2,481,835

NOTES TO THE FINANCIAL STATEMENTS

NOTE 26: FINANCIAL RISK MANAGEMENT (cont)

a) Financial Instruments (cont)

ii. Net Fair Values

The net fair value of cash, non-interest bearing monetary assets and financial liabilities approximate their carrying value.

iii. Sensitivity Analysis

The Group has performed a sensitivity analysis relating to its exposure to interest rate risk and foreign currency risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks. The percentage change is based on the expected volatility of interest rates using market data and analysts forecasts.

- Interest Rate Sensitivity Analysis

  At 30 June 2013, the effect on profit as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	Consolidated Entity	
	2013	2012
Increase in interest rate by 2%	(18,776)	(24,331)
Decrease in interest rate by 2%	18,776	24,331

- Foreign Currency Risk Sensitivity Analysis

  At 30 June 2013, the effect on purchases as a result of changes in the value of the Australian Dollar to the US Dollar, with all other variables remaining constant is as follows:

	Consolidated Entity	
	2013	2012
Improvement in AUD to USD by 15%	177,489	332,377
Decline in AUD to USD by 15%	(177,489)	(332,377)

The percentage change is the expected overall volatility of the USD, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last six months each year and the spot rate at each reporting date. The Group does not significantly trade using any currencies other than the Australian and US dollar.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 27: CHANGE IN ACCOUNTING STANDARDS

New / revised pronouncements	Explanation of amendment	Effective date	Likely impact
AASB 9 Financial instruments	AASB 9 introduces new requirements for the classification and measurement of financial assets and liabilities. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139.	1-Jan-15	The entity does not have any financial liabilities measured at fair value through profit or loss. Therefore, there will be no impact on the financial statements when these amendments to AASB 9 are first adopted.
AASB 10 Consolidated Financial Statements	AASB10 establishes a revised control model that applies to all entities. The revised control model broadens the situations when an entity is considered to be controlled by another entity and includes additional guidance for applying the model to specific situations, including when acting as an agent may give control, the impact of potential voting rights and when holding less than a majority voting rights may give 'de facto' control.	1-Jan-13	The adoption of AASB 10 is not expected to materially affect the Group.
AASB 13 Fair Value Measurement	AASB 13 establishes a single source of guidance for determining the fair value of assets and liabilities. AASB 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value when fair value is required or permitted by other Standards. Application of this definition may result in different fair values being determined for the relevant assets. AASB 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined.	1-Jan-13	The adoption of AASB 13 is not expected to materially affect the Group.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 27: CHANGE IN ACCOUNTING STANDARDS (cont.)

New / revised pronouncements	Explanation of amendment	Effective date	Likely impact
AASB 2011-9 Amendments to Australian Accounting Standards – Presentation of Other Comprehensive Income [AASB 101]	Amendments to group items presented in other comprehensive income on the basis of whether they are potentially reclassifiable to profit or loss in subsequent periods (reclassification adjustments, e.g. foreign currency translation reserves) and those that cannot subsequently be reclassified (e.g. fixed asset revaluation surpluses).	30-June-13	These changes are not expected to materially affect the group
AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements (effective from 1 July 2013)	The Standard amends AASB 124 Related Party Disclosures to remove the individual key management personnel (KMP) disclosures required by Australian specific paragraphs. This amendment reflects the AASB's view that these disclosures are more in the nature of governance disclosures that are better dealt within the legislation, rather than by the accounting standards. In March 2013, the Australian government released Corporations Legislation Amendment Regulation 2013 which proposed to insert these disclosures into Corporations Regulations 2001 to ensure the disclosure requirements continue to be operative for financial years commencing on or after 1 July 2013. The closing date for submissions was 10 May 2013.	30-June-14	These changes are not expected to materially affect the group

NOTES TO THE FINANCIAL STATEMENTS

NOTE 28: UNDERCOVERWEAR LIMITED PARENT COMPANY INFORMATION

	2013 $	2012 $
PARENT ENTITY		
ASSETS		
Current assets	109	983
TOTAL ASSETS	109	983
LIABILITIES		
Current liabilities	24,497	19,093
TOTAL LIABILITIES	24,497	19,093
EQUITY		
Issued capital	22,809,146	22,809,146
Retained earnings	(22,833,534)	(22,827,256)
TOTAL EQUITY	(24,388)	(18,110)
FINANCIAL PERFORMANCE		
Loss for the year	(1,365,404)	(603,594)
TOTAL COMPREHENSIVE INCOME	(1,365,404)	(603,594)

DIRECTORS' DECLARATION

The directors of the company declare that:

1. The financial statements and notes, as set out on pages 21-48, are in accordance with the Corporations Act 2001 and:
   a) Comply with Accounting Standards (including The Australian Accounting Interpretations) and the Corporations Regulations 2001;
   b) Give a true and fair view of the financial position as at 30 June 2013 and of the performance for the year ended on that date of the Group; and
   c) Comply with International Financial Reporting Standards as disclosed in Note 1.

2. The directors have been given the declaration required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer (or equivalent) and Chief Financial Officer for the financial year ended 30 June 2013

3. In the director's opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

   This declaration is made in accordance with a resolution of the Board of Directors.

Stuart Richardson
Director

30 September 2013

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Auditor's Independence Declaration
To the Directors of UnderCoverWear Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of UnderCoverWear Limited for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

C F Farley
Partner - Audit & Assurance

Sydney, 30 September 2013

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Independent Auditor's Report
To the Members of UnderCoverWear Limited

Report on the financial report

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

Directors' responsibility for the financial report

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

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require us to 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 Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

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

Independence

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

Auditor's opinion

In our opinion:

a the financial report of UnderCoverWear Limited is in accordance with the Corporations Act 2001, including:

  i giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date; and

  ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and

b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

Material uncertainty regarding continuation as a going concern

Without qualification to the audit opinion expressed above, we draw attention to Note 1(p) to the financial report. The consolidated entity incurred a net loss of $1,365,404 during the year ended 30 June 2013 and had a current asset deficiency of $1,401,085 and net asset deficiency of $1,468,892 as at 30 June 2013. These conditions, along with other matters as set forth in Note 1(p), indicate the existence of a material uncertainty which may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report.

Report on the remuneration report

We have audited the remuneration report included in pages11 to 14 of the directors' report for the year ended 30 June 2013. The Directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion on the remuneration report

In our opinion, the remuneration report of UnderCoverWear Limited for the year ended 30 June 2013, complies with section 300A of the Corporations Act 2001.

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

C F Farley
Partner - Audit & Assurance

Sydney, 30 September 2013

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

a. *Distribution of Shareholders as at 31 August 2013*

Category (size of holding)	*Number of Ordinary Shareholders*	*Size of Holding*
1 – 1,000	*236*	*157,090*
1,001 – 5,000	*139*	*448,398*
5,001 – 10,000	*36*	*283,561*
10,001 – 100,000	*95*	*3,031,033*
100,001 – and over	*29*	*39,279,918*
	549	*43,200,000*

b. *The number of shareholdings held in less than marketable parcels is 487.*

c. *The names of the substantial shareholders listed in the holding company's register as 25 September 2013 are:*

Shareholder	*Number of Ordinary Shares*
Mr John Everett & Ms Sonya Everett <Everett Fam Settlement A/c>	*17,132,822*
Recone Pty Limited <Everingham Family A/c>	*3,860,171*
National Nominees Limited	*2,932,465*
Union Pty Ltd <Everett Staff S/F A/C>	*2,712,042*
Mr Ian Garnsey Everingham & Mrs Christine Mary Everingham <Rosebank Staff S/F A/C>	*2,486,486*

Voting Rights

d. *The voting rights attached to each class of equity security are as follows:*

Ordinary shares

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES (cont)

e. 20 Largest Shareholders — Ordinary Shares as at 25 September 2013

Name		Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	Mr John Everett & Ms Sonya Everett <Everett Fam Settlement A/c>	17,132,822	39.66
2.	Recone Pty Limited <Everingham Family A/c>	3,860,171	8.94
3.	National Nominees Limited	2,932,465	6.79
4.	Union Pty Limited <Everett Staff Superannuation Fund A/c>	2,712,042	6.28
5.	Mr Ian Garnsey Everingham & Mrs Christine Mary Everingham <Rosebank Staff Superannuation Fund A/c>	2,486,486	5.76
6.	Mr Ian Garnsey Everingham & Mr George Allan Fleming <Everingham Family Superannuation Fund A/c>	1,653,343	3.83
7.	Mrs Jeanette Richardson	1,126,214	2.61
8.	Contemplator Pty Ltd <ARG Pension Fund A/c>	897,515	2.08
9.	J P Morgan Nominees Australia Limited	769,284	1.78
10.	Alan Denis Vincent & Elaine Margaret Vincent <Vincent Family Superannuation Fund A/c>	700,000	1.62
11.	Mr Craig Phillip O’Shannessy	677,715	1.57
12.	FLST PTY LTD	617,419	1.43
13.	Mrs Jeanette Richardson	422,100	0.98
14.	Mr Johannes Jacobus Van Kuyk	395,192	0.91
15.	Mrs Marina Snyman	391,470	0.91
16.	Ruminator Pty Ltd	290,065	0.67
17.	Mr Peter Kent McRitchie	263,880	0.61
18.	Ms Gail Gorham	255,000	0.59
19.	Berkshire Equities Pty Ltd	241,783	0.56
20.	Mr Rahmon Coupe + Mrs Julia Coupe <Coupe Family a/c>	183,500	0.42
		38,008,466	87.98

COMPANY DETAILS

Directors	Stuart Richardson, Chairman & Non-Executive Director John Everett AM, Non-Executive Director Richard Lowry, Non-Executive Director Montgomery Grant, Executive Director
Company Secretary	Richard Rodgers
Registered Office & Principal Place of Business	UnderCoverWear Limited ABN 85 108 962 152 ACN 108 962 152 5/14-16 Lexington Drive Norwest Business Park Bella Vista NSW 2153 Tel: +61 2 8853 2800 Fax: +61 2 8853 2899
Auditor	Grant Thornton Audit Pty Limited Level 19, 2 Market Street Sydney NSW 2000
Share Registry	Computershare Investor Services Pty Limited Level 4, 60 Carrington Street Sydney NSW 2000 GPO Box 7045 Sydney NSW 2001 Enquiries within Australia: 1300 855 080 Enquiries outside Australia: 61 3 9415 4000 Email: www.investorcentre.com/contact Website: www.computershare.com
Stock Exchange Listing	Quotation has been granted for all the ordinary shares of the company on all Member Exchanges of the Australian Stock Exchange Limited.