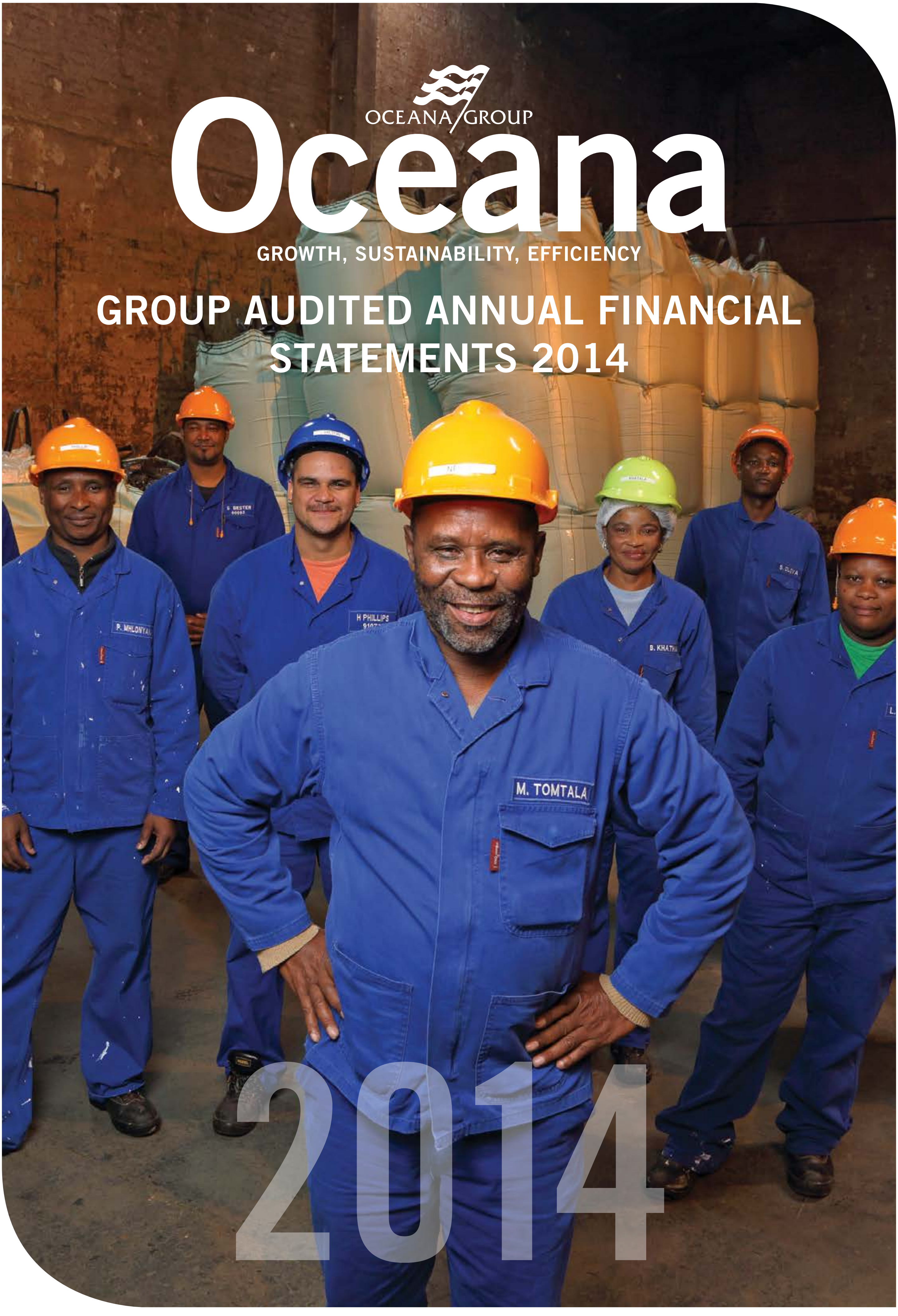
OCEANA GROUP

Oceana

GROWTH, SUSTAINABILITY, EFFICIENCY

GROUP AUDITED ANNUAL FINANCIAL STATEMENTS 2014



2014

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OCEANA GROUP

Oceana Group Limited
Incorporated in the Republic of South Africa
(Registration Number 1939/001730/06)
(Oceana or the company or the group)

APPROVAL OF ANNUAL FINANCIAL STATEMENTS

The group annual financial statements and the company annual financial statements for the year ended 30 September 2014, which appear on pages 3 to 54, were approved by the board of directors on 6 November 2014 and signed on its behalf by:

MA Brey
Chairman

FP Kuttel
Chief executive officer

PREPARATION OF ANNUAL FINANCIAL STATEMENTS

The group annual financial statements and the company annual financial statements were prepared under the supervision of the group financial director, I Soomra CA(SA). These annual financial statements have been audited in compliance with the Companies Act, 71 of 2008 (the Companies Act).

REPORT OF THE COMPANY SECRETARY

In terms of section 88(2)(e) of the Companies Act, I certify that the company has lodged with the Commissioner all such returns as are required by the Companies Act, and that all such returns are true, correct and up to date.

JC Marais
Company secretary
6 November 2014

INDEPENDENT AUDITOR'S REPORT
to the shareholders of Oceana Group Limited

We have audited the consolidated and separate financial statements of Oceana Group Limited set out on pages 6 to 53, which comprise the statements of financial position as at 30 September 2014, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes, comprising a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

The company's directors are responsible for the preparation and fair presentation of these consolidated and separate financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated and separate financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated and separate financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Oceana Group Limited as at 30 September 2014, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards, and the requirements of the Companies Act of South Africa.

Other reports required by the Companies Act

As part of our audit of the consolidated and separate financial statements for the year ended 30 September 2014, we have read the report of the directors, the report of the audit committee and the report of the company secretary for the purpose of identifying whether there are material inconsistencies between these reports and the audited consolidated and separate financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited consolidated and separate financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

Deloitte & Touche

Deloitte & Touche

Registered auditors
Per GG Fortuin
Partner
6 November 2014

REPORT OF THE DIRECTORS

The directors submit their report which forms part of the annual financial statements for the year ended 30 September 2014.

Nature of business and operations

The group consists of a number of operating subsidiaries and joint ventures in the fishing and commercial cold storage industries. The group engages in the catching, processing and procurement of various marine species, including pilchard, anchovy, redeye herring, tuna, lobster, squid, horse mackerel and hake. In addition, the company also carries on the business of investing funds surplus to its immediate requirements and providing funding and management services to subsidiaries.

Share capital

During the year under review 12 000 shares (2013: 85 000 shares) were allotted in terms of the company's share option scheme, increasing the issued share capital by R12 (2013: R85). Premiums totalling R0,2 million (2013: R1,4 million) in respect of these allotments have been credited to the share premium account.

Details of the authorised and issued share capital of the company are set out in note 19.

The company's shares are listed on the JSE Limited (JSE share code: OCE) and the Namibian Stock Exchange (NSX share code: OCG).

Financial results

The results for the year under review are reflected in the statements of comprehensive income on page 14.

Special resolutions

During the year the company's shareholders passed five special resolutions: to approve and authorise the provision of financial assistance by the company as contemplated in section 45 of the Companies Act; to approve the non-executive directors' remuneration in their capacity as directors only; to grant general approval and authorisation to repurchase the issued shares by the company or its subsidiaries; to approve the adoption of the Oceana 2013 Share Incentive Scheme for executive directors and senior managers and to approve and authorise the issue of shares or granting of options to directors and prescribed officers of the company.

Dividends

Dividends paid during the year and dividends declared after the reporting date are set out in note 9.

Property, plant and equipment

Capital expenditure during the year amounted to R24,6 million on expansion (2013: R23,2 million) and R134,4 million on replacement assets (2013: R104,0 million). During the year there was no major change in the nature of the assets nor in the policy relating to their use. Further details are disclosed in note 10.

Directors

The names of the present directors can be found on the inside back cover of the annual financial statements, along with the name, business and postal address of the company secretary.

Directors' interests in shares

The aggregate direct and indirect beneficial interest of the directors in the issued share capital of the company at 30 September was as follows:

	Number of shares		
2014	Direct beneficial	Indirect beneficial	Aggregate
ABA Conrad	**500**	**145 600**	**146 100**
PG de Beyer	**3 000**		**3 000**
FP Kuttel		**78 000**	**78 000**
I Soomra		**62 200**	**62 200**
2013			
ABA Conrad	500	123 500	124 000
PG de Beyer	3 000		3 000

There have been no changes in the above interest since the year-end. No director holds 1% or more of the issued share capital of the company. Details of directors' individual interests in options held in terms of the Oceana Group (1985) Share Option and Share Purchase Schemes are set out in note 31.

Subsidiaries and joint ventures

Details of subsidiaries, joint ventures and joint operations are given in separate schedules on pages 50 and 51.

The interest of the company for the year in the total profits and losses after taxation of its subsidiaries and joint ventures was as follows:

	2014 R'000	2013 R'000
Total profit after taxation attributable to shareholders of Oceana Group Limited	**564 320**	491 016
Total losses after taxation attributable to shareholders of Oceana Group Limited	**3 279**	6 050

Going concern

The directors consider both the group and the company to be going concerns.

Foodcorp acquisition

Further to the announcement released on the Stock Exchange News Service of the JSE on 8 May 2014 in respect of Oceana's acquisition of the fishing interests of Foodcorp Proprietary Limited ("Foodcorp"), as at 6 November 2014 a decision by the Competition Appeal Court was still pending.

Events subsequent to the reporting date

No events occurred subsequent to the reporting date that may have an impact on the group's and company's reported financial position at 30 September 2014, or that require separate disclosure.

REPORT OF THE AUDIT COMMITTEE

COMPOSITION OF THE COMMITTEE

The audit committee appointed by the shareholders on 13 February 2014 to hold office until the conclusion of the next annual general meeting (AGM) scheduled for 12 February 2015, comprises three independent non-executive directors of the company, being Mr S Pather (Chairman) [BBusSc; BCom (Hons); MBA (Cape Town)], Ms ZBM Bassa [BAcc (UDW); CA(SA)] and Mr PG de Beyer [BBusSc (Cape Town); FASSA]. The members possess the necessary expertise to perform the functions of an audit committee.

The agenda for the company's forthcoming AGM includes resolutions to be proposed to shareholders for the election of three of its independent non-executive directors to comprise the audit committee from that date.

CHARTER

The audit committee has a charter, approved by the board. The charter is reviewed annually and was updated this year.

The committee's responsibilities are detailed in the charter which can be viewed on our website. The committee's charter allows it to consult with specialists to assist it in the performance of its functions, subject to a board-approved process.

WORK PLAN AND MEETINGS

The committee adopted a formal work plan designed to structure execution of responsibilities over the year. The audit committee acts as such for Oceana's South African public company subsidiaries. It met twice during the year, with full attendance by all members. Attendance at meetings by directors who are not members of the committee and management is by way of invitation.

The committee provides a forum through which the external and internal auditors report to the board. The external and internal auditors attend committee meetings and have unrestricted access to the committee and its chairman at all times, ensuring that their independence is not impaired. Both the external and internal auditors have the opportunity of addressing the committee and its chairman at each of the meetings without management being present.

The committee reviews detailed reports from both the external and internal auditors. The chairman of the committee reports on the findings of the external and internal auditors at board meetings.

APPOINTMENT OF EXTERNAL AND INTERNAL AUDITORS

In terms of section 94 of the Companies Act the committee is required to nominate an independent registered external auditor, for appointment by the shareholders at the company's AGM. The committee has nominated Deloitte & Touche with Mr GG Fortuin as the designated partner for such appointment at the AGM scheduled for 12 February 2015.

Additionally, in terms of its charter, it is responsible for the appointment of the company's internal auditors. KPMG performed this function for the past year and were reappointed as internal auditors for the 2015 financial year.

The committee approves the fees of external and internal auditors and the scope of external non-audit services and internal audit services.

It is responsible for the maintenance of a professional relationship with both the external and internal auditors and oversees co-operation between these parties.

INDEPENDENCE OF EXTERNAL AUDITORS

The committee has formal rules regulating the services and conditions of use of non-audit services provided by the external auditors, governing, inter alia, compliance issues, taxation, company structure, information systems, organisational structure, remuneration structure, risk management services, audit certificates in relation to fishing rights, due diligence investigations and such other services as the committee may approve and permitted by legislation and regulations. The company's independent external auditors do not assist in the performance of any internal audit assignments. The nature and extent of all non-audit services provided by the external auditors are pre-approved and reviewed by the committee to ensure compliance with the company's policy. The committee is satisfied that the external auditors are independent of the company. The committee and management maintained a positive, objective and professional relationship with the partner responsible for the supervision and direction of the audit. The committee considered and determined the fees and terms of engagement of the external auditors.

INTERNAL AUDIT

The internal audit function is conducted by a professional firm of registered accountants and auditors, KPMG. They operate in terms of the internal audit charter, which was reviewed during the year, and under the direction of the audit committee, which approves the scope of the work to be performed. Significant findings are reported to both executive management and the audit committee and corrective action is taken by management to address identified internal control deficiencies.

In addition, the internal auditors followed up on all previously reported findings, and where progress against previously agreed management action is deemed insufficient, such findings are escalated to the audit committee in accordance with the reporting framework.

COMPLAINTS AND/OR CONCERNS

No complaints or concerns were received by the committee on any matters relating to the accounting practices and internal audit of the company, the content or auditing of the company's financial statements, the internal financial controls of the company or on any other related matter during the year under review.

GOING CONCERN

The committee reviewed the going concern assumptions as well as the solvency and liquidity tests required to be performed before payments of dividends and provision of financial assistance to related or inter-related parties as required by the Companies Act.

ASSURANCE
Each year the committee reviews, updates and approves an internal audit plan. The plan is compiled using a risk-based approach and through extensive consultation between the internal auditors and Oceana management, taking into consideration the entire risk universe affecting Oceana. The internal audit plan approved for 2014 included reviews covering, in various entities, compliance with the Marine Living Resources Act No 18 of 1998, combined assurance, bonus incentive and phantom share option scheme, raw fish procurement, human resources processes, wages, rebates, customs and excise, reconciliations and journals, revenue and receivables, inventory and production, the disaster recovery process and review of the risk management process.

IS GOVERNANCE
Oceana's information systems (IS) are governed by a collection of documented policies and procedures. The IS charter, approved by the board, sets the overall purpose of the function, its management and security. Strategic planning for IS has a three-year time horizon. The IS department presents an annual governance report to the audit committee, covering, inter alia, policy, strategy, disaster recovery plans, security management and technical architecture. A new CIO, Joy Hilton, was appointed and took up her position on 1 June 2014.

INTERNAL CONTROLS
Oceana maintains internal controls and systems designed to provide reasonable assurance as to the integrity and reliability of accounting records and the financial statements and to adequately safeguard, verify and maintain accountability for its assets. The committee reviews the effectiveness of the procedures, policies and system of internal control adopted by group companies with reference to the findings of the external and internal auditors. In particular, the committee receives an opinion from the internal auditors on the design, implementation and effectiveness of the group's system of internal financial controls. Based on the overall ratings assigned, and in accordance with the assessment approach followed in terms of Oceana's rating framework, the group's system of internal control is assessed to be effective.

RISK MANAGEMENT
The committee has oversight of fraud and information technology risks. The committee fulfils an oversight role regarding financial reporting risks, internal financial controls, fraud risk as it relates to financial reporting and information technology risks as they relate to financial reporting.

COMPLIANCE AND ETHICS
An ethics report was provided to the committee during the year under review. The report dealt with principles and issues of a compliance and ethical nature in the group's business. Three incidents of fraud were identified. These matters were thoroughly investigated. Disciplinary action is underway against those employees implicated in the fraudulent activity. Criminal charges have been laid in all three cases.

The provisions of the King III code, as they pertain to audit committees, were adhered to. The committee has considered the expertise and experience of the group financial director in terms of the Listings Requirements of the JSE and concluded that the financial director's expertise and experience meet the appropriate requirements. The committee is satisfied that the expertise, resources and experience of the company's finance function is satisfactory.

Nothing has come to the attention of the directors, or to the attention of the external or internal auditors, to indicate that any material breakdown in the functioning of the group's key internal controls and systems has occurred during the year under review.

STATUTORY DUTIES
The committee has complied with its statutory obligations and discharged its duties in accordance with its mandate and charter.

The committee has performed the following specific statutory duties:

- considered and nominated the external auditors for appointment at the AGM;
- determined the fees to be paid to the auditors and the auditors' terms of engagement;
- determined the nature and extent of non-audit services;
- pre-approved any proposed agreement with the auditors for the provision of non-audit services;
- prepared this report, which is included in the annual financial statements;
- received and dealt appropriately with concerns and complaints as required;
- made submissions to the board on matters concerning the company's accounting policies, financial controls, records and reporting; and
- performed oversight functions as determined by the board.

CONCLUSION
In signing this report on behalf of the audit committee, I would like to thank my fellow committee members, the external and internal auditors and management for their contributions to the committee during the year.

S Pather
Audit committee chairman

ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these group and company annual financial statements (AFS) are set out below and are consistent in all material respects with those applied during the previous year with the exception of the application of IFRS 11 Joint Arrangements.

1. BASIS OF PREPARATION

The group and company AFS are prepared in accordance with the going concern and historical cost bases except where stated otherwise. The presentation and functional currency of the group and company financial statements is South African rand and all amounts are rounded to the nearest thousand, except when otherwise indicated.

2. STATEMENT OF COMPLIANCE

The group and company AFS have been prepared in compliance with International Financial Reporting Standards (IFRS).

3. BASIS OF CONSOLIDATION

The group AFS incorporates the AFS of the company and entities (including structured entities) controlled by the company and its subsidiaries.

Control is achieved when the company has power over the investee, is exposed, or has rights to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above.

When the company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The company considers all relevant facts and circumstances in assessing whether or not the company's voting rights in an investee are sufficient to give it power, including:

- the size of the company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the company obtains control over the subsidiary and ceases when the company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the company gains control until the date when the company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the AFS of subsidiaries to bring their accounting policies into line with the group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the group are eliminated in full on consolidation.

Changes in the group's ownership interests in subsidiaries that do not result in the group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the company.

When the group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (1) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (2) the previous carrying amount at the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the group had directly disposed of the related assets or liabilities of the subsidiary. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39, when applicable the cost on initial recognition of an investment in an associate or a joint venture.

4. INTERESTS IN JOINT VENTURES

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the group's share of the profit or loss and other comprehensive income of the joint venture. When the group's share of losses of a joint venture exceeds the group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the group's net investment in the joint venture), the group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investment becomes a joint venture. On acquisition of the investment in an joint venture, any excess of the cost of the investment over the group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 39 Financial Instruments: Recognition and Measurement are applied to determine whether it is necessary to recognise any impairment loss with respect to the group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The group discontinues the use of the equity method from the date when the investment ceases to be a joint venture, or when the investment is classified as held for sale. When the group retains an interest in the former joint venture and the retained interest is a financial asset, the group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IAS 39. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities, Therefore, if a gain or loss previously recognised in other comprehensive income by the joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the group reclassifies the gain or loss from equity to profit of loss (as a reclassification adjustment) when the equity method is discontinued.

When the group reduces its ownership interest in an joint venture but the group continues to use the equity method, the group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an a joint venture of the group, profits and losses resulting from the transactions with the joint venture are recognised in the group's consolidated AFS only to the extent of interests in the joint venture that are not related to the group.

5. INTERESTS IN JOINT OPERATIONS

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a group entity undertakes its activities under joint operations, the group as a joint operator recognises in relation to its interest in a joint operation:

- Its assets, including its share of any assets held jointly.
- Its liabilities, including its share of any liabilities incurred jointly.
- Its revenue from the sale of its share of the output arising from the joint operation.
- Its share of the revenue from the sale of the output by the joint operation.
- Its expenses, including its share of any expenses incurred jointly.

The group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator {such as a sale or contribution of assets}, the group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the group's consolidated AFS only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator {such as a purchase of assets}, the group does not recognise its share of the gains and losses until it resells the assets to a third party.

6. FOREIGN CURRENCY TRANSLATION

The financial results of entities in the group are accounted for in its functional currency.

Translation of foreign currency transactions

Initial recognition

Transactions in foreign currencies are translated into the functional currency at exchange rates prevailing at the date of the transaction.

Subsequent measurement

Monetary assets and liabilities are translated at exchange rates prevailing at the reporting date. Non-monetary items carried at cost are translated using the exchange rate at the date of the transaction, whilst assets carried at fair value are translated at the exchange rate when the fair value was determined.

Exchange differences on monetary items are recognised in the statement of comprehensive income when they arise.

Translation of foreign operations

On consolidation, the financial statements of foreign operations are translated into the group's presentation currency. Assets and liabilities are translated at the closing rate on the reporting date. Income, expenses and equity transactions (such as dividends) are translated at average exchange rates or at the prevailing rates on the transaction dates, if more appropriate. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are translated at the closing rate on the reporting date.

Exchange differences arising on translation are recognised in the statement of changes in equity in the foreign currency translation reserve (FCTR). On disposal of part or all of the investment, the proportionate share of the related cumulative gain or loss previously recognised in the FCTR is included in determining the profit or loss on disposal of that investment and recognised in the statement of comprehensive income.

7. REVENUE

Revenue comprises the selling value of goods delivered and services rendered during the year, excluding value added tax, after deducting normal discounts and rebates. In the determination of revenue, transactions within the group are excluded.

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership have transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably.

Services

Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract.

Interest received

Interest received is recognised on a time basis using the effective interest rate implicit in the instrument.

Dividend income

Dividend income is recognised when the group's right to receive the payment is established.

8. EMPLOYEE BENEFITS

Short-term employee benefits

Remuneration of employees is recognised in the statement of comprehensive income as the services are rendered, except for non-accumulating benefits which are only recognised when the specific event occurs. Provision is made for accumulated leave on the cost-to-company basis.

Defined-contribution plans

The group contributions to the defined-contribution funds are determined in terms of the rules governing those funds. Contributions are recognised in the statement of comprehensive income in the period in which the service is rendered by the relevant employees.

Defined-benefit plans

The group has an obligation to provide certain post-retirement benefits to its eligible employees and pensioners. The defined-benefit liability is the aggregate of the present value of the defined-benefit obligation and unrecognised actuarial gains and losses, reduced by unrecognised past-service costs and the fair value of plan assets. The defined-benefit obligation is calculated using the Projected Unit Credit Method, incorporating actuarial assumptions.

Actuarial gains and losses are spread over the average remaining service lives of employees. To the extent that there is uncertainty as to the entitlement to any surplus, no asset is recognised.

Post-retirement medical obligations

The group provides post-retirement health-care benefits to certain of its retirees. This practice has been discontinued and this benefit is no longer offered to current or new employees. The potential liability in respect of eligible retirees has been provided for in the financial statements using the Projected Unit Credit Method. Independent actuaries carry out annual valuations of these obligations.

9. SHARE-BASED PAYMENTS

Equity-settled compensation benefits

Certain employees, including executive directors of the group, receive remuneration in the form of equity-settled share-based payments, whereby they render services in exchange for rights to the company's listed shares.

Qualifying black employees receive empowerment benefits in the form of equity-settled share-based payments through their participation in the Oceana Empowerment Trust.

The cost of equity-settled share-based payments is measured by reference to the fair value at the date on which they are granted. The fair value is determined using the Black-Scholes model, further details of which are given in the note on share-based payment plans.

The cost of equity-settled share-based payments is recognised, together with a corresponding increase in equity in the share-based payment reserve, over the vesting period. The cumulative expense recognised for share options granted at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit recognised in the statement of comprehensive income for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest.

The effect of outstanding options is reflected in the computation of diluted earnings per share in the note on earnings per share.

Cash-settled transactions
The cost of cash-settled transactions is measured initially at fair value at the grant date using the Black-Scholes model. This model takes into account the terms and conditions upon which the instruments were granted. This fair value is expensed over the period until vesting with recognition of a corresponding liability. The number of options that are expected to vest are revised at each reporting date and the liability is remeasured up to and including the settlement date with changes in fair value recognised in the statement of comprehensive income.

10. LEASES

Leases are classified as operating leases, where substantially all the risks and rewards associated with ownership of the asset are not transferred from the lessor to the lessee.

Operating lease rentals are recognised in the statement of comprehensive income on the straight-line basis over the lease term. The resulting difference arising from the straight-line basis and contractual cash flows is recognised as an operating lease obligation or asset.

Contingent rental income and expenses are recognised when incurred.

11. RESEARCH AND DEVELOPMENT COSTS

Expenditure on research and development is recognised in the statement of comprehensive income in the year in which it is incurred.

12. INTEREST PAID

Interest paid is accrued and recognised in the statement of comprehensive income at the effective interest rate relating to the relevant financial liability, in the period in which it is incurred.

13. TAXATION

The income tax expense consists of current tax, deferred tax and foreign withholding taxes.

Current taxation
The current tax charge is the expected tax payable on the taxable income for the period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred taxation
The provision for deferred tax assets and liabilities reflects the tax consequences that would follow from the expected manner of recovery of the carrying amount of the group's assets and liabilities.

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

Deferred tax assets are recognised to the extent that it is probable that the related tax benefit will be realised in the foreseeable future against future taxable profit. The carrying value of a deferred tax asset is reviewed at each reporting date. If it is no longer probable that sufficient taxable profit will be available to allow the benefit of part, or all, of the asset to be utilised, the carrying value of the deferred tax asset is reduced.

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

Deferred tax assets and liabilities are off-set if the group has a legally enforceable right to set off current assets against current liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

Foreign withholding taxes
Foreign withholding taxes are recognised as part of the current tax charge in the statement of comprehensive income when the related dividend receivable has been declared and when directors' fees are receivable.

14. DIVIDENDS

Dividends payable and the related taxation thereon are recognised as liabilities in the period in which the dividends are declared.

15. PROPERTY, PLANT AND EQUIPMENT

Initial recognition
Property, plant and equipment are initially recognised at cost, being the cash price equivalent at the recognition date. The cost of an asset comprises any costs incurred in bringing the asset to the location and condition necessary for it to operate as intended by management.

Freehold land and buildings
Immovable property owned by the group is classified as owner-occupied property and shown at cost less accumulated depreciation and impairment. Land is shown at cost less impairment and is not depreciated.

Leasehold land and buildings
Improvements to leasehold property are capitalised and depreciated to expected residual value over the remaining period of the lease.

Plant, equipment, motor vehicles and fishing vessels and nets
Plant, equipment, motor vehicles and fishing vessels and nets are carried at cost less accumulated depreciation and impairment. When plant and equipment comprise major components with different useful lives, these components are depreciated as separate items. In the case of fishing vessel refits, these costs are depreciated over the period between each vessel refit.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance expenditures are charged to the statement of comprehensive income during the financial period in which they are incurred. Expenditure incurred to replace or modify a significant component of plant or equipment is capitalised if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be reliably measured. Any remaining book value of the component replaced is written off in the statement of comprehensive income.

Depreciation
Items of property, plant and equipment are depreciated to their estimated residual values on the straight-line basis over their expected useful lives. The depreciation methods, estimated remaining useful lives and residual values are reviewed at each reporting date. A change resulting from the review is treated as a change in accounting estimate which is accounted for on a prospective basis.

Depreciation commences when an asset is available for use and ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognised.

Depreciation ceases temporarily when the residual value exceeds the carrying value. The following ranges of depreciation rates apply on initial recognition:

	% per annum
Buildings – freehold	**5**
Buildings – leasehold	**5 – 10**
Plant and equipment	**10 – 20**
Office equipment	**10 – 50**
Motor vehicles	**20 – 25**
Fishing vessels and nets	**10 – 33**

Derecognition
An item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected through its continued use or disposal. Gains or losses which arise on derecognition are included in the statement of comprehensive income in the period of derecognition. The gain or loss is calculated as the difference between the net disposal proceeds and the carrying amount of the item at the date of disposal.

Impairment
The carrying value of the group's property, plant and equipment is reviewed at each reporting date or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. A previously recognised impairment loss is reversed only if there has been a change in the estimated recoverable amount of the asset. That recoverable amount cannot exceed the carrying amount that would have been determined, net of amortisation, had no impairment loss been recognised for the asset in prior periods.

16. GOODWILL
Goodwill is classified as an intangible asset with an indefinite useful life.

Initial recognition and measurement
Goodwill is initially measured at cost being the excess of the cost of the business combination over the group's attributable share of the fair value of the net identifiable assets at the date of acquisition. If the group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in the statement of comprehensive income.

Subsequent measurement
Goodwill is reflected at cost less any accumulated impairment losses.

If the initial accounting for business combinations has been determined provisionally, then adjustments to these values resulting from the emergence of new information within 12 months after the acquisition date are made against goodwill. In addition, goodwill is adjusted for changes in the estimated value of contingent considerations given in the business combination when they arise.

Impairment
Goodwill is not amortised but is tested for impairment on an annual basis, or more frequently if events or

changes in circumstances indicate that the carrying value may be impaired.

Impairment is determined by assessing the recoverable amount, which is the higher of fair value less costs to sell and value in use, of the cash-generating unit to which the goodwill relates. The value in use is calculated as the present value of the future cash flows expected to be derived from an asset or cash-generating unit. The impairment loss is applied firstly to the carrying amount of goodwill, thereafter any remaining impairment is allocated to the other assets of the unit. Impairment losses on goodwill are not reversed.

Derecognition
Goodwill associated with an operation which is disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal.

17. INTANGIBLE ASSETS

Intangible assets consist of goodwill (see note 16), trademarks, computer software and fishing rights.

Initial recognition and measurement
Intangible assets acquired separately are initially measured at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition.

Costs associated with developing or maintaining software are recognised as an expense when incurred. Costs that are directly associated with the development of identifiable and unique software controlled by the Group, and that will probably generate future economic benefits beyond one year, are recognised as intangible assets.

Subsequent measurement
Intangible assets which have finite useful lives are amortised over their expected useful lives. Those with indefinite useful lives are not amortised. The useful lives of the intangible assets are reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Impairment
Intangible assets are tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Impairment is determined by assessing the recoverable amount of the intangible assets, which is the higher of fair value less costs to sell and value in use. The value in use is calculated as the present value of the future cash flows expected to be derived from the intangible assets.

Where the recoverable amount is less than the carrying amount, an impairment loss is recognised.

Derecognition
Intangible assets are derecognised on disposal or when no future economic benefits are expected from their continued use. The gain or loss is calculated as the difference between the net disposal proceeds and the carrying amount of the item at the date of its disposal.

18. FINANCIAL INSTRUMENTS

Financial assets
Financial assets recognised in the statement of financial position include investments and loans, cash and cash equivalents and trade and other receivables.

Investments in preference shares consist of preference shares held in Oceana SPV Proprietary Limited which are held at cost plus preference dividends accrued, but not yet declared, less repayments received. Other investments consist of unlisted equities. They are recorded at original cost, subject to an annual impairment review.

Loans are stated at their amortised costs, reduced by provisions for estimated irrecoverable amounts.

Cash and cash equivalents consisting of cash on hand, short-term deposits held with banks and preference shares administered by banks and insurers, all of which are available for use by the group, are measured at fair value. For purposes of the statement of cash flows, cash and cash equivalents are stated net of bank overdrafts.

Accounts receivable are recorded at originated cost less allowance for credit notes to be issued. Provisions for irrecoverable amounts are recognised in the statement of comprehensive income when there is objective evidence that the asset is impaired. Amounts considered irrecoverable are written off against the provision, and recovery of amounts subsequently written off are recognised in the statement of comprehensive income.

Financial instruments are off-set when the group has a legally enforceable right to off-set and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when substantially all the risks and rewards of ownership are transferred to another entity.

Impairment
Financial assets are assessed at each reporting date to determine whether there is any objective evidence that they are impaired.

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. All impairment losses are recognised in profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost, the reversal is recognised in profit or loss.

Financial liabilities and equity instruments
Classification as debt or equity
Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Issued share capital and premium is recorded at the amount of the proceeds received.

Financial liabilities
Financial liabilities are initially recorded at cost and subsequently measured at amortised cost.

Financial liabilities are derecognised when the obligations are discharged, cancelled or they expire.

Derivative financial instruments
Derivative financial instruments are initially recorded at cost and are remeasured to fair value at subsequent reporting dates. Gains or losses arising from a change in fair value of financial instruments that are not part of a hedging relationship are recognised in the statement of comprehensive income in the period in which the change arises.

When a derivative instrument is designated as a cash flow hedge of an asset, liability or expected future transaction, the effective part of any gain or loss arising in the derivative instrument is classified as a hedging reserve in the statement of changes in equity until the underlying transaction occurs. The ineffective part of any gain or loss is immediately recognised in the statement of comprehensive income. If the expected future transaction results in the recognition of an asset or liability, the associated gain or loss is transferred from the hedging reserve to the underlying asset or liability.

19. INVENTORIES

Inventories are stated at the lower of cost and net realisable value using the specific cost to value goods purchased for resale whilst the first-in first-out and weighted average methods are used to value finished goods and consumable stores.

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Redundant and slow-moving inventories are identified and written down to their estimated net realisable values.

20. NON-CURRENT ASSETS HELD FOR SALE

Non-current assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. The asset must be available for immediate sale in its present condition within one year from the date of classification. Non-current assets held for sale are measured at the lower of the assets' previous carrying amount and fair value less costs to sell. Gains and losses arising upon remeasurement are recognised in the statement of comprehensive income.

21. TREASURY SHARES

Own equity instruments which are reacquired (treasury shares) are deducted from equity. No gain or loss is recognised in the statement of comprehensive income on the purchase, sale, issue or cancellation of the group's own equity instruments.

22. PROVISIONS

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

23. EVENTS AFTER REPORTING DATE

The financial statements are adjusted to reflect the effect of events that occurred between the reporting date and the date when the financial statements are authorised for issue, provided they give evidence of conditions that existed at the reporting date. Events that are indicative of conditions that arose after the reporting date are disclosed, but do not result in an adjustment of the financial statements themselves.

24. USE OF ESTIMATES AND JUDGEMENTS IN THE PREPARATION OF ANNUAL FINANCIAL STATEMENTS

In the preparation of the AFS, management is required to make estimates and assumptions that affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and the application of judgement are inherent in the formation of estimates. Actual results in the future could differ from these estimates, which may be material to the financial statements within the next financial period. Judgements made by management that could have a significant effect on the amounts recognised in the financial statements include:

- useful lives and residual values used to calculate depreciation of property, plant and equipment;
- future cash flows of cash-generating units used to test for impairment of goodwill and the trademark;
- recoverability of loans and accounts receivable;

- assumptions used in the Black-Scholes model to value share-based payments;
- amounts provided in respect of supplier and other claims and ex gratia retirement payments in respect of employees previously excluded from membership of retirement funds; and
- revenue from the sale of goods which is recognised when it is probable that the economic benefits associated with the transaction will flow to the entity. Due to economic uncertainties in certain geographic regions, this can only be determined using a measure of judgement. Management estimate the portion of revenue for which it is uncertain that the economic benefits related to the transaction will flow to the entity. This revenue is not recognised until the amounts associated with the transaction have been collected.
- in the determination of unanimous consent in relation to parties sharing control, used for the classification between joint venture or joint operation.

Further information is provided in the relevant notes to the financial statements.

ADOPTION OF NEW AND REVISED STANDARDS AND INTERPRETATIONS

Accounting Standards and Interpretations issued but not yet effective

At the date of approval of these financial statements, the following relevant new or revised standards and interpretations were in issue, but not yet effective:

Standards and Interpretation applicable to Oceana for the year ending September 2015:

- IAS 32 Financial Instruments: Presentation (amendments)
- IAS 36 Impairment of Assets (amendments)
- IFRIC 21 Levies
- IFRS 2 Share-based payments (amendments)
- IFRS 3 Business combinations (amendments)
- IFRS 8 Operating segments (amendments)
- IFRS 10 Consolidated Financial Statements (amendments)
- IFRS 13 Fair Value Measurement (amendments)
- IAS 19 Employee Benefits (amendments)
- IAS 38 Intangible Assets (amendments)
- IAS 39 Financial Instruments (amendments)

Standards applicable to Oceana for the year ending September 2016:

- IFRS 7 Financial Instruments: Disclosures (amendments)
- IAS 16 Property, Plant and Equipment (amendments)

Standards applicable to Oceana for the year ending September 2017:

- IFRS 5 Non-current Assets Held for Sale and Discontinued Operations (amendments)
- IFRS 11 Joint Arrangements (amendments)
- IAS 28 Investments in Associates and Joint Ventures (amendments)
- IAS 34 Interim Financial Reporting (amendments)

Standard applicable to Oceana for the year ending September 2018;

- IFRS 15 Revenue from Contracts with Customers

Standard applicable to Oceana for the year ending September 2019;

- IFRS 9 Financial Instruments

The group has decided not to early adopt any of these new or revised standards.

Adoption of new and revised standards

During the year the group adopted the following revised standards:

- IFRS 7 Financial Instruments: Disclosures (amendments)
- IFRS 10 Consolidated Financial Statements
- IFRS 11 Joint Arrangements
- IFRS 12 Disclosure of Interests in Other Entities
- IFRS 13 Fair Value Measurement
- IAS 1 Presentation of Financial Statements (amendments)
- IAS 16 Property, Plant and Equipment (amendments)
- IAS 19 Employee Benefits (amendments)
- IAS 27 Separate Financial Statements (amendments)
- IAS 28 Investments in Associates and Joint Ventures
- IAS 32 Financial Instruments: Presentation (amendments)
- IAS 34 Interim Financial Reporting (amendments)

EFFECT OF RESTATEMENT OF PRIOR PERIODS

The adoption of IFRS 11 resulted in the restatement of certain financial statement line items for the prior periods disclosed. The group previously accounted for joint ventures using the proportionate consolidation method. IFRS 11 requires joint ventures to be accounted for using the equity method of accounting. The group has applied IFRS 11 retrospectively in accordance with the transitional provisions contained within IFRS 11. The 2013 results and the 2012 statement of financial position have been restated accordingly.

The restatements had no impact on the net asset value of the group, refer to pages 52 and 53 for the quantitative effect.

The application of the standard did not impact the basic and diluted earnings per share previously reported.

STATEMENTS OF COMPREHENSIVE INCOME
for the year ended 30 September 2014

	Notes	Group 2014 R'000	Group Restated* 2013 R'000	Company 2014 R'000	Company 2013 R'000
Revenue	1	5 039 134	4 701 224	129 983	157 544
Cost of sales		3 062 606	2 833 604		
Gross profit		1 976 528	1 867 620	129 983	157 544
Sales and distribution expenditure		500 320	458 384		
Marketing expenditure		57 804	63 489		
Overhead expenditure		599 358	675 526	122 564	148 034
Net foreign exchange gain		(37 196)	(43 292)		
Operating profit before joint venture income	2	856 242	713 513	7 419	9 510
Joint venture income	14	23 324	30 046		
Operating profit before abnormal items		879 566	743 559	7 419	9 510
Abnormal items	4			(276)	(635)
Operating profit		879 566	743 559	7 143	8 875
Investment income	5	13 273	16 451	420 278	242 285
Interest paid	6	(17 102)	(7 485)	(9 573)	(12 623)
Profit before taxation		875 737	752 525	417 848	238 537
Taxation	7	266 818	228 135	3 129	3 071
Profit after taxation		608 919	524 390	414 719	235 466
Other comprehensive income					
Items that may be re-classified subsequently to profit or loss					
Movement on foreign currency translation reserve		6 205	6 223		
Movement on cash flow hedging reserve		(7 346)	8 787		
Other comprehensive income, net of taxation		(1 141)	15 010		
Total comprehensive income for the year		607 778	539 400		
Profit after taxation attributable to:					
Shareholders of Oceana Group Limited		573 931	491 016		
Non-controlling interests		34 988	33 374		
		608 919	524 390		
Total comprehensive income attributable to:					
Shareholders of Oceana Group Limited		572 790	506 026		
Non-controlling interests		34 988	33 374		
		607 778	539 400		
Earnings per share (cents)	8				
– Basic		571,6	489,5		
– Diluted		517,0	444,8		
Dividends per share (cents)	9	377,0	322,0		
– Interim paid		106,0	100,0		
– Final declared after reporting date		271,0	222,0		

** Restated due to the adoption of IFRS 11, refer to page 13.*

STATEMENTS OF FINANCIAL POSITION
at 30 September 2014

		Group			Company	
			Restated*	Restated*		
		2014	2013	2012	2014	2013
	Notes	R'000	R'000	R'000	R'000	R'000
ASSETS						
Non-current assets		**859 640**	814 277	753 728	**182 756**	171 474
Property, plant and equipment	10	**512 342**	458 200	422 105	**4 446**	10 722
Intangible assets	11	**97 625**	102 802	88 638	**2 289**	
Deferred taxation	12	**24 119**	28 502	21 849	**17 158**	19 357
Investments and loans	13	**113 965**	120 325	144 239	**100 424**	100 611
Interest in subsidiaries and joint ventures	14	**111 589**	104 448	76 897	**35 361**	35 361
Oceana Group Share Trust	15				**1 733**	2 820
Oceana Empowerment Trust	16				**21 345**	2 603
Current assets		**2 115 657**	2 019 292	1 766 292	**493 368**	822 060
Inventories	17	**838 615**	1 213 169	703 127		
Accounts receivable	18	**900 818**	681 872	785 651	**10 044**	5 674
Taxation		**32 221**	13 048	4 642	**4 205**	268
Amounts owing by subsidiaries and joint ventures	14				**381 660**	798 798
Cash and cash equivalents		**344 003**	111 203	272 872	**97 459**	17 320
Total assets		**2 975 297**	2 833 569	2 520 020	**676 124**	993 534
EQUITY AND LIABILITIES						
Capital and reserves		**1 746 906**	1 789 371	1 633 242	**555 800**	531 458
Share capital and premium	19	**35 245**	33 770	30 692	**156 237**	156 042
Foreign currency translation reserve		**11 708**	5 503	(720)		
Capital redemption reserve		**130**	130	130		
Cash flow hedging reserve	20	**1 842**	9 188	401		
Share-based payment reserve	26	**65 202**	59 337	57 144	**8 072**	6 599
Distributable reserve		**1 563 243**	1 620 682	1 496 893	**391 491**	368 817
Interest of own shareholders		**1 677 370**	1 728 610	1 584 540	**555 800**	531 458
Non-controlling interests		**69 536**	60 761	48 702		
Non-current liabilities		**439 403**	180 577	137 796	**34 439**	59 045
Liability for share-based payments	26	**81 188**	143 891	97 427	**34 439**	59 045
Long-term loan	21	**300 000**				
Deferred taxation	12	**58 215**	36 686	40 369		
Current liabilities		**788 988**	863 621	748 982	**85 885**	403 031
Accounts payable	22	**762 604**	576 131	646 852	**45 957**	44 563
Amounts owing to subsidiaries and joint ventures	14				**39 928**	101 468
Provisions	23	**9 168**	9 265	9 930		
Taxation		**17 216**	21 225	92 200		
Bank overdrafts			257 000			257 000
Total equity and liabilities		**2 975 297**	2 833 569	2 520 020	**676 124**	993 534

** Restated due to the adoption of IFRS 11, refer to page 13.*

STATEMENTS OF CHANGES IN EQUITY
for the year ended 30 September 2014

	Notes	Share capital and premium R'000	Foreign currency translation reserve R'000
Group			
Balance at 1 October 2012		30 692	(720)
Total comprehensive income for the year			6 223
Movement on foreign currency translation reserve			6 223
Movement on cash flow hedging reserve	20		
Profit after taxation			
Share options exercised		1 365	
Decrease in treasury shares held by share trusts		1 713	
Recognition of share-based payments	26		
Loss on sale of treasury shares			
Acquisition of additional shares in subsidiary			
Oceana Empowerment Trust dividend distribution			
Dividends	9		
Balance at 30 September 2013		33 770	5 503
Total comprehensive income for the year			**6 205**
Movement on foreign currency translation reserve			**6 205**
Movement on cash flow hedging reserve	20		
Profit after taxation			
Share options exercised		**195**	
Decrease in treasury shares held by share trusts		**1 280**	
Recognition of share-based payments	26		
Loss on sale of treasury shares			
Distribution to Oceana Empowerment Trust beneficiaries			
Oceana Empowerment Trust dividend distribution			
Dividends	9		
Balance at 30 September 2014		**35 245**	**11 708**
Company			
Balance at 1 October 2012		154 677	
Total comprehensive income for the year			
Share options exercised		1 365	
Recognition of share-based payments	26		
Dividends	9		
Balance at 30 September 2013		156 042	
Total comprehensive income for the year			
Share options exercised		**195**	
Recognition of share-based payments	26		
Dividends	9		
Balance at 30 September 2014		**156 237**	

Capital redemption reserve R'000	Cash flow hedging reserve R'000	Share-based payment reserve R'000	Distributable reserve R'000	Interest of own shareholders R'000	Non-controlling interests R'000	Total R'000
130	401	57 144	1 496 893	1 584 540	48 702	1 633 242
	8 787		491 016	506 026	33 374	539 400
				6 223		6 223
	8 787			8 787		8 787
			491 016	491 016	33 374	524 390
				1 365		1 365
				1 713		1 713
		2 193		2 193	18	2 211
			(470)	(470)		(470)
			(7 076)	(7 076)	(82)	(7 158)
			(2 711)	(2 711)		(2 711)
			(356 970)	(356 970)	(21 251)	(378 221)
130	9 188	59 337	1 620 682	1 728 610	60 761	1 789 371
	(7 346)		**573 931**	**572 790**	**34 988**	**607 778**
				6 205		**6 205**
	(7 346)			**(7 346)**		**(7 346)**
			573 931	**573 931**	**34 988**	**608 919**
				195		**195**
				1 280		**1 280**
		5 865		**5 865**	**10**	**5 875**
			(189)	**(189)**		**(189)**
			(291 524)	**(291 524)**		**(291 524)**
			(10 176)	**(10 176)**		**(10 176)**
			(329 481)	**(329 481)**	**(26 223)**	**(355 704)**
130	**1 842**	**65 202**	**1 563 243**	**1 677 370**	**69 536**	**1 746 906**
		6 536	558 540	719 753		719 753
			235 466	235 466		235 466
				1 365		1 365
		63		63		63
			(425 189)	(425 189)		(425 189)
		6 599	368 817	531 458		531 458
			414 719	414 719		414 719
				195		195
		1 473		1 473		1 473
			(392 045)	(392 045)		(392 045)
		8 072	391 491	555 800		555 800

STATEMENTS OF CASH FLOWS
for the year ended 30 September 2014

	Notes	Group 2014 R'000	Group Restated* 2013 R'000	Company 2014 R'000	Company 2013 R'000
Cash flow from operating activities					
Operating profit before joint venture income		**856 242**	713 513	**7 419**	9 510
Adjustment for non-cash and other items		**56 335**	148 692	**(19 735)**	22 296
Depreciation, amortisation and impairment		**113 623**	102 368	**5 763**	4 210
Share-based payment expense		**25 100**	154 734	**8 252**	64 592
Cash-settled share-based payment		**(81 928)**	(106 059)	**(33 753)**	(46 506)
Net (surplus)/loss on disposal of property, plant and equipment		**(200)**	67	**3**	
Loss on disposal of intangible assets		**8**			
Surplus on disposal of fishing right			(2 418)		
Surplus on disposal of joint venture		**(268)**			
Cash operating profit before working capital changes		**912 577**	862 205	**(12 316)**	31 806
Working capital changes	A	**325 800**	(468 732)	**(3 443)**	13 485
Cash generated from/(utilised in) operations		**1 238 377**	393 473	**(15 759)**	45 291
Investment income received		**24 476**	9 886	**411 893**	233 272
Interest paid		**(17 102)**	(7 485)	**(9 573)**	(12 623)
Taxation paid	B	**(264 090)**	(317 873)	**(4 099)**	(10 522)
Distribution to Oceana Empowerment Trust beneficiaries		**(291 524)**			
Dividends paid	C	**(365 880)**	(380 932)	**(392 045)**	(425 189)
Net cash inflow/(outflow) from operating activities		**324 257**	(302 931)	**(9 583)**	(169 771)
Cash (outflow)/inflow from investing activities		**(147 383)**	(128 265)	**408 067**	(324 687)
Replacement capital expenditure		**(134 358)**	(103 990)	**(1 000)**	(8 776)
Expansion capital expenditure		**(24 592)**	(23 182)		
Replacement of intangible assets		**(4 436)**		**(779)**	
Proceeds on disposal of property, plant and equipment		**990**	3 800		
Proceeds on disposal of fishing right			2 418		
Acquisition of businesses	D		(10 450)		
Acquisition of fishing rights			(26 695)		
Repayment received on preference shares		**8 573**	39 377	**8 573**	39 377
Net movement on loans and advances		**6 172**	(5 848)	**(17 931)**	2 467
Acquisition of additional shares in subsidiary	E		(7 158)		
Loss of control over subsidiary	F		3 490		
Disposal/(acquisition) of joint venture		**268**	(27)		
Additions of investment				**(1)**	
Movement on amounts owing by subsidiaries and joint ventures				**419 205**	(357 755)
Cash inflow/(outflow) from financing activities		**310 471**	10 908	**(61 345)**	74 969
Proceeds from issue of share capital		**1 286**	2 608	**195**	1 365
Short-term borrowings raised		**9 185**	8 300		
Long-term loan raised		**300 000**			
Movement on amounts owing to subsidiaries and joint ventures				**(61 540)**	73 604
Net increase/(decrease) in cash and cash equivalents		**487 345**	(420 288)	**337 139**	(419 489)
Net cash and cash equivalents at the beginning of the year		**(145 797)**	272 872	**(239 680)**	179 809
Effect of exchange rate changes		**2 455**	1 619		
Net cash and cash equivalents at the end of the year	G	**344 003**	(145 797)	**97 459**	(239 680)

** Restated due to the adoption of IFRS 11, refer to page 13.*

NOTES TO THE STATEMENTS OF CASH FLOWS
for the year ended 30 September 2014

		Group 2014 R'000	Group Restated* 2013 R'000	Company 2014 R'000	Company 2013 R'000
A.	**WORKING CAPITAL CHANGES**				
	Inventories	**374 554**	(510 349)		
	Accounts receivable	**(218 556)**	82 644	**(4 370)**	2 316
	Accounts payable and provisions	**177 148**	(49 814)	**927**	11 169
	(Decrease)/increase in cash flow hedging reserve	**(7 346)**	8 787		
	Total working capital changes	**325 800**	(468 732)	**(3 443)**	13 485
B.	**TAXATION PAID**				
	Net amount (unpaid)/overpaid at the beginning of the year	**(8 177)**	(87 408)	**268**	(367)
	Charged to profit or loss (note 7)	**(240 906)**	(238 471)	**(162)**	(9 887)
	Exchange rate difference	**(2)**	(171)		
	Net amount (overpaid)/unpaid at the end of the year	**(15 005)**	8 177	**(4 205)**	(268)
	Cash amounts paid	**(264 090)**	(317 873)	**(4 099)**	(10 522)
C.	**DIVIDENDS PAID**				
	Oceana Empowerment Trust dividend distribution	**(10 176)**	(2 711)		
	Dividends	**(329 481)**	(356 970)	**(392 045)**	(425 189)
	Dividends paid to non-controlling interests	**(26 223)**	(21 251)		
	Cash amounts paid	**(365 880)**	(380 932)	**(392 045)**	(425 189)
D.	**ACQUISITION OF BUSINESSES**				
	Contingent purchase consideration		(10 450)		
	Cash movement on acquisition of businesses		(10 450)		
E.	**ACQUISITION OF ADDITIONAL SHARES IN SUBSIDIARY**				
	In January 2013 the group acquired an additional effective 10% of Erongo Sea Products (Pty) Ltd from a non-controlling shareholder. The group now owns 58% of Erongo Sea Products.				
	Cash consideration transferred		7 158		
	Less: value of non-controlling interest acquired		(82)		
	Excess paid		7 076		
	The excess paid was taken directly to equity as required by IAS 27 Consolidated and Separate Financial Statements.				
F.	**LOSS OF CONTROL OVER SUBSIDIARY**				
	Property, plant and equipment		12		
	Inventories		802		
	Accounts receivable		22 850		
	Accounts payable and provisions		(20 174)		
	Bank overdrafts		(3 490)		
	Proceeds received on loss of control over subsidiary				
	Add: bank overdrafts disposed		3 490		
	Net cash inflow on loss of control over subsidiary		3 490		
G.	**NET CASH AND CASH EQUIVALENTS**				
	Cash and cash equivalents	**344 003**	111 203	**97 459**	17 320
	Bank overdrafts		(257 000)		(257 000)
		344 003	(145 797)	**97 459**	(239 680)

Explanatory notes to D. Acquisition of businesses
On 18 September 2012, the group acquired certain hake and horse mackerel fishing rights and related assets, as well as the cold storage business from the Lusitania group and associated companies. The initial accounting for the acquisition was only provisionally determined as at 30 September 2012, and was finalised in the 2013 financial year. No adjustments were effected to the provisional values.

Explanatory notes to F. Change of control of subsidiary to joint venture
With effect from 31 January 2013, the group's interest in Oceana International Limited reduced from 100% to 50% through the issue of new shares to an outside party. Oceana International Limited has been equity accounted since the change in shareholding.

** Restated due to the adoption of IFRS 11, refer to page 13.*

		Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
1.	**REVENUE**				
	The main categories of revenue are set out below:				
	Sale of goods				
	Canned fish and fishmeal	**3 086 476**	2 631 686		
	Horse mackerel and hake	**1 203 470**	1 373 824		
	Lobster, squid and French fries	**405 497**	369 394		
	Rendering of services				
	Commercial cold storage	**343 691**	326 320		
	Management fees from subsidiaries and joint ventures			**129 983**	157 544
		5 039 134	4 701 224	**129 983**	157 544
2.	**OPERATING PROFIT BEFORE JOINT VENTURE INCOME**				
	Operating profit before joint venture income is arrived at after taking into account the following items:				
	Income				
	Directors' fees from a joint venture			**28**	54
	Foreign exchange gain	**37 196**	43 293		1 395
	Net surplus on disposal of property, plant and equipment and intangible assets	**192**			
	Net surplus on disposal of joint venture	**268**			
	Surplus on disposal of fishing right		2 418		
	Expenditure				
	Auditor's remuneration				
	Fees for audit – current year	**5 097**	4 872	**1 091**	896
	Fees for audit – prior year underprovision	**99**	46		2
	Expenses	**21**	13	**6**	8
	Other services	**1 933**	1 650	**890**	730
		7 150	6 581	**1 987**	1 636
	Depreciation of property, plant and equipment				
	Buildings	**6 403**	5 614		
	Plant, equipment and motor vehicles	**44 303**	48 021	**2 257**	4 210
	Fishing vessels and nets	**40 496**	33 558		
		91 202	87 193	**2 257**	4 210
	Amortisation of intangible assets				
	Fishing rights	**16 981**	15 175		
	Computer software	**5 440**		**3 506**	
		22 421	15 175	**3 506**	
	Administrative, technical and secretarial fees	**20 143**	17 994	**4 137**	3 921
	Foreign exchange loss			**30**	
	Operating lease expenses				
	Properties	**44 938**	44 669	**3 108**	2 874
	Equipment and vehicles	**9 516**	8 557		
	Employment costs	**638 452**	553 816	**64 179**	46 304
	Net loss on disposal of property, plant and equipment		67	**3**	
	Retirement costs	**37 201**	34 807	**5 343**	4 675
	Share-based payments – cash-settled compensation scheme	**19 225**	152 523	**6 869**	64 529
	Share-based payments – equity-settled compensation scheme	**2 379**		**1 051**	
	Share-based payments – Oceana Empowerment Trust	**3 496**	2 211	**332**	63

** Restated due to the adoption of IFRS 11, refer to page 13.*

		Group 2014 R'000	Group 2013* R'000
3.	**SEGMENTAL RESULTS**		
	Revenue		
	Canned fish and fishmeal	3 086 476	2 631 686
	Horse mackerel and hake	1 203 470	1 373 824
	Lobster, squid and French fries	405 497	369 394
	Commercial cold storage	343 691	326 320
	Total	5 039 134	4 701 224
	Operating profit before abnormal items		
	Canned fish and fishmeal	380 931	214 914
	Horse mackerel and hake	347 251	422 504
	Lobster, squid and French fries	44 870	23 343
	Commercial cold storage	106 514	82 798
	Total	879 566	743 559
	Total assets		
	Canned fish and fishmeal	1 550 944	1 774 724
	Horse mackerel and hake	588 916	462 955
	Lobster, squid and French fries	112 746	100 257
	Commercial cold storage	240 610	235 608
	Financing	457 962	231 523
		2 951 178	2 805 067
	Deferred taxation	24 119	28 502
	Total	2 975 297	2 833 569
	Total liabilities		
	Canned fish and fishmeal	556 434	476 028
	Horse mackerel and hake	183 108	149 596
	Lobster, squid and French fries	49 402	41 460
	Commercial cold storage	55 747	67 129
	Financing	325 485	273 299
		1 170 176	1 007 512
	Deferred taxation	58 215	36 686
	Total	1 228 391	1 044 198
	Interest in joint venture		
	Canned fish and fishmeal	76 176	65 368
	Horse mackerel and hake	35 412	39 079
	Lobster, squid and French fries	1	1
		111 589	104 448
	Revenue per region[1]		
	South Africa and Namibia	3 765 211	3 315 628
	Other Africa	499 418	821 066
	Europe	436 522	327 104
	Far East	291 834	205 114
	Other	46 149	32 312
		5 039 134	4 701 224

The segments have been identified based on the different products and services sold by the group.

No geographical segment report is presented as operations are predominantly in South Africa and Namibia.

Revenue excludes the following inter-segmental revenues in South Africa and Namibia which are eliminated on consolidation:

Canned fish and fishmeal R0,1 million (2013: R5,4 million), horse mackerel and hake R27,7 million (2013: R29,1 million) and commercial cold storage R49,3 million (2013: R30,4 million).

Note:

[1] Revenue per region discloses the region in which product is sold.
** Restated due to the adoption of IFRS 11, refer to page 13.*

		Group		Company	
		2014 R'000	2013* R'000	**2014 R'000**	2013 R'000
4.	**ABNORMAL ITEMS**				
	Impairment of investment in Oceana Empowerment Trust			**276**	635
				276	635
5.	**INVESTMENT INCOME**				
	Dividend income				
	Subsidiaries			**401 829**	220 437
	Interest received				
	Subsidiaries			**8 396**	7 691
	Bank and short-term deposits	**2 573**	5 666	**1 538**	4 802
	Preference share dividends	**8 385**	9 013	**8 385**	9 013
	Unlisted investments	**1 039**	1 337		
	Other	**1 276**	435	**130**	342
		13 273	16 451	**420 278**	242 285
6.	**INTEREST PAID**				
	Subsidiaries			**5 305**	6 800
	Bank	**16 051**	6 390	**4 226**	5 823
	Other	**1 051**	1 095	**42**	
		17 102	7 485	**9 573**	12 623
7.	**TAXATION**				
7.1	***South African current taxation***				
	Current year	**137 850**	130 348		9 773
	Adjustments in respect of previous years	**1 358**	(5 078)	**12**	(21)
		139 208	125 270	**12**	9 752
7.2	***Foreign current taxation***				
	Current year	**92 426**	109 060		
	Adjustments in respect of previous years	**(14)**	331		
	Withholding tax	**9 286**	3 810	**150**	135
		240 906	238 471	**162**	9 887
7.3	***South African deferred taxation***				
	Current year	**28 598**	(13 918)	**2 970**	(6 802)
	Adjustments in respect of previous years	**(3 746)**	3 404	**(3)**	(14)
7.4	***Foreign deferred taxation***				
	Current year	**1 065**	1 334		
	Adjustments in respect of previous years	**(5)**	(451)		
	Adjustment in respect of change in tax rate		(705)		
	Taxation charge	**266 818**	228 135	**3 129**	3 071

** Restated due to the adoption of IFRS 11, refer to page 13.*

		Group 2014 %	Group 2013* %	Company 2014 %	Company 2013 %
7.	**TAXATION** *continued*				
7.5	***The reconciliation of the effective rate of taxation charge with the South African company income tax rate is as follows:***				
	Effective rate of taxation	**30,5**	30,3	**0,7**	1,3
	Adjustment to rate due to:				
	Dividend income	**0,9**	1,3	**27,5**	27,0
	Net effect of tax losses	**(0,1)**	(0,1)		
	Adjustment in respect of previous years	**0,3**	0,2		
	Adjustment in respect of change in tax rate		0,1		
	Foreign taxation rate differentials and withholding taxes	**(3,3)**	(3,9)		(0,1)
	Joint venture income	**0,7**	1,1		
	Abnormal items				(0,1)
	Expenses not allowable for taxation and other	**(1,0)**	(1,0)	**(0,2)**	(0,1)
	South African company income tax rate	**28,0**	28,0	**28,0**	28,0

		Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
7.6	***The group's and company's share of tax losses available as a deduction from their future taxable incomes amounted to:***				
	South African	**41 592**	13 891	6 674	
	Foreign	**40 418**	24 960		
	Total	**82 010**	38 851	6 674	
	Tax savings effect:				
	Before deferred taxation	**24 984**	12 376	1 869	
	After deferred taxation	**2 904**	2 088		

		Number of shares 2014	Number of shares 2013*
8.	**EARNINGS PER SHARE**		
8.1	***Calculation of weighted average number of ordinary shares***		
	Weighted average number of ordinary shares	**119 525 960**	119 451 349
	Less weighted average:		
	Treasury shares held by Oceana Empowerment Trust	**(14 014 670)**	(14 038 527)
	Treasury shares held by Oceana Brands Limited	**(5 094 350)**	(5 094 350)
	Treasury shares held by Oceana Group Share Trust	**(16 500)**	(16 500)
	Weighted average number of ordinary shares used in the calculation of basic earnings per share	**100 400 440**	100 301 972
	Shares deemed to be issued for no consideration in respect of unexercised share options	**10 609 009**	10 100 067
	Weighted average number of ordinary shares used in the calculation of diluted earnings per share	**111 009 449**	110 402 039

* *Restated due to the adoption of IFRS 11, refer to page 13.*

	Group			
	Gross of tax 2014 R'000	Net of tax 2014 R'000	Gross of tax 2013 R'000	Net of tax 2013 R'000
8. EARNINGS PER SHARE *continued*				
8.2 Determination of headline earnings				
Profit after taxation attributable to shareholders of Oceana Group Limited		**573 931**		491 016
Adjusted for:				
Compensation from third party for property, plant and equipment impaired	**(11 370)**	**(8 186)**		
Surplus on disposal of joint venture	**(268)**	**(218)**		
Headline earnings adjustments – joint ventures	**2 141**	**1 850**		
Surplus on disposal of fishing right			(2 418)	(1 741)
Net (surplus)/loss on disposal of property, plant and equipment and intangible assets	**(192)**	**(139)**	67	50
Headline earnings for the year		**567 238**		489 325
Headline earnings per share (cents)				
– Basic		**565,0**		487,9
– Diluted		**511,0**		443,2

	Group		Company	
	2014 R'000	2013 R'000	2014 R'000	2013 R'000
9. DIVIDENDS				
Final of 222 cents per share declared on 7 November 2013, paid 13 January 2014 (2013: 256 cents)	**222 951**	256 643	**265 348**	305 739
Interim of 106 cents per share declared on 8 May 2014, paid 30 June 2014 (2013: 100 cents)	**106 530**	100 327	**126 697**	119 450
Dividends paid during the year	**329 481**	356 970	**392 045**	425 189
Final of 271 cents (2013: 222 cents) per share declared on 6 November 2014, payable on 19 January 2015 based on number of shares in issue on 6 November 2014				
Dividend declared and not accrued after reporting date	**272 389**	222 951	**323 916**	265 348

	Group				
	Freehold land and buildings R'000	Leasehold land and buildings R'000	Plant, equipment and vehicles R'000	Fishing vessels and nets R'000	Total R'000
10. PROPERTY, PLANT AND EQUIPMENT					
Cost					
At 1 October 2012*	60 892	102 199	580 892	412 040	1 156 023
Additions	232	7 486	56 523	62 931	127 172
Disposals			(7 480)	(26 352)	(33 832)
Exchange differences			10		10
At 30 September 2013*	61 124	109 685	629 945	448 619	1 249 373
At 1 October 2013*	**61 124**	**109 685**	**629 945**	**448 619**	**1 249 373**
Transfer to intangible assets			**(45 299)**		**(45 299)**
Additions	**3 181**	**9 346**	**42 166**	**104 257**	**158 950**
Disposals			**(9 175)**	**(23 174)**	**(32 349)**
At 30 September 2014	**64 305**	**119 031**	**617 637**	**529 702**	**1 330 675**

** Restated due to the adoption of IFRS 11, refer to page 13.*

10. PROPERTY, PLANT AND EQUIPMENT

continued

	Group Freehold land and buildings R'000	Leasehold land and buildings R'000	Plant, equipment and vehicles R'000	Fishing vessels and nets R'000	Total R'000
Accumulated depreciation and impairment					
At 1 October 2012*	14 996	77 485	394 876	246 561	733 918
Depreciation for the year	1 799	3 815	48 021	33 558	87 193
Disposals			(7 071)	(22 875)	(29 946)
Exchange differences			8		8
At 30 September 2013*	16 795	81 300	435 834	257 244	791 173
At 1 October 2013*	**16 795**	**81 300**	**435 834**	**257 244**	**791 173**
Transfer to intangible assets			**(32 483)**		**(32 483)**
Depreciation for the year	**2 040**	**4 363**	**44 303**	**40 496**	**91 202**
Disposals			**(8 666)**	**(22 893)**	**(31 559)**
At 30 September 2014	**18 835**	**85 663**	**438 988**	**274 847**	**818 333**
Carrying value					
At 1 October 2012*	45 896	24 714	186 016	165 479	422 105
At 30 September 2013*	44 329	28 385	194 111	191 375	458 200
At 30 September 2014	**45 470**	**33 368**	**178 649**	**254 855**	**512 342**

The insured value of the group's property, plant and equipment at 30 September 2014 amounted to R3,8 billion (2013: R3,5 billion).

Details of land and buildings mentioned above are included in registers which are available on request for inspection at the registered office of the company. The group does not hold any investment properties.

	Company R'000
Plant, equipment and motor vehicles	
Cost	
At 1 October 2012	24 347
Additions	8 776
At 30 September 2013	33 123
At 1 October 2013	**33 123**
Transfer to intangible assets	**(18 598)**
Additions	**1 000**
Disposals	**(973)**
At 30 September 2014	**14 552**
Accumulated depreciation	
At 1 October 2012	18 191
Depreciation for the year	4 210
At 30 September 2013	22 401
At 1 October 2013	**22 401**
Transfer to intangible assets	**(13 582)**
Depreciation for the year	**2 257**
Disposals	**(970)**
At 30 September 2014	**10 106**
Carrying value	
At 1 October 2012	6 156
At 30 September 2013	10 722
At 30 September 2014	**4 446**

** Restated due to the adoption of IFRS 11, refer to page 13.*

		Group				
		Goodwill R'000	Trademark R'000	Fishing rights R'000	Computer software R'000	Total R'000
11.	**INTANGIBLE ASSETS**					
	Cost					
	At 1 October 2012	27 630	19 434	73 262		120 326
	Additions			26 695		26 695
	Exchange difference		2 644			2 644
	At 30 September 2013	27 630	22 078	99 957		149 665
	At 1 October 2013	**27 630**	**22 078**	**99 957**		**149 665**
	Transfer from property, plant and equipment				**45 299**	**45 299**
	Additions				**4 436**	**4 436**
	Disposals				**(10)**	**(10)**
	At 30 September 2014	**27 630**	**22 078**	**99 957**	**49 725**	**199 390**
	Accumulated amortisation and impairment					
	At 1 October 2012	17 630	13 205	853		31 688
	Amortisation for the year			15 175		15 175
	At 30 September 2013	17 630	13 205	16 028		46 863
	At 1 October 2013	**17 630**	**13 205**	**16 028**		**46 863**
	Transfer from property, plant and equipment				**32 483**	**32 483**
	Amortisation for the year			**16 981**	**5 440**	**22 421**
	Disposals				**(2)**	**(2)**
	At 30 September 2014	**17 630**	**13 205**	**33 009**	**37 921**	**101 765**
	Carrying value					
	At 1 October 2012	10 000	6 229	72 409		88 638
	At 30 September 2013	10 000	8 873	83 929		102 802
	At 30 September 2014	**10 000**	**8 873**	**66 948**	**11 804**	**97 625**

Goodwill

Goodwill arose during the 2012 financial year on the acquisition of the V&A Cold Store from the Lusitania group. Goodwill relating to the acquisition of Glenryck Foods Limited, in the United Kingdom (UK), has been impaired in full.

Trademark

The trademark relates to the Glenryck brand of canned fish in the UK market. The recoverable amount of the trademark was determined by assessing the present value of the future cash flows of royalty income to be derived from the Glenryck brand. During the 2012 year, as a result of difficult trading conditions and the poor economic circumstances prevailing in the UK, an impairment was recognised. The key assumptions used in the calculation were the sales volume and price growth rates of 3%, which were based on forecasts of performance in terms of the revised business model, and a royalty fee. A discount rate of 25% was used which reflected the operating characteristics of the business and the environment in which it operates. No further impairment was required in the current year.

Fishing rights

During the financial year, additional hake fishing rights were purchased from an associate company of the Lusitania group and pilchard and anchovy rights were acquired from another rights holder. Fishing rights are amortised over the remaining period of the respective rights. Hake, pilchard and anchovy rights are due for renewal in December 2020.

	Company R'000
11. INTANGIBLE ASSETS *continued*	
Computer software	
Cost	
At 1 October 2013	
Transfers from intangible assets	18 598
Additions	779
At 30 September 2014	19 377
Accumulated amortisation	
At 1 October 2013	
Transfers from intangible assets	13 582
Amortisation for the year	3 506
At 30 September 2014	17 088
Carrying value	
At 30 September 2014	2 289

	Group		Company	
	2014 R'000	2013* R'000	**2014 R'000**	2013 R'000
12. DEFERRED TAXATION				
Deferred tax assets	24 119	28 502	17 158	19 357
Deferred tax liabilities	(58 215)	(36 686)		
Net deferred tax (liability)/asset	(34 096)	(8 184)	17 158	19 357
Net (liability)/asset at the beginning of the year	(8 184)	(18 520)	19 357	11 511
Transferred from subsidiary			768	1 030
Adjustment in respect of change in tax rate		705		
(Debited)/credited to the statement of comprehensive income	(25 912)	9 631	(2 967)	6 816
Net (liability)/asset at the end of the year	(34 096)	(8 184)	17 158	19 357
Comprising:				
Property, plant and equipment	(48 492)	(29 942)		
Estimated taxation loss	22 080	10 288	1 869	
Provisions and other credit balances	21 610	27 658	15 289	19 357
Section 24P allowances, prepayments and other	(29 294)	(16 188)		
	(34 096)	(8 184)	17 158	19 357
Aggregate amount of unused tax losses for which no deferred tax asset is recognised in the statement of financial position	10 374	14 339		
13. INVESTMENTS AND LOANS				
Gross loans	21 148	27 738	328	328
Less: Provisions for irrecoverable loans	(7 279)	(7 696)		
Net loans	13 869	20 042	328	328
Preference shares	99 492	99 680	99 492	99 680
Other investments	604	603	604	603
	113 965	120 325	100 424	100 611

Interest amounting to Rnil (2013: R77 179) was recognised in respect of impaired loans.

Company loans consist of an unsecured, interest-free loan with no fixed terms of repayment to a company in which the group holds a 5,3% (2013: 5,3%) equity share. No impairment provision is required in respect of this loan.

Group gross loans consist of secured and unsecured loans, and bear interest at rates ranging from interest free to 10,25% (2013: 9,5%). Loans on which repayments are overdue or for which recoverability is in doubt, based on information at hand, have been impaired.

** Restated due to the adoption of IFRS 11, refer to page 13.*

		Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
13.	**INVESTMENTS AND LOANS** *continued*				
	Movement in net loans				
	Balance at the beginning of the year	**20 042**	14 196	**328**	328
	Advances	**1 363**	14 647		
	Interest charged	**1 005**	1 000		
	Loans repaid	**(5 839)**	(9 615)		
	Current portion transferred to accounts receivable	**(3 119)**			
	Movement in provisions for irrecoverable loans	**417**	(186)		
	Balance at the end of the year	**13 869**	20 042	**328**	328
	Movement in provisions for irrecoverable loans				
	Balance at the beginning of the year	**7 696**	7 510		
	Impairment losses recognised		186		
	Current portion transferred to accounts receivable	**(417)**			
	Balance at the end of the year	**7 279**	7 696		

The preference shares are cumulative redeemable "B" preference shares in Oceana SPV Proprietary Limited, a wholly owned subsidiary of Brimstone Investment Corporation Limited, with a coupon rate of 95% of the prime overdraft rate and a 20-year term which expires on 26 September 2026. Carrying value includes preference dividends accrued less repayments received. Redemption of the preference shares and payment of the preference dividends rank behind the "A" preference shares held by The Standard Bank of South Africa Limited in Oceana SPV Proprietary Limited.

		Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
	Movement in preference shares				
	Balance at the beginning of the year	**99 680**	130 044	99 680	130 044
	Accrued preference dividends	**8 385**	9 013	8 385	9 013
	Repayments received	**(8 573)**	(39 377)	(8 573)	(39 377)
	Balance at the end of the year	**99 492**	99 680	99 492	99 680
14.	**INTEREST IN SUBSIDIARIES AND JOINT VENTURES**				
	Shares at cost, less amounts written off	**22 955**	22 955	**35 361**	35 361
	Amounts owing by			**381 660**	798 798
	Share of accumulated profits and reserves since acquisition	**88 634**	81 493		
		111 589	104 448	**417 021**	834 159
	Amounts owing to			**(39 928)**	(101 468)
		111 589	104 448	**377 093**	732 691

Loans to and from subsidiaries and joint ventures are unsecured and payable on demand. A working capital loan to Lucky Star Limited to fund inventory purchases bears interest at rates in line with the prevailing market rate, which was 6,5% (2013: 6,1%) at the reporting date. Other loans to and from wholly owned South African subsidiaries are interest-free. Interest rates on other loans are floating and approximate prevailing market rates.

** Restated due to the adoption of IFRS 11, refer to page 13.*

	Group 2014 R'000	2013* R'000
14. INTEREST IN SUBSIDIARIES AND JOINT VENTURES *continued*		
The trading results of the joint venture companies whose results are equity accounted in the consolidated financial statements are as follows:		
Revenue (100%)	923 952	976 925
Profit for the year (100%)	49 751	62 244
Profit attributable to ordinary shareholders of Oceana Group Ltd	23 324	30 046
Share of joint venture companies income/(losses)		
Etosha Fisheries Holding Company (Pty) Ltd	13 663	9 476
Blue Atlantic Trading (Pty) Ltd		(1 220)
Oceana International Ltd	9 661	21 790
Less: Dividends received	(2 856)	(2 447)
	20 468	27 599

Summarised financial information in respect of the group's material joint ventures is set out below. The summarised financial information represents amounts shown in the joint venture's financial statements prepared in accordance with IFRS's (adjusted by the group for equity accounting purposes).

Etosha Fisheries Holding Company (Pty) Ltd	2014 R'000	2013 R'000
Current assets	321 789	205 093
Non-current assets	48 691	39 548
Current liabilities	193 100	92 128
Non-current liabilities	7 724	6 927
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents		12 807
Bank overdraft	130 157	68 112
Non-current financial liabilities (excluding trade and other payables and provisions)	7 724	6 927
Revenue	347 956	303 644
Profit or loss from continuing operations	30 430	21 106
Profit for the year	30 430	21 106
Total comprehensive income for the year	30 430	21 106
Dividends received from the joint venture during the year	2 856	2 447
The above profit for the year include the following:		
Depreciation	4 563	2 228
Interest income	3	43
Interest expense	3 465	4 225
Income tax expense	10 657	6 358
Reconciliation of the above summarised financial information to carrying amount of the interest in joint venture recognised in the consolidated financial statements:		
Net assets of joint venture	169 656	145 586
Proportion of the group's ownership interest in the joint venture	44,9%	44,9%
Carrying amount of the group's interest in the joint venture	76 176	65 368

** Restated due to the adoption of IFRS 11, refer to page 13.*

		2014 R'000	2013 R'000
14.	**INTEREST IN SUBSIDIARIES AND JOINT VENTURES** *continued*		
	Oceana International Ltd		
	Current assets	**163 396**	92 379
	Non-current assets		3
	Current liabilities	**92 572**	47 692
	The above amounts of assets and liabilities include the following:		
	Cash and cash equivalents		13 415
	Bank overdraft	**67 689**	
	Revenue	**568 260**	439 942
	Profit from continuing operations	**19 321**	43 580
	Profit for the year	**19 321**	43 580
	Total comprehensive income for the year	**19 321**	43 580
	The above profit for the year include the following:		
	Depreciation	**3**	11
	Interest expense	**827**	246
	Reconciliation of the above summarised financial information to carrying amount of the interest in joint venture recognised in the consolidated financial statements:		
	Net assets of joint venture	**70 824**	44 690
	Proportion of the group's ownership interest in the joint venture	**50%**	50%
	Carrying amount of the group's interest in the joint venture	**35 412**	22 345
	Aggregate information of joint ventures that are not individually material		
	The group's share of loss from continuing operations		1 221
	The group's share of total comprehensive loss		1 221
	Aggregate amount of the group's interest in these joint ventures		16 732

The results of Etosha Fisheries Holdings Company, Oceana International and Romano Paulo for the 12 months ended 30 September 2014 have been used in preparation of these financial statements. These results represent the latest available financial information which have been subject to an audit by the joint venture company auditors.

Details of subsidiary and joint venture companies are set out in separate schedules on page 50 of these financial statements.

15. OCEANA GROUP SHARE TRUST

The Oceana Group Share Trust was formed to finance the purchase of shares in the company by employees of the group. The loans are secured by pledge of the shares purchased in terms of the scheme and are repayable within 10 years.

	Company 2014 R'000	Company 2013 R'000
Interest-bearing at 6,5% per annum (2013: 6,5%)	**1 733**	2 820

16. OCEANA EMPOWERMENT TRUST

	Company 2014 R'000	Company 2013 R'000
Capital contribution	**21 345**	2 603

The Oceana Empowerment Trust (formerly Khula Trust) was formed in 2006 to hold shares in the company for allocation to qualifying black employees. The trust is funded by capital contributions from the company and participating South African subsidiary companies originally in 2006 and again in 2014 which resulted in the extension of the lock-in period.

The capital contribution plus a return of 7,46% will be repaid by the trust from dividends received from the company and from the proceeds of shares realised on behalf of qualifying employees after the 14-year (2013: 10-year) lock-in period or on behalf of the beneficiaries of deceased qualifying employees.

	Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
17. INVENTORIES				
Raw materials	**41 178**	38 662		
Finished goods	**735 260**	1 116 842		
Consumable stores and work in progress	**62 177**	57 665		
	838 615	1 213 169		

Finished goods include inventory held at net realisable value of Rnil (2013: R19 680 000).

The amount of inventory recognised as an expense during the year was R2,772 billion (2013: R2,583 billion).

	Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
18. ACCOUNTS RECEIVABLE				
Net trade receivables	**693 438**	516 030		
Gross trade receivables	**701 884**	524 916		
Less: Allowance for credit notes	**(6 985)**	(8 209)		
Less: Provisions for irrecoverable trade receivables	**(1 461)**	(677)		
Net short-term loans and advances	**10 932**	5 014		
Gross short-term loans and advances	**12 175**	8 047		
Less: Provisions for irrecoverable loans and advances	**(1 243)**	(3 033)		
Amount owing by foreign suppliers	**26 132**	55 437		
Value added taxation	**58 209**	28 471	**2 447**	
Accrued income and other	**85 363**	41 225	**5 846**	3 759
Prepayments	**26 744**	35 695	**1 751**	1 915
	900 818	681 872	**10 044**	5 674

** Restated due to the adoption of IFRS 11, refer to page 13.*

		Group	
		Trade receivables 2014 R'000	Trade receivables 2013* R'000
18.	**ACCOUNTS RECEIVABLE** *continued*		
	The analysis of group trade receivables not impaired is as follows:		
	Not past due	651 688	489 876
	Ageing of trade and other receivables which are past due and not impaired		
	30 days	33 004	21 830
	60 days	4 898	3 748
	90 days	3 196	471
	120 days		100
	150 days and over	652	5
		693 438	516 030

The granting of credit is controlled by application and credit-vetting procedures which are reviewed and updated on an ongoing basis. Credit risk is reduced by other measures depending on the nature of the customer and market. Credit exposure relating to the domestic fast-moving consumer goods (FMCG) and retail market, other than blue-chip customers, is largely covered by credit guarantee insurance. Exports are normally on letter of credit and in some cases are on a prepaid basis. Exports to African countries in which satisfactory credit guarantee insurance or letter of credit facilities are not available are on open account and are subject to strict credit limits. Cold storage trade receivables are covered by a lien over customer's product held in storage. Individual customer default risks as well as country risks are closely monitored and provisions adjusted accordingly.

Amounts owing by foreign suppliers arise from the sale of raw materials, sourced by the group, to foreign suppliers for processing into fishing goods. Individual customer/supplier default risks as well as country risks are closely monitored.

In determining the recoverability of trade receivables and amounts owing by foreign suppliers, management considers any change in the credit quality of the account from the date credit was initially granted up to the reporting date, taking into account credit guarantee cover, lien over customer's product or other collateral held.

** Restated due to the adoption of IFRS 11, refer to page 13.*

	Group 2014 R'000	Group 2013* R'000
18. ACCOUNTS RECEIVABLE *continued*		
Movement in provisions for irrecoverable trade receivables		
Balance at the beginning of the year	677	1 834
Irrecoverable amounts written off against the provision	(49)	(319)
Impairment losses recognised/(reversed)	833	(838)
Balance at the end of the year	1 461	677
Concentration of credit risk in trade receivables		
By geographical region		
South Africa and Namibia	497 017	428 066
Other Africa	57 397	20 787
Europe	88 536	50 012
Far East and other	50 488	17 165
Trade receivables	693 438	516 030
By customer sector		
Domestic FMCG, wholesale, retail (blue-chip or insured)	605 881	434 743
Cold storage (secured by lien)	45 405	51 101
Exports on letter of credit/cash with documents	37 049	26 813
Open account	5 103	3 373
Trade receivables	693 438	516 030
Movement in provisions for irrecoverable loans and advances		
Balance at the beginning of the year	3 033	5 527
Impairment losses reversed	(2 208)	(1 383)
Irrecoverable accounts written off against the provision		(1 111)
Current portion of provision transferred from investments and loans	418	
Balance at the end of the year	1 243	3 033

There was one customer (2013: one customer) with a balance in excess of 10% of the total trade receivables at the reporting date.

Short-term loans and advances are provided to joint venture partners and quota holders to assist in acquiring fishing vessels or to provide working capital. Interest is charged at rates which vary between the prime interest rate charged by banks and prime plus 2%.

Provisions are raised for all trade receivables and short-term loans and advances which are considered irrecoverable.

The carrying value of accounts receivable approximates their fair value.

	Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
19. SHARE CAPITAL AND PREMIUM				
19.1 Ordinary shares of 0,1 cent each				
Authorised share capital:				
200 000 000 (2013: 200 000 000) shares	200	200	200	200
Issued share capital:				
119 526 157 (2013: 119 514 157)				
Shares	120	120	120	120
Share premium	156 117	155 922	156 117	155 922
	156 237	156 042	156 237	156 042
Less: Treasury shares				
19 013 785 (2013: 19 097 817) shares	(120 992)	(122 272)		
	35 245	33 770	156 237	156 042

** Restated due to the adoption of IFRS 11, refer to page 13.*

	Group 2014	Group 2013*	Company 2014	Company 2013
	Number of shares		Number of shares	
19. SHARE CAPITAL AND PREMIUM *continued*				
19.1 Ordinary shares of 0,1 cent each *continued*				
Treasury shares comprise shares held by:				
Oceana Empowerment Trust	**13 902 935**	13 986 967		
Oceana Brands Limited	**5 094 350**	5 094 350		
Oceana Group Share Trust	**16 500**	16 500		
	19 013 785	19 097 817		
19.2 Unissued shares				
Authorised			**200 000 000**	200 000 000
Issued			**119 526 157**	119 514 157
Unissued			**80 473 843**	80 485 843
Under option in terms of the company's share scheme				12 000
Balance of unissued shares			**80 473 843**	80 473 843

	Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
20. CASH FLOW HEDGING RESERVE				
Balance at the beginning of the year	**9 188**	401		
Movement on the cash flow hedge reserve	**(7 346)**	8 787		
(Loss)/gain recognised on cash flow hedges	**(13 301)**	381		
Transferred from profit or loss	**4 451**	1 983		
Transferred to initial carrying amount of hedged item	**1 504**	6 423		
Balance at the end of the year	**1 842**	9 188		

Gains or losses arising on changes in fair value of forward exchange contracts, which have been designated as cash flow hedges, are transferred from equity into profit or loss. These gains or losses are included in cost of sales in the statement of comprehensive income. The cash flows associated with these hedges are expected to occur and affect profit or loss within one year.

	Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
21. LONG-TERM LOAN				
The loan is unsecured, bears interest at a rate of JIBAR plus 170 basis points NACQ and is repayable by 27 March 2017.	**300 000**			
22. ACCOUNTS PAYABLE				
Trade payables	**361 039**	299 548	**15 656**	19 795
Payroll-related accruals	**74 781**	49 336	**14 678**	11 675
Leave pay accrual	**21 302**	20 036	**2 913**	2 163
Short-term loans and advances	**25 484**	16 299		
Value added taxation payable	**2 693**	3 057		
Accruals and other payables	**277 305**	187 855	**12 710**	10 930
	762 604	576 131	**45 957**	44 563

No interest is charged on trade payables. The group has financial risk management processes to ensure that all payables are paid within the credit time frame. The carrying value of current accounts payable approximates their fair value.

Short-term loans and advances consist of secured and unsecured loans, and bear interest ranging from interest-free to 10,25% (2013: 9,5%), which is repayable within one year.

** Restated due to the adoption of IFRS 11, refer to page 13.*

		Group 2014 R'000	Group 2013* R'000	Company 2014 R'000	Company 2013 R'000
23.	**PROVISIONS**				
	Supplier claims				
	Balance at the beginning of the year	**1 798**	2 593		
	Net charge to operating profit	**2 901**	636		
	Utilised during the year	**(2 666)**	(1 431)		
	Balance at the end of the year	**2 033**	1 798		
	Ex gratia retirement provision				
	Balance at the beginning of the year	**4 105**	4 088		
	Net charge to operating profit	**116**	208		
	Utilised during the year	**(446)**	(191)		
	Balance at the end of the year	**3 775**	4 105		
	Crew bonuses				
	Balance at the beginning of the year	**3 362**	3 249		
	Net charge to operating profit	**2 721**	2 809		
	Utilised during the year	**(2 723)**	(2 696)		
	Balance at the end of the year	**3 360**	3 362		
	Total				
	Balance at the beginning of the year	**9 265**	9 930		
	Net charge to operating profit	**5 738**	3 653		
	Utilised during the year	**(5 835)**	(4 318)		
	Balance at the end of the year	**9 168**	9 265		
	Provisions have been calculated based on available supporting documentation and management's best estimate of the amounts payable.				
24.	**COMMITMENTS**				
24.1	***Capital commitments***				
	Budgeted capital expenditure is as follows:				
	Contracted	**22 479**	40 809		
	Not contracted	**304 918**	172 061	**12 471**	6 713
		327 397	212 870	**12 471**	6 713
	Capital expenditure will be financed from the group's and company's cash resources and short-term borrowing facilities.				
24.2	***Operating lease commitments***				
	The future minimum lease payments under operating leases are as follows:				
	Not later than one year	**57 121**	43 511	**2 418**	2 233
	Later than one year but not later than five years	**257 251**	177 659	**11 837**	10 935
	Later than five years	**291 686**	344 791	**2 641**	5 960
		606 058	565 961	**16 896**	19 128

		Group: Number of employees 2014	Group: Number of employees 2013	Company: Number of employees 2014	Company: Number of employees 2013
25.	**NUMBER OF EMPLOYEES**				
	Permanent employees at year-end	**1 817**	1 794	**91**	72

* *Restated due to the adoption of IFRS 11, refer to page 13.*

26. SHARE-BASED PAYMENT PLANS

26.1 Equity-settled compensation scheme

The group operates the Oceana Group (1985) Share Option Scheme (the scheme), which is an equity-settled compensation scheme. The provisions of the scheme provide that the aggregate number of unissued shares that may be reserved for the scheme may not exceed 20% of the company's current issued share capital. Share options were granted to executive directors and senior managers by the board on the recommendation of the remuneration and nominations committee. The last grant of options in terms of the scheme was on 25 November 2004 and it is not intended to grant any further options. The exercise price of the options is equal to the 30-day average closing market price of the shares prior to the date of grant. Provided the employee remains in service, the options vest in three tranches, one-third after a period of three years from the date of grant, a further third after four years and the final third after five years. The contractual life of each option granted is 10 years, after which the option lapses. There are no cash alternatives. Options that have not been exercised in accordance with the rules of the scheme are forfeited upon termination of employment, other than on death or retirement.

The following table illustrates the number and volume weighted average prices (VWAP) and movements in share options during the year:

	Group			
	2014		2013	
	Number of share options	VWAP rand	Number of share options	VWAP rand
Outstanding at the beginning of the year	**12 000[1]**	**16,24**	97 000[1]	16,08
Exercised during the year	**12 000[3]**	**16,24**	85 000[2]	16,06
Outstanding at the end of the year			12 000[1]	16,24
Exercisable at the end of the year			12 000	

Notes:

[1] There are no options (2013: none) over shares in the end of the year balance that have not been recognised in accordance with IFRS 2.

[2] The weighted average share price at the date of exercise for the options exercised was R84,88.

[3] The weighted average share price at the date of exercise for the options exercised was R86,19.

The weighted average remaining contractual life for the share options outstanding as at 30 September 2013 is 0,1 years.

The range of exercise prices for the options outstanding at the end of the year is as follows:

	Group	
	2014	2013
	Number of share options	Number of share options
R16,24 per share exercisable until 11 November 2013		12 000
		12 000

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

26.2 Black economic empowerment (BEE) scheme – Oceana Empowerment Trust

Oceana Empowerment Trust acquired 14 380 465 Oceana shares at a cost of R15,21 per share in 2006 as part of the group's BEE transaction. Options to acquire these shares are allocated to qualifying black employees by the trustees of the trust. Provided the employee remains in service, the options vest in three tranches, one third after a period of three years from the date of allocation, a further third after four years and the final third after five years. After vesting the employee acquires a right to take up the share, but will only take transfer of the share after a lock-in period of 14 years (2013: 10 years) from the date of the initial allocation. The lock-in period has been extended in 2014 by a further 4 years as a result of a once-off cash distribution of R20,50 per option held by employee beneficiaries, which was funded by the corporate beneficiaries as disclosed in note 16. Earlier vesting and transfer of benefits is allowed in the event of the death of the employee. Options not exercised will be available for future allocation to other qualifying employees.

26. SHARE-BASED PAYMENT PLANS *continued*

26.2 Black economic empowerment (BEE) scheme – Oceana Empowerment Trust *continued*

The first allocation of options was made on 15 January 2007, followed by a second allocation on 1 May 2010 and a third allocation on 1 September 2013. All allocations were at an option price of R15,21 per share. The second allocation was made to new eligible employees, who had joined the group since 15 January 2007, and as a top-up to employees who received options in the first allocation. The third allocation was made to new eligible employees who had not participated in the first or second allocations and as a top-up to certain employees who had been promoted since the second allocation was made. The number of allocated options has reduced in terms of the scheme rules due to retrenchments, resignations and dismissals.

During the year 84 032 options (2013: 112 416) were realised on behalf of beneficiaries of deceased employees.

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

The share-based payment expense relating to Oceana Empowerment Trust options is disclosed in note 2.

26.3 Equity-settled (performance shares) compensation scheme

Performance shares are granted to executive and senior managers by the board on the recommendation of the remuneration and nominations committee in terms of the Oceana share incentive plan which was implemented in 2014. The exercise price of the options is equal to the 30-day volume weighted average prices (VWAP) of the shares prior to the date of grant. Performance shares will vest on the 3rd anniversary of their grant, to the extent that the company has met specified performance criteria, linked to the company's comparative Total Shareholder Return in relation to a comparator group, over the intervening period. Options are settled in shares. Options that have not been exercised in accordance with the rules of the scheme are forfeited upon termination of employment, other than on death, retrenchment or retirement.

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

The following table illustrates the number and volume weighted average prices (VWAP) and movements in share options during the year:

	Group 2014 Number of share options	Group 2014 VWAP rand
Granted during the year	**99 900**	**82,88**

Notes:

[1] No performance shares had vested at 30 September 2014.

The weighted average remaining contractual life for the share options outstanding as at 30 September 2014 is 2,4 years.

The range of exercise prices for the options outstanding at the end of the year is as follows:

	Grant number	2014 Number of share options
R82,80 per share exercisable until 11 February 2017	1A	**97 800**
R86,75 per share exercisable until 1 June 2017	1B	**2 100**
		99 900

26. SHARE-BASED PAYMENT PLANS *continued*

26.4 Equity-settled (restricted shares) compensation scheme

Restricted shares are granted to executive and senior managers by the board on the recommendation of the remuneration and nominations committee in terms of the Oceana share incentive plan which was implemented in 2014. Restricted shares granted will be linked to the annual cash bonus scheme, in one of, or a combination of, a bonus match or a deferred bonus. The exercise price of the options is equal to the 30-day volume weighted average prices (VWAP) of the shares prior to the date of grant. Restricted shares will vest on the 3rd anniversary of their grant. Options are settled in shares. Options that have not been exercised in accordance with the rules of the scheme are forfeited upon termination of employment, other than on death, retrenchment or retirement.

No deferred bonus restricted shares were issued during the year under review.

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

The following table illustrates the number and volume weighted average prices (VWAP) and movements in share options during the year:

	Group 2014 Number of share options	Group 2014 VWAP rand
Granted during the year	**29 400**	**83,10**

Notes:

[1] No restricted shares had vested at 30 September 2014.

The weighted average remaining contractual life for the share options outstanding as at 30 September 2014 is 2,4 years.

The range of exercise prices for the options outstanding at the end of the year is as follows:

	Grant number	2014 Number of share options
R82,80 per share exercisable until 11 February 2017	1A	**27 200**
R86,75 per share exercisable until 1 June 2017	1B	**2 200**
		29 400

26.5 Cash-settled (phantom) compensation scheme

Phantom share options are granted to executive directors and senior managers by the board on the recommendation of the remuneration and nominations committee in terms of the phantom share scheme which was implemented in 2006. The exercise price and vesting rights of the phantom share options are the same as for the share scheme described in note 26.1, but the contractual life of the options is six years and gains on options are settled in cash. Phantom share options granted in 2008 and thereafter have an additional performance-related hurdle rate, linked to growth in headline earnings per share, which applies to half of the options granted. The last grant of options in terms of the scheme was on 1 July 2013 and it is not intended to grant any further options.

The fair value of the cash-settled options is measured at the grant date using the Black-Scholes option pricing model taking into account the terms and conditions upon which the instruments were granted. The services received and the liability to pay for those services are recognised over the expected vesting period. Until the liability is settled it is remeasured at each reporting date with changes in fair value recognised in the statement of comprehensive income.

26. SHARE-BASED PAYMENT PLANS *continued*

26.5 Cash-settled (phantom) compensation scheme

The following table illustrates the number and volume weighted average prices (VWAP) and movements in share options during the year:

	Group			
	2014		2013	
	Number of share options	VWAP rand	Number of share options	VWAP rand
Outstanding at the beginning of the year	**5 078 996**	**41,11**	6 239 764	30,56
Granted during the year			961 000	71,33
Forfeited during the year	**112 664**	**23,98**	55 000	36,60
Exercised during the year	**1 444 000**[1]	**27,42**	2 066 768[2]	23,44
Outstanding at the end of the year	**3 522 332**	**46,39**	5 078 996	41,11
Exercisable at the end of the year	**480 010**		291 341	

Notes:

[1] The weighted average share price at the date of exercise for the options exercised was R84,39.

[2] The weighted average share price at the date of exercise for the options exercised was R74,69.

The weighted average remaining contractual life for the share options outstanding as at 30 September 2014 is 2,9 years (2013: 3,4 years).

The range of exercise prices for the options outstanding at the end of the year is as follows:

	Grant number	2014 Number of share options	2013 Number of share options
R19,26 per share exercisable until 7 February 2014	3		51 332
R22,65 per share exercisable until 5 February 2015	4A	**175 665**	774 997
R25,06 per share exercisable until 1 July 2015	4B		166 667
R29,59 per share exercisable until 11 February 2016	5	**561 336**	913 000
R37,52 per share exercisable until 10 February 2017	6	**880 331**	1 177 000
R44,77 per share exercisable until 16 February 2018	7	**990 000**	1 035 000
R67,49 per share exercisable until 14 February 2019	8A	**714 000**	760 000
R85,86 per share exercisable until 1 July 2019	8B	**201 000**	201 000
		3 522 332	5 078 996

The significant inputs into the model used to value the liability for share-based payments were a 30-day volume weighted average share price of R73,69 (2013: R84,43), an expected option life of six years and expected dividend yield of 4,69% (2013: 5,26%). The interest rate yield used was the Standard Bank Closing Swap Curve. Risk-free rates ranged from 5,9% to 7,7% (2013: 5,1% to 7,5%). Expected volatility of 27,4% (2013: 29,7%) was based on historical share price volatility.

The share-based payment expense relating to cash-settled options is disclosed in note 2.

26. SHARE-BASED PAYMENT PLANS *continued*

26.6 Cash-settled (share appreciation rights) compensation scheme

Share appreciation rights are granted to executive directors and senior managers by the board on the recommendation of the remuneration and nominations committee in terms of the Oceana share incentive plan which was implemented in 2014. The exercise price and vesting rights of the share appreciation rights are the same as for the share scheme described in note 26.5, but the contractual life of the options is seven years and gains on options are settled in cash. Share appreciation rights allocated have performance criteria, linked to growth in headline earnings per share, which reduces when company financial performance targets are not met.

The fair value of the cash-settled options is measured at the grant date using the Black-Scholes option pricing model taking into account the terms and conditions upon which the instruments were granted. The services received and the liability to pay for those services are recognised over the expected vesting period. Until the liability is settled it is remeasured at each reporting date with changes in fair value recognised in the statement of comprehensive income.

The following table illustrates the number and volume weighted average prices (VWAP) and movements in share options during the year:

	Group 2014 Number of share options	Group 2014 VWAP rand
Granted during the year	**402 600**	**82,88**

Notes:

[1] No share appreciation rights had vested at 30 September 2014.

The weighted average remaining contractual life for the share options outstanding as at 30 September 2014 is 6,4 years.

The range of exercise prices for the options outstanding at the end of the year is as follows:

	Grant number	Group 2014 Number of share options
R82,80 per share exercisable until 11 February 2021	1A	**394 000**
R86,75 per share exercisable until 1 June 2021	1B	**8 600**
		402 600

The significant inputs into the model used to value the liability for share-based payments were a 30-day volume weighted average share price of R73,69, an expected option life of seven years and expected dividend yield of 4,69%. The interest rate yield used was the Standard Bank Closing Swap Curve. Risk-free rates ranged from 5,9% to 7,7%. Expected volatility of 27,4% was based on historical share price volatility.

27. RETIREMENT BENEFITS

The group provides a total of seven retirement plans that cover all employees. The plans consist of four defined-contribution provident funds, one defined-contribution retirement pension fund and an umbrella pension fund. There is also a defined-benefit pension fund which had one active member who transferred to a defined-contribution fund during 2013. The assets of the funds are held in independent funds, administered by their trustees in terms of the Pension Funds Act, 24 of 1956, as amended. In terms of the Pension Funds Act, certain of the retirement funds are exempt from actuarial valuation.

The Oceana Group Pension Fund which is not exempt from valuation must, in terms of the Pension Funds Act, be valued at least every three years. At the date of the last valuation on 30 September 2011, the fund was confirmed to be in a financially sound condition. The last active member has been converted to a defined-contribution fund and the pensioners liability has been outsourced to a third party. There is therefore no liability remaining in the fund.

Members of one provident fund and one pension fund transferred to a new umbrella fund with effect from 1 July 2013. Transfer of the assets of the two funds to the umbrella fund was completed in 2014.

			Group		
	2014 R'000	2013 R'000	2012 R'000	2011 R'000	2010 R'000
27. RETIREMENT BENEFITS *continued*					
Balance at the end of the year					
Present value of defined-benefit obligations and surplus apportionment to former members			(1 497)	(10 790)	(10 176)
Fair value of plan assets in respect of defined-benefit obligations and surplus apportionment to former members		8 990	8 682	16 185	17 573
Funded status of defined-benefit plan		8 990	7 185	5 395	7 397
Unrecognised actuarial gains/(losses)			638	2 127	(722)
Asset not recognised at the reporting date		(8 990)	(7 823)	(7 522)	(6 675)
Liability at the reporting date					

In respect of those retirement arrangements which disclosed a positive fund status, no assets have been recognised by the group. The funded status is shown above for disclosure purposes only and does not necessarily indicate any assets available to the group.

			Group		
	2014 R'000	2013 R'000	2012 R'000	2011 R'000	2010 R'000
Movement in the liability recognised in the statement of financial position					
Opening balance					
Asset not recognised at the beginning of the year	**8 990**	7 823	7 522	6 675	1 151
Contributions paid	**40 782**	36 104	30 087	24 675	22 670
Other expenses included in staff costs	**(49 772)**	(43 927)	(37 609)	(31 350)	(23 821)
Current service cost	**(40 768)**	(36 124)	(30 115)	(24 669)	(22 667)
Interest cost		(135)	(534)	(910)	(756)
Expected return on plan assets		521	1 108	1 751	1 455
Surplus (transferred)/allocation – former members and related reserves	**(9 004)**				4 409
Net actuarial gains/(losses) unrecognised during the year		801	(245)		413
Asset not recognised at the reporting date		(8 990)	(7 823)	(7 522)	(6 675)
Balance at the end of the year					
The principal actuarial assumptions used for accounting purposes relating to the defined-benefit obligations were:					
Discount rate net of tax	**n/a**	n/a	8,65%	8,50%	9,00%
Inflation rate	**n/a**	6,00%	6,25%	6,00%	6,00%
Expected return on plan assets	**n/a**	6,00%	9,65%	9,50%	10,00%
Future salary increases	**6,75%**	6,75%	7,25%	6,75%	6,75%
Future pension increases	**n/a**	n/a	6,25%	6,00%	6,00%

Post-employment medical obligations

The group operates a post-employment medical benefit scheme that covers certain of its retirees. This benefit is no longer offered by the group to current employees or new employees. The liabilities are valued annually using the Projected Unit Credit Method and have been funded by contributions to an independently administered insurance plan. The latest full actuarial valuation was performed at 30 September 2014.

		2014 R'000	2013 R'000
27.	**RETIREMENT BENEFITS** *continued*		
	Present value of post-employment medical obligations	8 177	8 297
	Less: Fair value of plan assets	(6 831)	(7 470)
	Liability at the reporting date	1 346	827
	The principal actuarial assumptions used for accounting purposes relating to post-employment medical obligations:		
	Discount rate	8,21%	7,97%
	Medical inflation	7,93%	7,91%

A 100 basis point increase or decrease in the rate of medical inflation would lead to an increase or decrease in the present value of obligations of 8,0% and 7,1% respectively.

A 100 basis point increase or decrease in the discount rate would lead to an increase or decrease in the present value of obligations of 7,7% and 6,7% respectively.

28. CONTINGENT LIABILITIES AND GUARANTEES

The company and its subsidiaries have given cross suretyships in support of bank overdraft facilities of certain subsidiaries and the company. The company has given a letter of support to Calamari Fishing Proprietary Limited. The company has guaranteed the loan of R300 million as disclosed in note 21. Furthermore, two of the subsidiaries in the group have guaranteed the loan.

29. FINANCIAL RISK MANAGEMENT

The group's activities expose it to a variety of financial risks: capital risk, market risk (including currency and interest rate risk), liquidity risk and credit risk. The group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the group's financial performance.

Capital risk

Capital is managed to ensure that operations continue as a going concern and that expansion opportunities can be funded when they arise. The group and company's capital management strategy has remained consistent with the prior year. Capital comprises equity, as disclosed in the statement of changes in equity and overdrafts supplemented when required by short-term borrowing facilities.

Currency risk

The group is exposed to currency risk in its foreign trading operations, foreign subsidiary companies and foreign currency bank accounts held in South Africa and Namibia.

29. FINANCIAL RISK MANAGEMENT *continued*

Foreign currency balances and exposure

The group had the following foreign currency denominated financial assets and liabilities in existence at the reporting date.

	Group				
	US dollar '000	Euro '000	Sterling '000	Yen '000	Australian dollar '000
2014					
Trade receivables	14 125	1 898	1 405	29 005	9
Other accounts receivable	2 739				
Cash and cash equivalents	16 354	414			
Accounts payable	(12 893)	(146)	(58)		
	20 325	2 166	1 347	29 005	9
Year-end exchange rate	11,35	14,31	18,37	9,75	9,8
2013*					
Trade receivables	5 091	1 915	828	13 147	295
Other accounts receivable	5 466	30			
Cash and cash equivalents	3 784				
Accounts payable	(10 766)	(27)	(53)		
	3 575	1 918	775	13 147	295
Year-end exchange rate	10,15	13,70	16,41	9,69	9,42

Currency risks arising from foreign trading operations are partially hedged by means of forward exchange contracts (FECs) and the set-off effect of foreign currency denominated assets and liabilities. The group does not enter into derivative contracts for speculative purposes. Currency risk management is carried out through close co-operation between the group's operating units and the group treasury department in terms of approved policies.

The group holds FECs which have been marked to market in the statement of financial position. For FECs designated as cash flow hedges, the gains and losses transferred from equity into profit or loss are included in cost of sales. Those which relate to foreign currency commitments not yet due and assets not yet receivable (therefore not yet recognised in the statement of financial position) are shown in the following table. The contracts will be utilised for purposes of trade in the 2015 financial year.

	Group	
	US dollar '000	Euro '000
2014		
Foreign currency bought	**8 078**	**282**
Foreign currency sold	**165**	
Average exchange rate	**10,89**	**14,35**
2013		
Foreign currency bought	36 900	
Foreign currency sold	570	
Average exchange rate	10,08	

* *Restated due to the adoption of IFRS 11, refer to page 13.*

29. FINANCIAL RISK MANAGEMENT *continued*

Foreign currency sensitivity analysis

The following table shows the group's sensitivity to a 10% weakening in the rand against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at financial year-end for a 10% weaker rand, with all other variables held constant. For a 10% stronger rand there would be an equal and opposite impact on profit before taxation. The table excludes foreign subsidiaries.

	Group	
	2014 R'000	2013* R'000
Increase in profit before taxation		
US dollar	**23 064**	3 629
Euro	**3 100**	2 627
Sterling	**2 474**	1 271
Australian dollar	**9**	278
Yen	**297**	136

The following table shows the group's sensitivity to a 10% weaker rand on the translation of foreign subsidiaries, with all other variables held constant. For a 10% stronger rand there would be an equal and opposite impact on the FCTR.

	Group	
	2014 R'000	2013* R'000
Increase in FCTR		
US dollar	**3 541**	2 235
Sterling	**1 278**	1 953

The company does not have any foreign currency commitments or any foreign currency denominated assets or liabilities.

Interest rate risk and liquidity risk

Financial assets and liabilities affected by interest rate fluctuations include cash and short-term deposits, preference shares, loans receivable and payable and bank overdrafts. Interest rates applicable to these assets and liabilities are floating except when short-term deposits of up to three months are made at fixed rates. Interest rates approximate prevailing market rates in respect of the financial instrument and country concerned. The group does not use derivative instruments to manage exposure to interest rate movements.

The group and company manage their liquidity risk by monitoring and forecasting cash flows and by maintaining adequate borrowing facilities to meet short-term demands. In terms of the company's memorandum of incorporation, the company's borrowing powers are unlimited.

All non-derivative financial liabilities mature within one year in both the group and the company, with the exception of the long-term loan disclosed in note 21.

Interest rate sensitivity analysis

For the group, based on the interest-bearing net assets and interest rates ruling at the reporting date, net interest earned would amount to R6,7 million (2013: earned R2,3 million). A 100 basis point change in the interest rate would result in an increase or decrease of R1,4 million (2013: R0,14 million). The group's sensitivity to interest rates has increased since the previous year due to an increase in the absolute value of net cash and cash equivalents.

For the company, based on the interest-bearing net assets and interest rates ruling at the reporting date, net interest earned would amount to R14,1 million (2013: earned R16,8 million). A 100 basis point change in the interest rate would result in an increase or decrease of R2,0 million (2013: R1,4 million). The company's sensitivity to interest rates has increased since the previous year due to an increase in the absolute value of net cash and cash equivalents.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group or company.

Potential concentrations of credit risk consist principally of trade receivables, loans and advances and short-term cash investments. Long-term loans are secured by cession of shares and fishing rights and bonds over assets as appropriate. Advances are short-term and usually recoverable within the fishing season to which they relate. The group and company deposit short-term cash surpluses only with major financial institutions of high-quality credit standing. At 30 September 2014, the directors did not consider there to be any significant concentration of credit risk which had not been adequately provided for. Details are disclosed in note 18 of how credit risk relating to accounts receivable is managed.

** Restated due to the adoption of IFRS 11, refer to page 13.*

29. FINANCIAL RISK MANAGEMENT *continued*

Fair values

The carrying amounts of financial assets and liabilities approximate their fair values at year-end because they are either of a short-term nature or bear interest at market-related rates.

All forward exchange contracts recorded in the cash flow hedging reserve are regarded as level 2 financial instruments. Level 2 fair value measurements are those derived from inputs that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices).

Classification of financial instruments

	Group		Company	
	2014 R'000	2013* R'000	2014 R'000	2013 R'000
Financial assets				
Loans and receivables	1 273 228	848 632	584 784	919 885
Financial liabilities				
At amortised cost	1 038 609	810 038	82 973	400 868

30. RELATED-PARTY DISCLOSURES

During the year the company received fees from some of its subsidiaries and joint ventures for the provision of various administration services.

The company provides financing to subsidiary companies and joint ventures and invests surplus cash on their behalf. A working capital loan to Lucky Star Limited to fund inventory purchases bears interest at rates in line with prevailing market rates. Loan accounts between wholly owned group companies in South Africa are interest-free. Other loan accounts bear interest at rates similar to rates levied by banks. Details of loan balances with, and interests in, subsidiary and joint venture companies are disclosed on page 50. Details of treasury shares held by share trusts are disclosed in note 19.

The company owns preference shares issued by Oceana SPV Proprietary Limited, a subsidiary of Brimstone Investment Corporation Limited. Further details of this investment are disclosed in note 13.

** Restated due to the adoption of IFRS 11, refer to page 13.*

30. RELATED-PARTY DISCLOSURES *continued*

Details of the transactions between the group and the company with related parties are as follows.

	Group		Company	
	2014 R'000	2013* R'000	**2014 R'000**	2013 R'000
Transactions				
Transactions with joint operations				
Administration fees received	**1 796**	1 294		
Net interest received	**218**	159		
Transactions with subsidiaries and joint ventures				
Administration fees received	**435**	1 323	**129 983**	156 220
Dividends received			**401 829**	220 437
Net interest received		310	**3 091**	891
Goods and services sold to joint ventures	**30 418**	82 477		
Goods and services bought from joint ventures	**226 189**	110 915		
Transactions and balances with shareholders				
Dividends receivable from Oceana SPV Proprietary Limited	**8 385**	9 013	**8 385**	9 013
Goods and services sold to Tiger Brands Limited subsidiaries	**2 703**	3 932		
Goods and services sold to Brimstone Investment Corporation Limited subsidiaries	**9 113**	8 480		
Goods and services bought from Brimstone Investment Corporation Limited subsidiaries	**1 281**	1 479		
Amount receivable from Tiger Brands Limited subsidiaries	**210**			
Amount receivable from Brimstone Investment Corporation Limited subsidiaries	**651**			
Compensation of key management personnel				
Key management personnel are those persons having authority and responsibility for planning, directing and controlling activities, directly or indirectly, including any director of that entity.				
Short-term employee benefits	**34 901**	24 721	**21 175**	14 668
Post-employment benefits	**3 419**	3 316	**2 023**	2 015
Share-based payments – cash-settled compensation scheme	**8 685**	65 934	**5 221**	50 073
Share-based payments – Oceana Empowerment Trust	**5 126**	55	**3 968**	52
Termination benefits	**1 494**	381	**1 494**	381
Non-executive directors' emoluments	**2 804**	2 592	**2 804**	2 592
Total compensation of key management	**56 429**	96 999	**36 685**	69 781

Interest of directors in contracts

The directors of Oceana make declarations of interest in terms of section 75 of the Companies Act. These declarations indicate that certain directors hold positions of influence in other entities which are shareholders, suppliers, customers and/or competitors of the group.

Post-retirement benefit plans

The group is a member of various defined-contribution plans as well as a defined-benefit plan. Further details are shown in note 27.

** Restated due to the adoption of IFRS 11, refer to page 13.*

31. DIRECTORS' AND PRESCRIBED OFFICER'S REMUNERATION

Executive directors' remuneration

	Company					
2014 Name	Salary R'000	Allowances R'000	Retirement fund contributions R'000	Incentive bonuses[1] R'000	Gain on exercise of cash-settled share options R'000	Total emoluments R'000
ABA Conrad	1 603	147	376	1 550	5 171	8 847
FP Kuttel	3 940	196	598	3 362	14 156	22 252
I Soomra	2 337	109	408	2 042	682	5 578
Total	7 880	452	1 382	6 954	20 009	36 677
2013						
ABA Conrad	1 507	144	350	415	2 095	4 511
FP Kuttel	3 654	189	556	937	20 356	25 692
RG Nicol[2]	2 121	136	359	478	12 845	15 939
I Soomra[3]	576	23	101	850		1 550
Total	7 858	492	1 366	2 680	35 296	47 692

Note:

[1] Performance bonuses are accounted for on an accrued basis, to match the amount payable to the applicable financial year.

[2] RG Nicol retired 30 June 2013.

[3] I Soomra appointed 1 July 2013.

Executive directors' phantom share option details

2014 Name	Options as at 30 Sept 2013	Option price (cents)	Options granted during the year	Options exercised during the year	Exercise price (cents)	Options as at 30 Sept 2014	Expiry date
ABA Conrad	30 667	2 265		30 667	8 326		
	38 000	2 959		12 666	8 326	25 334	11.02.2016
	33 000	3 752				33 000	10.02.2017
	30 000	4 477				30 000	17.02.2018
	39 000	6 749				39 000	14.02.2019
	170 667			43 333		127 334	
FP Kuttel	166 667	2 506		166 667	8 480		
	90 666	2 959		45 333	8 270	45 333	11.02.2016
	119 000	3 752		39 667	8 270	79 333	10.02.2017
	107 000	4 477				107 000	17.02.2018
	129 000	6 749				129 000	14.02.2019
	612 333			251 667		360 666	
I Soomra	180 000	8 586				180 000	01.07.2019
	180 000					180 000	

31. DIRECTORS' AND PRESCRIBED OFFICER'S REMUNERATION *continued*

Executive directors' phantom share option details *continued*

Company

2013 Name	Options as at 30 Sept 2012	Option price (cents)	Options granted during the year	Options exercised during the year	Exercise price (cents)	Options as at 30 Sept 2013	Expiry date
ABA Conrad	15 000	1 926		15 000	6 742		07.02.2014
	61 333	2 265		30 666	6 742	30 667	05.02.2015
	38 000	2 959				38 000	11.02.2016
	33 000	3 752				33 000	10.02.2017
	30 000	4 477				30 000	16.02.2018
		6 749	39 000			39 000	14.02.2019
	177 333		39 000	45 666		170 667	
FP Kuttel	500 000	2 506		166 666	6 926	166 667	01.07.2015
		2 506		166 667	8 586		
	136 000	2 959		45 334	9 259	90 666	11.02.2016
	119 000	3 752				119 000	10.02.2017
	107 000	4 477				107 000	16.02.2018
		6 749	129 000			129 000	14.02.2019
	862 000		129 000	378 667		612 333	
RG Nicol	100 000	1 926		66 667	6 926		07.02.2014
		1 926		33 333	6 816		
	188 000	2 265		62 667	6 926	62 666	05.02.2015
		2 265		62 667	8 581		
	78 000	2 959		26 000	6 816	52 000	11.02.2016
	68 000	3 752				68 000	10.02.2017
	61 000	4 477				61 000	16.02.2018
	495 000			251 334		243 666	
I Soomra		8 586	180 000			180 000	01.07.2019
			180 000			180 000	

Executive directors' Oceana Group share option details

2014 Name	Option price (cents)	Options granted during the year	Options as at 30 Sept 2014	Expiry date
Share Appreciation Rights				
ABA Conrad	8 280	16 600	**16 600**	11.02.2021
FP Kuttel	8 280	56 400	**56 400**	11.02.2021
I Soomra	8 280	22 300	**22 300**	11.02.2021
		95 300	**95 300**	
Performance Shares				
ABA Conrad	8 280	4 600	**4 600**	11.02.2017
FP Kuttel	8 280	19 700	**19 700**	11.02.2017
I Soomra	8 280	6 200	**6 200**	11.02.2017
		30 500	**30 500**	
Restricted Shares				
ABA Conrad	8 280	900	**900**	11.02.2017
FP Kuttel	8 280	1 900	**1 900**	11.02.2017
I Soomra	8 280	1 700	**1 700**	11.02.2017
		4 500	**4 500**	

31. DIRECTORS' AND PRESCRIBED OFFICER'S REMUNERATION *continued*

Executive directors' share option details

2014 Name	Balance as at 30 Sept 2013 Number	Share options deemed to be exercised during the year[1] Number	Gains on options exercised R'000	Exercise price (cents)	Deemed exercise dates	Lapsed options Number	Balance as at 30 Sept 2014 Number

2013 Name	Balance as at 30 Sept 2012 Number						Balance as at 30 Sept 2013 Number
RG Nicol	187 000	(187 000)					

Note:

[1] Directors are deemed to have exercised share options on the date on which they have ownership of the shares and are entitled to dispose of them. RG Nicol retired on 30 June 2013 and exercised his share options after his retirement date. Gains on options exercised are therefore not included above.

Non-executive directors' remuneration

	Company					
	2014			2013		
	Board fees R'000	Committee fees R'000	Total R'000	Board fees R'000	Committee fees R'000	Total R'000
ZBM Bassa	183	174	357	172	137	309
MA Brey	520	59	579	487	56	543
PG de Beyer	183	170	353	172	159	331
NP Doyle[1, 2]	183	59	242	82	27	109
PB Matlare[1]	183	59	242	172	55	227
S Pather	246	203	449	230	191	421
PM Roux[1, 3]				68	37	105
NV Simamane	183	157	340	172	148	320
TJ Tapela	183	59	242	172	55	227
Total	1 864	940	2 804	1 727	865	2 592

Note:

[1] Paid to Tiger Brands Limited.

[2] NP Doyle appointed 8 April 2013.

[3] PM Roux resigned 22 February 2013.

32. GROUP ENTITIES

The group's principal subsidiaries and joint ventures, including applicable ownership interests, are detailed on page 50. There is no individually material non-controlling interest. There are no significant restrictions on the ability of the group to realise assets or settle liabilities of any of its subsidiaries. The group has no unconsolidated structured entities. There are no contractual obligations on the company or any of its subsidiaries to provide financial support other than what is disclosed in note 28.

33. EVENTS AFTER THE REPORTING DATE

No events occurred after the reporting date that may have an impact on the group's reported financial position at 30 September 2014 or require separate disclosure in these financial statements.

INTEREST IN PRINCIPAL SUBSIDIARIES AND JOINT VENTURES
at 30 September 2014

Name of company	Notes	Nature of business	Issued capital 2014 R	Effective holding 2014 %	Effective holding 2013 %	Interest of holding company: Cost of shares 2014 R'000	Cost of shares 2013 R'000	Indebtedness 2014 R'000	Indebtedness 2013 R'000
Blue Atlantic Trading (Pty) Ltd	1, 2	Fish trading			50				5 000
Blue Continent Products (Pty) Ltd		Horse mackerel, hake	**1 000**	**100**	100	**1 932**	1 932	**75 683**	97 665
Calamari Fishing (Pty) Ltd		Squid	**4 000**	**100**	100			**31 207**	14 662
Commercial Cold Storage (Pty) Ltd		Cold storage	**100**	**100**	100			**14 448**	(4 622)
Commercial Cold Storage Group Ltd		Holding company	**1 000 000**	**100**	100	**6 986**	6 986		
Commercial Cold Storage (Ports) (Pty) Ltd		Cold storage	**100**	**70**	70				
Commercial Cold Storage (Namibia) (Pty) Ltd – Namibia		Cold storage	**10 000**	**100**	100			**(17 594)**	(33 208)
Compass Trawling (Pty) Ltd		Hake	**1 000**	**60,53**	60,53				
Desert Diamond Fishing (Pty) Ltd		Horse mackerel	**120**	**90**	90			**30 988**	13 854
Erongo Marine Enterprises (Pty) Ltd – Namibia		Horse mackerel	**100**	**100**	100			**(21 920)**	(63 440)
Erongo Seafoods (Pty) Ltd – Namibia		Horse mackerel	**40 000**	**49**	49				
Erongo Sea Products (Pty) Ltd – Namibia		Horse mackerel	**100**	**58**	58				
Etosha Fisheries Holding Company (Pty) Ltd – Namibia	1	Canned fish, fishmeal/oil	**9 085**	**44,9**	44,9	**10 988**	10 988		
Glenryck Foods Ltd – United Kingdom		Canned fish	**6 080 000**	**100**	100	**12 713**	12 713		
Lamberts Bay Foods Ltd		French fries	**52 700**	**100**	100	**22**	22	**23 302**	16 934
MFV Romano Paulo Vessel Company (Pty) Ltd	1	Rock lobster	**3 000**	**35**	35				
Lucky Star Ltd		Canned fish, fishmeal/oil	**600 000**	**100**	100	**1 706**	1 706	**170 487**	648 364
Oceana International Ltd – Isle of Man	1	Horse mackerel	**46 000**	**50**	50	**23**	23		
Oceana Lobster Ltd		Rock lobster	**965 500**	**100**	100	**966**	966	**35 545**	2 319
Stephan Rock Lobster Packers Ltd		Rock lobster	**200 000**	**51**	51	**25**	25	**(414)**	(198)
						35 361	35 361	**341 732**	697 330

Only principal trading subsidiaries and joint ventures have been included in the above list. Details of all subsidiaries and joint ventures are available upon request from the company secretary.

The group has 17 (2013: 17) wholly owned subsidiaries and 13 (2013: 12) non-wholly owned subsidiaries.

All subsidiaries and joint ventures are incorporated in South Africa unless otherwise indicated.

Note:

[1] *Joint venture.*

[2] *On 1 October 2013, the group disposed of its interest in Blue Atlantic Trading (Pty) Ltd*

INTEREST IN JOINT OPERATIONS
at 30 September 2014

EFFECTIVE HOLDING	2014 %	2013 %
The amounts below are included in the group's financial statements as a result of the proportionate consolidation of joint operations. The only significant joint operation is:		
Realeka/Premier JV (unincorporated joint operation of Blue Continent Products Proprietary Limited)	52,00	52,00

	2014 R'000	2013 R'000
STATEMENT OF COMPREHENSIVE INCOME		
Revenue	33 107	24 778
Expenses	(19 425)	(18 598)
Operating profit	13 682	6 180
Net interest	131	33
Profit before taxation	13 813	6 213
Taxation		
Profit after taxation	13 813	6 213
STATEMENT OF FINANCIAL POSITION		
Property, plant and equipment		
Investments		
Current assets	8 199	9 186
Current liabilities		
– Interest-free	(2 149)	(103)
STATEMENT OF CASH FLOWS		
Operating profit	13 682	6 180
Working capital changes	3 423	(4 045)
Cash flows from operations	17 105	2 135
Net interest received	131	33
Net cash flows from operating activities	17 236	2 168
Net increase in cash and cash equivalents	17 236	2 168

QUANTITATIVE EFFECTS OF ADOPTING IFRS 11

Consolidated statement of financial position

	As previously reported 2013 R'000	IFRS 11 R'000	As reported 2013 R'000	As previously reported 2012 R'000	IFRS 11 R'000	As reported 2012 R'000
Assets						
Non-current assets	725 407	88 870	814 277	690 615	63 113	753 728
Property, plant and equipment	473 821	(15 621)	458 200	435 850	(13 745)	422 105
Intangible assets	102 802		102 802	88 638		88 638
Deferred Taxation	30 360	(1 858)	28 502	23 187	(1 338)	21 849
Investments and loans	118 424	1 901	120 325	142 940	1 299	144 239
Interest in subsidiaries and joint ventures		104 448	104 448		76 897	76 897
Current assets	2 169 999	(150 707)	2 019 292	1 878 113	(111 821)	1 766 292
Inventories	1 277 781	(64 612)	1 213 169	777 979	(74 852)	703 127
Accounts receivable	751 327	(69 455)	681 872	819 164	(33 513)	785 651
Taxation	14 456	(1 408)	13 048	4 792	(150)	4 642
Non-current assets held for sale	2 618	(2 618)				
Cash and cash equivalents	123 817	(12 614)	111 203	276 178	(3 306)	272 872
Total assets	2 895 406	(61 837)	2 833 569	2 568 728	(48 708)	2 520 020
Equity and Liabilities						
Capital and reserves	1 789 375	(4)	1 789 371	1 633 242		1 633 242
Share capital and premium	33 770		33 770	30 692		30 692
Foreign currency translation reserve	5 507	(4)	5 503	(721)	1	(720)
Capital redemption reserve	130		130	130		130
Cash flow hedging reserve	9 188		9 188	400	1	401
Share-based payment reserve	59 337		59 337	57 144		57 144
Distributable reserves	1 620 682		1 620 682	1 496 895	(2)	1 496 893
Interests of own shareholders	1 728 614	(4)	1 728 610	1 584 540		1 584 540
Non-controlling interests	60 761		60 761	48 702		48 702
Non-current liabilities	183 688	(3 111)	180 577	139 270	(1 474)	137 796
Liability for share based payments	143 891		143 891	97 427		97 427
Deferred taxation	39 797	(3 111)	36 686	41 843	(1 474)	40 369
Current liabilities	922 343	(58 722)	863 621	796 216	(47 234)	748 982
Accounts payable	597 088	(20 957)	576 131	648 675	(1 823)	646 852
Provisions	10 237	(972)	9 265	10 767	(837)	9 930
Taxation	21 225		21 225	92 200		92 200
Bank overdrafts	293 793	(36 793)	257 000	44 574	(44 574)	
Total equity and liabilities	2 895 406	(61 837)	2 833 569	2 568 728	(48 708)	2 520 020

Consolidated statement of comprehensive income

	As previously reported 2013 R'000	IFRS 11 R'000	As reported 2013 R'000
Revenue	4 997 354	(296 130)	4 701 224
Cost of Sales	3 049 222	(215 618)	2 833 604
Gross Profit	1 948 132	(80 512)	1 867 620
Sales and Distributing expenses	491 756	(33 372)	458 384
Marketing expenditure	63 503	(14)	63 489
Overhead expenditure	687 624	(12 098)	675 526
Net foreign exchange gain	(43 430)	138	(43 292)
Operating profit before joint venture income	748 679	(35 166)	713 513
Joint venture income	–	30 046	30 046
Operating profit	748 679	(5 120)	743 559
Investment income	16 330	121	16 451
Interest paid	(10 282)	2 797	(7 485)
Profit before taxation	754 727	(2 202)	752 525
Taxation	230 337	(2 202)	228 135
Profit after taxation	524 390		524 390
Other comprehensive income			
Items that may be re-classified subsequently to profit or loss			
Movement on foreign currency translation reserve	6 228	(5)	6 223
Movement on cash flow hedging reserve	8 788	(1)	8 787
Other comprehensive income, net of taxation	15 016	(6)	15 010
Total comprehensive income for the year	539 406	(6)	539 400
Profit after tax attributable to:			
Shareholders of Oceana Group Limited	491 016		491 016
Non-controlling interest	33 374		33 374
	524 390		524 390
Total comprehensive income attributable to:			
Shareholders of Oceana Group Limited	506 032	(6)	506 026
Non-controlling interest	33 374		33 374
	539 406	(6)	539 400

Consolidated statement of cash flows

Net cash outflow from operating activities	(279 351)	(23 580)	(302 931)
Net cash outflow from investing activities	(135 719)	7 454	(128 265)
Net cash inflow from financing activities	11 797	(889)	10 908
Net movement in cash and cash equivalents	(403 273)	(17 015)	(420 288)

SHAREHOLDER ANALYSIS
at 30 September 2014

SHAREHOLDER SPREAD	Number of shareholders	%	Number of shares	%
1 – 1 000 shares	1 118	62,1	476 644	0,4
1 001 – 10 000 shares	499	27,7	1 714 709	1,4
10 001 – 100 000 shares	131	7,3	4 541 024	3,8
100 001 – 1 000 000 shares	43	2,4	13 982 124	11,7
1 000 001 shares and over	9	0,5	98 811 656	82,7
	1 800	100,0	119 526 157	100,0
DISTRIBUTION OF SHAREHOLDERS				
Banks	25	1,4	4 817 847	4,0
Brokers	20	1,1	433 679	0,4
Close corporations	21	1,2	40 414	0,0
Empowerment	1	0,1	20 096 755	16,8
Individuals	1 321	73,4	2 684 626	2,3
Insurance companies	8	0,4	672 472	0,6
Investment companies	10	0,6	373 414	0,3
Mutual funds	72	4,0	11 037 330	9,2
Nominees and trusts	202	11,2	509 083	0,4
Other corporate bodies	14	0,8	175 214	0,2
Pension funds	53	2,9	9 152 207	7,7
Private companies	47	2,6	403 444	0,3
Public companies	3	0,2	50 115 887	41,9
Treasury shares held by share trusts	2	0,1	13 919 435	11,6
Treasury shares held by subsidiary	1	0,0	5 094 350	4,3
	1 800	100,0	119 526 157	100,0
SHAREHOLDER TYPE				
Non-public shareholders	49	2,8	89 543 917	74,9
Directors and employees	44	2,4	334 500	0,3
Treasury shares held by share trusts	2	0,1	13 919 435	11,6
Treasury shares held by subsidiary	1	0,1	5 094 350	4,3
Empowerment	1	0,1	20 096 755	16,8
Other holdings greater than 10%	1	0,1	50 098 877	41,9
Public shareholders	1 751	97,2	29 982 240	25,1
	1 800	100,0	119 526 157	100,0

SHAREHOLDERS HOLDING IN EXCESS OF 5%		
Tiger Brands Limited	50 098 877	41,9
Brimstone Investment Corporation Limited	20 096 755	16,8
Oceana Empowerment Trust	13 902 935	11,6
Government Employees Pension Fund	6 702 690	5,6

ADMINISTRATION

Registered office and business address
9th Floor, Oceana House
25 Jan Smuts Street
Foreshore, Cape Town 8001
PO Box 7206, Roggebaai 8012
Telephone: National 021 410 1400
International +27 21 410 1400
Facsimile: 021 419 5979
E-mail: companysecretary@oceana.co.za
Website: www.oceana.co.za

Company registration number
1939/001730/06

JSE share code
OCE

NSX share code
OCG

Company ISIN
ZAE000025284

Transfer secretaries
Computershare Investor Services Proprietary Limited
70 Marshall Street
Johannesburg 2001
PO Box 61051, Marshalltown 2107
Telephone: 011 370 5000
Facsimile: 011 688 5216

Secretary
JC Marais (42)
BA LLB
Appointed in 2011

Bankers
The Standard Bank of South Africa Limited
FirstRand Bank Limited
Nedbank Limited

Auditors
Deloitte & Touche

JSE sponsor
The Standard Bank of South Africa Limited

NSX sponsor
Old Mutual Investment Services (Namibia) Proprietary Limited

DIRECTORS

Chairman
Mustaq Ahmed Brey† (60)

Chief executive officer
Francois Paul Kuttel°◊• (46)

Financial director
Imraan Soomra°◊ (39)

Group strategic services director
Alethea Berenice Anne Conrad°◊• (50)

NON-EXECUTIVE DIRECTORS

Lead independent director
Saamsoodein Pather*† (64)

Zarina Bibi Mahomed Bassa*◊ (50)

Peter Gerard de Beyer*† (59)

Noel Patrick Doyle◊ (48)

Peter Bambatha Matlare† (55)

Nomahlubi Victoria Simamane•† (55)

Takula Jenkins Tapela• (46)

* Audit committee
◊ Risk committee
† Remuneration and nominations committee
° Executive director
• Social, ethics and transformation committee

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