

# **Pacific Brands Limited and its controlled entities**

ABN 64 106 773 059

## **ASX Appendix 4D – Interim Financial Report**

for the half year ended 31 December 2008

for the half year ended 31 December 2008

**RESULTS FOR ANNOUNCEMENT TO THE MARKET**

Revenue from ordinary activities	Down 5.2% to	\$1,041.6 million
Loss for the half year	Down 361.9% to	\$149.8 million
Net loss attributable to members of the parent	Down 363.0% to	\$150.0 million

**DIVIDENDS**

No interim dividend has been declared

**OTHER INFORMATION**

	CURRENT PERIOD	PREVIOUS CORRESPONDING PERIOD
Net tangible asset backing per ordinary share is:	(\$0.40)	(\$0.40)

The previous corresponding period is 31 December 2007.

The financial report has been subject to a review by the Company's auditor KPMG.

DIRECTORS' REPORT	4
CONSOLIDATED INTERIM INCOME STATEMENT	5
CONSOLIDATED INTERIM BALANCE SHEET	6
CONSOLIDATED INTERIM CASH FLOW STATEMENT	7
CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY	8
CONDENSED NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS	9
DIRECTOR'S DECLARATION	14
LEAD AUDITOR'S INDEPENDENCE DECLARATION	15
INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF PACIFIC BRANDS LIMITED	16

for the half year ended 31 December 2008

## Directors' Report

The directors of Pacific Brands Limited ('the Company') present their report together with the consolidated financial report of the Company and its controlled entities (collectively the 'consolidated entity') for the half year ended 31 December 2008 and the review report thereon.

### DIRECTORS

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

NAME	YEAR OF DIRECTORSHIP
<b>Non-executive</b>	
J.A.C. MacKenzie, Chairman	Director since May 2008. Appointed Chairman, November 2008
R.P. Handley, former Chairman	Director and Chairman since December 2003, Resigned as Chairman November 2008, Resigned as Director December 2008
A.D. Cummins	Director since February 2004
M.G. Ould	Director since February 2004
M.A. Plavsic	Director since May 2004
D.G. Fisher	Director since March 2007
<b>Executive</b>	
S.M. Morphet, Chief Executive Officer	Director since January 2008
S.J. Tierney, Chief Financial Officer	Director since December 2003

The office of company secretary is held by J.C. Grover.

### REVIEW OF OPERATIONS

Please refer to the accompanying Pacific Brands Limited half year results announcement dated 25 February 2009.

### LEAD AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

The lead auditor's independence declaration is set out on page 15 and forms part of the directors' report for the half year ended 31 December 2008.

### ROUNDING OFF

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

Dated at Melbourne this 25th day of February 2009.

Signed in accordance with a resolution of the directors.



**Sue Morphet**

Director

for the half year ended 31 December 2008

**Consolidated Interim Income Statement**

	NOTE	CONSOLIDATED	
		HALF YEAR ENDED 31 DECEMBER 2008 \$'000	HALF YEAR ENDED 31 DECEMBER 2007 \$'000
Sales revenue	5	1,041,626	1,098,848
Cost of sales		(585,269)	(625,482)
<b>Gross profit</b>		<b>456,357</b>	473,366
Other Income	5	8,999	9,362
Freight and distribution expenses		(74,003)	(72,548)
Sales, marketing and advertising expenses		(195,912)	(209,374)
Information technology expenses		(16,444)	(15,237)
Administrative expenses		(67,509)	(73,189)
Impairment losses	13	(206,443)	–
<b>Results from operating activities</b>		<b>(94,955)</b>	112,380
Financial income	6	1,233	1,922
Financial expenses	6	(34,143)	(34,880)
<b>Net financing costs</b>		<b>(32,910)</b>	(32,958)
<b>(Loss)/Profit before income tax expense</b>		<b>(127,865)</b>	79,422
Income tax expense		(21,951)	(22,224)
<b>(Loss)/Profit for the period</b>		<b>(149,816)</b>	57,198
<b>Attributable to:</b>			
Equity holders of the parent		(149,951)	57,022
Minority interests		135	176
<b>(Loss)/Profit for the period</b>		<b>(149,816)</b>	57,198
<b>Earnings per share:</b>			
Ordinary shares	9	(29.9) cents	11.4 cents
Diluted shares	9	(29.9) cents	11.4 cents

The consolidated interim income statement is to be read in conjunction with the condensed notes to the financial statements set out on pages 9 to 13.

for the half year ended 31 December 2008

### Consolidated Interim Balance Sheet

as at 31 December 2008

	31 DECEMBER 2008 \$'000	CONSOLIDATED 30 JUNE 2008 \$'000
<b>Current assets</b>		
Cash and cash equivalents	95,883	104,822
Trade and other receivables	305,706	272,306
Inventories	390,068	356,970
Other current assets	8,174	14,266
<b>Total current assets</b>	<b>799,831</b>	<b>748,364</b>
<b>Non-current assets</b>		
Trade and other receivables	35	30
Property, plant and equipment	198,050	204,899
Intangible assets	1,324,342	1,507,516
Deferred tax assets	25,644	24,053
Other non-current assets	2,128	1,530
<b>Total non-current assets</b>	<b>1,550,199</b>	<b>1,738,028</b>
<b>Total assets</b>	<b>2,350,030</b>	<b>2,486,392</b>
<b>Current liabilities</b>		
Trade and other payables	202,314	199,732
Interest bearing loans and borrowings	1,230	1,340
Income tax payable	10,756	12,917
Provisions	62,160	76,660
<b>Total current liabilities</b>	<b>276,460</b>	<b>290,649</b>
<b>Non-current liabilities</b>		
Trade and other payables	8,640	9,306
Interest bearing loans and borrowings	905,467	846,194
Provisions	11,432	10,155
<b>Total non-current liabilities</b>	<b>925,539</b>	<b>865,655</b>
<b>Total liabilities</b>	<b>1,201,999</b>	<b>1,156,304</b>
<b>Net assets</b>	<b>1,148,031</b>	<b>1,330,088</b>
<b>Equity</b>		
Contributed equity	1,218,577	1,218,577
Reserves	(19,017)	(28,330)
Retained earnings	(56,519)	136,140
<b>Total equity attributable to equity holders of the parent</b>	<b>1,143,041</b>	<b>1,326,387</b>
Minority interest	4,990	3,701
<b>Total equity</b>	<b>1,148,031</b>	<b>1,330,088</b>

The consolidated interim balance sheet is to be read in conjunction with the condensed notes to the financial statements set out on pages 9 to 13.

for the half year ended 31 December 2008

**Consolidated Interim Cash Flow Statement**

	NOTE	CONSOLIDATED	
		HALF YEAR ENDED 31 DECEMBER 2008 \$'000	HALF YEAR ENDED 31 DECEMBER 2007 \$'000
<b>Cash flows from operating activities</b>			
Cash receipts from customers		1,044,292	1,120,470
Cash paid to suppliers and employees		(1,006,012)	(1,022,190)
Income taxes paid		(21,987)	(20,376)
Interest paid		(36,985)	(31,695)
Interest received		1,233	1,922
<b>Net cash (used in)/from operating activities</b>		<b>(19,459)</b>	<b>48,131</b>
<b>Cash flows from investing activities</b>			
Proceeds from sale of property, plant and equipment		725	625
Payments for acquisition of businesses (net of cash acquired)		–	(6,516)
Acquisition of property, plant and equipment		(14,163)	(18,183)
<b>Net cash used in investing activities</b>		<b>(13,438)</b>	<b>(24,074)</b>
<b>Cash flows from financial activities</b>			
Lease payments		(663)	(1,393)
Proceeds from borrowings		58,800	–
Repayment of borrowings		–	(11,891)
Dividends paid	8	(42,708)	(42,715)
<b>Net cash from/(used in) financing activities</b>		<b>15,429</b>	<b>(55,999)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(17,468)</b>	<b>(31,942)</b>
<b>Cash and cash equivalents at the beginning of the period</b>		<b>104,822</b>	<b>138,640</b>
Effect of exchange rate fluctuations on cash held		8,529	(1,250)
<b>Cash and cash equivalents at the end of the period</b>		<b>95,883</b>	<b>105,448</b>

The consolidated interim cash flow statement is to be read in conjunction with the condensed notes to the financial statements set out on pages 9 to 13.

for the half year ended 31 December 2008

**Consolidated Interim Statement of Changes in Equity**

	ISSUED CAPITAL \$'000	RETAINED EARNINGS \$'000	EQUITY COMPENSATION RESERVE <sup>1</sup> \$'000	FOREIGN CURRENCY TRANSLATION RESERVE <sup>1</sup> \$'000	HEDGE RESERVE <sup>1</sup> \$'000	TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT \$'000	MINORITY INTEREST \$'000	TOTAL EQUITY \$'000
<b>Balance at 1 July 2008</b>	1,218,577	136,140	4,591	(31,834)	(1,087)	1,326,387	3,701	1,330,088
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	(8,669)	(8,669)	-	(8,669)
Foreign exchange translation differences	-	-	-	16,832	-	16,832	1,154	17,986
Total income and expense for the period recognised directly in equity	-	-	-	16,832	(8,669)	8,163	1,154	9,317
(Loss)/Profit for the period	-	(149,951)	-	-	-	(149,951)	135	(149,816)
Total expense/(income) for the period	-	(149,951)	-	16,832	(8,669)	(141,788)	1,289	(140,499)
Dividends recognised during the period	-	(42,708)	-	-	-	(42,708)	-	(42,708)
Cost of share based payments	-	-	1,150	-	-	1,150	-	1,150
<b>Balance at 31 December 2008</b>	<b>1,218,577</b>	<b>(56,519)</b>	<b>5,741</b>	<b>(15,002)</b>	<b>(9,756)</b>	<b>1,143,041</b>	<b>4,990</b>	<b>1,148,031</b>
Balance at 1 July 2007	1,218,577	108,241	4,911	(10,015)	(7,005)	1,314,709	4,665	1,319,374
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	9,682	9,682	-	9,682
Foreign exchange translation differences	-	-	-	(6,093)	-	(6,093)	52	(6,041)
Total income and expense for the period recognised directly in equity	-	-	-	(6,093)	9,682	3,589	52	3,641
Profit for the period	-	57,022	-	-	-	57,022	176	57,198
Total income/(expense) for the period	-	57,022	-	(6,093)	9,682	60,611	228	60,839
On market purchase of performance rights	-	(2,774)	(2,291)	-	-	(5,065)	-	(5,065)
Dividends recognised during the period	-	(42,715)	-	-	-	(42,715)	-	(42,715)
Cost of share based payments	-	-	1,090	-	-	1,090	-	1,090
<b>Balance at 31 December 2007</b>	<b>1,218,577</b>	<b>119,774</b>	<b>3,710</b>	<b>(16,108)</b>	<b>2,677</b>	<b>1,328,630</b>	<b>4,893</b>	<b>1,333,523</b>

1. Amounts are stated net of tax.

The consolidated interim statement of changes in equity is to be read in conjunction with the condensed notes to the financial statements set out on pages 9 to 13.

for the half year ended 31 December 2008

## Condensed Notes to the Consolidated Interim Financial Statements

### 1. REPORTING ENTITY

Pacific Brands Limited (the 'Company') is a company domiciled in Australia. The consolidated interim financial report of the Company as at and for the half year ended 31 December 2008 comprises the Company and its controlled entities (together referred to as the 'consolidated entity').

The consolidated interim financial report was authorised for issue by the directors on 25th February 2009.

The consolidated annual financial report of the consolidated entity as at and for the year ended 30 June 2008 is available upon request from the Company's registered office at Level 3 290 Burwood Road, Hawthorn, Victoria, or on the company's website at [www.pacificbrands.com.au](http://www.pacificbrands.com.au).

### 2. STATEMENT OF COMPLIANCE

The consolidated interim financial report is a general purpose financial report which has been prepared in accordance with AASB 134: *Interim Financial Reporting* and the Corporations Act 2001.

The consolidated interim financial report does not include all of the information required for a full annual financial report, and should be read in conjunction with the consolidated annual financial report of the consolidated entity as at and for the year ended 30 June 2008. This report must also be read in conjunction with any public announcements made by Pacific Brands Limited during the half year in accordance with continuous disclosure obligations arising under the Corporations Act 2001.

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the consolidated entity in this consolidated interim financial report are the same as those applied by the consolidated entity in its consolidated annual financial report as at and for the year ended 30 June 2008 with the following exceptions:

- Interpretation 13 *Customer Loyalty Programmes*, does not have an impact upon the financial results or related disclosures of the consolidated entity; and
- Interpretation 14 *AASB 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*. Adoption of Interpretation 14 does not have an impact upon on the financial results or related financial disclosures of the consolidated entity.

### 4. ESTIMATES

The preparation of an interim financial report in conformity with AASB 134: *Interim Financial Reporting* requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses.

These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. There have been no such revisions in the current financial reporting period. In preparing this consolidated interim financial report the significant judgements made by management in applying the consolidated entity's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated annual financial report as at and for the year ended 30 June 2008, except for those estimates in respect of the recoverable amount of intangible assets (refer to note 13), that were reassessed by management during the half year ended 31 December 2008.

for the half year ended 31 December 2008

## Condensed Notes to the Consolidated Interim Financial Statements

### 5. REVENUE AND OTHER INCOME

	CONSOLIDATED	
	31 DECEMBER 2008 \$'000	31 DECEMBER 2007 \$'000
Sales revenue	1,041,626	1,098,848
<b>Other income</b>		
Royalties – other parties	1,310	1,269
Net loss on disposal of non-current assets	(212)	(471)
Sundry income	7,901	8,564
<b>Total other income</b>	<b>8,999</b>	<b>9,362</b>
<b>Total revenue and other income</b>	<b>1,050,625</b>	<b>1,108,210</b>

### 6. OTHER EXPENSES

Depreciation of:		
Freehold buildings and leasehold improvements	2,289	2,349
Plant and equipment	8,385	7,832
	<b>10,674</b>	<b>10,181</b>
Amortisation of:		
Software assets	1,229	1,243
Other Intangibles	1,526	1,526
Leased plant and equipment	561	652
	<b>3,316</b>	<b>3,421</b>
Total depreciation and amortisation	<b>13,990</b>	<b>13,602</b>
Net financing costs:		
Financial income	(1,233)	(1,922)
Interest on bank loans and overdraft	34,000	34,716
Finance charges on capitalised leases	143	164
	<b>32,910</b>	<b>32,958</b>
Amounts set aside to allow for:		
Doubtful debts	804	320
Rebates, trade allowances, claims and settlement discounts	73,460	74,507
Personnel expenses:		
Wages and salaries	190,475	191,852
Contributions to defined contribution superannuation plans	14,897	13,335
Defined benefit superannuation expense	674	137
Leave entitlements	20,215	24,979
Other employee costs	12,112	13,754
Share based payments	1,150	1,090
	<b>239,523</b>	<b>245,147</b>
Net foreign exchange losses	61	887
Impairment losses – intangible assets and other assets	206,443	–



for the half year ended 31 December 2008

## Condensed Notes to the Consolidated Interim Financial Statements

### 8. DIVIDENDS

	CONSOLIDATED	
	HALF YEAR ENDED 31 DECEMBER 2008 \$'000	HALF YEAR ENDED 31 DECEMBER 2007 \$'000
<b>Ordinary shares</b>		
Dividends paid during the half year not previously recognised as a liability	<b>42,708</b>	42,715
<b>Dividends not recognised at the end of the half year</b>		
Since the end of the half year the directors have not recommended that an interim dividend be paid. 2007: An interim dividend of 8.5c per fully paid ordinary share, franked to 100% in Australia based on tax paid at 30%.		

### 9. EARNINGS PER SHARE

	CONSOLIDATED	
	HALF YEAR ENDED 31 DECEMBER 2008 \$'000	HALF YEAR ENDED 31 DECEMBER 2007 \$'000
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	<b>502,277,852</b>	502,277,852
Net (loss)/profit used in the calculation of basic and diluted earnings per share	<b>(149,951)</b>	57,022

### 10. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There are no material contingent liabilities or contingent assets that have arisen since 30 June 2008.

### 11. EVENTS SUBSEQUENT TO REPORTING DATE

On 25th February 2009, the company announced its strategy to restructure and sharpen the focus of the business. The strategy will include the discontinuance of smaller labels and brands to reduce complexity and cost and the potential divestment of non-core businesses and facilities as going concerns. As a result of the restructure there is expected to be redundancies throughout the Australian and International operations. The financial impact of this announcement has not been reflected in this financial report.

Subsequent to year end the company has renegotiated its banking arrangements; as a result no significant refinancing will be required until August 2010. \$550 million of debt due in February 2010 has been extended. This includes a tranche of \$330 million which has been extended to August 2010 and amortisation of the \$220 million tranche, by August 2010. The financial impact of the negotiations has not been reflected in this financial report.

Aside from these matters, the directors have not become aware of any other significant matter or circumstance that has arisen since 31 December 2008, that has affected or may affect the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity.

### 12. KEY MANAGEMENT PERSONNEL DISCLOSURES

During the half year ended 31 December 2008 the Board has granted 381,511 performance rights to key management personnel, at no cost, effective 1 July 2008. The performance rights were valued at \$1.27 at the grant date, 1 July 2008. The grant of performance rights, under Performance Rights Plan, consisted of two equal tranches being subject to different performance conditions, measured at the end of the 3 year performance period (1 July 2008 to 30 June 2011).

for the half year ended 31 December 2008

## Condensed Notes to the Consolidated Interim Financial Statements

### Terms and conditions of grant 5 (Performance rights – tranche 1)

In respect of Tranche 1, the performance condition compares the total shareholder return ('TSR') performance of the Company with the TSR performance of entities in the comparator group of entities over the performance condition measurement year. Specifically, the Company's TSR performance will be given a percentile ranking having regard to its TSR performance compared with the TSR performance of each of the companies in the comparator group (with the highest ranking company being given a ranking at the 100th percentile) over the measurement year. The entities comprising the comparator group are a basket of 19 ASX listed consumer stocks. Companies that are delisted, merged or taken over during the vesting year will be removed from the comparator group and not replaced. The percentage of performance rights that will vest at a particular percentile ranking is as follows:

TARGET	PERCENTAGE OF SHARES AVAILABLE IN GIVEN YEAR THAT VESTS
The Company's 3 year TSR does not exceed the median performance of the comparator companies	0%
The Company's 3 year TSR exceeds the median performance of the comparator companies	50%
The Company's 3 year TSR is ranked in the third quartile of the comparator companies	Pro rata between 50% and 100% (2% increase for each higher ranking)
The Company's 3 year TSR is ranked in the fourth quartile of the comparator companies	100%

### Terms and conditions of grant 5 (Performance rights – tranche 2)

The conditions with respect to Tranche 2 are based on earning per share ('EPS') performance over a three-year period ending 30 June 2011.

The percentage of that part of the tranche of performance rights that will vest based on the Company's EPS performance is calculated as follows:

TARGET	PERCENTAGE OF SHARES AVAILABLE IN GIVEN YEAR THAT VESTS
The Company's 3 year EPS compound growth is less than 8%	0%
The Company's 3 year EPS compound growth is 8%	25%
The Company's 3 year EPS compound growth is between 8% and 12%	Pro rata between 25% and 100% (1.875% increase for each 0.1% additional EPS growth)
The Company's 3 year EPS compound growth is greater than 12%	100%

In general, the key management personal and senior executives are not entitled to trade in shares allocated on vesting of the performance rights until the earlier to occur of:

- ten years after the date of grant of the shares allocated on vesting; or
- 12 months following the date of cessation of employment with the consolidated entity.

## 13. IMPAIRMENT

The Company performed its impairment testing as at 31 December 2008. As a result of this testing, the carrying amount of the Pacific Brands Group cash-generating unit was determined to be higher than its recoverable amount and an impairment loss of \$206,443 thousand was recognised (which includes \$25,000 thousand relating to other assets). The Pacific Brands group cash-generating unit comprises the operations of the segments shown in note 7 excluding the other three cash generating units separately disclosed below. The impairment loss was allocated to goodwill, brand names and other assets. The impairment resulted from a declining economic outlook in several countries where the Company operates and the resultant estimated net cash flows to be recovered through use and/or disposal.

Intangibles allocated to cash-generating units as follows as at 31 December 2008:

	GOODWILL		BRANDNAMES	
	31 DECEMBER 2008 \$'000	30 JUNE 2008 \$'000	31 DECEMBER 2008 \$'000	30 JUNE 2008 \$'000
Pacific Brands Group	703,818	832,088	328,980	381,352
Sheridan	41,207	41,107	23,000	23,000
Brand Collective	19,645	19,645	–	–
Yakka Group	99,608	99,608	80,000	80,000
	864,278	992,448	431,980	484,352

The recoverable amount of the Pacific Brands Group cash-generating unit was based on estimated fair values or value in use calculations as appropriate. Value in use calculations use cash flow projections based on actual operating results and cash flows for a further 5-year period that were extrapolated using a 3% growth rate, which was consistent with the long-term average growth rate for the industry. A pre-tax discount rate of 11.6% was used in discounting the projected cash flows.

for the half year ended 31 December 2008

## Director's Declaration

---

In the opinion of the directors of Pacific Brands Limited ('the Company'):

- 1 the consolidated interim financial statements and condensed notes set out on pages 5 to 13, are in accordance with the Corporations Act 2001, including:
  - (a) giving a true and fair view of the financial position of the consolidated entity as at 31 December 2008 and of its performance, as represented by the results of its operations and cash flows for the half-year ended on that date; and
  - (b) complying with Australian Accounting Standard AASB 134: *Interim Financial Reporting* and the Corporations Regulations 2001; and
- 2 there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Dated at Melbourne this 25th day of February 2009.

Signed in accordance with a resolution of the directors.



**Sue Morphet**  
Director

for the half year ended 31 December 2008



## LEAD AUDITOR'S INDEPENDENCE DECLARATION

under Section 307C of the Corporations Act 2001

To: the Directors of Pacific Brands Limited

I declare that, to the best of my knowledge and belief, in relation to the review for the half year ended 31 December 2008 there have been:

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

A handwritten signature in black ink that reads 'KPMG'.

KPMG

Melbourne  
25 February 2009

A handwritten signature in black ink that reads 'Don Pasquariello'.

Don Pasquariello  
Partner

for the half year ended 31 December 2008



## Independent auditor's review report to the members of Pacific Brands Limited

We have reviewed the accompanying interim financial report of Pacific Brands Limited (the Company), which comprises the consolidated interim balance sheet as at 31 December 2008, the consolidated interim income statement, statement of changes in equity and cash flow statement for the half year ended on that date, a statement of accounting policies and other explanatory notes 1 to 13 and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the half-year's end or from time to time during the half year.

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

The directors of the Company are responsible for the preparation and fair presentation of the interim financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the interim financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditor's responsibility*

Our responsibility is to express a conclusion on the interim financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the interim financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and its performance for the half year ended on that date; and complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As auditor of Pacific Brands Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of an interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### *Conclusion*

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the interim financial report of Pacific Brands Limited is not in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and of its performance for the half year ended on that date; and
- (b) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

KPMG

Melbourne  
25 February 2009

**Don Pasquariello**  
Partner