



ZETAPETROLEUMPLC

ARBN 24 154 575 872

INTERIM REPORT

FOR THE HALF-YEAR ENDED 30 JUNE 2017

INTERIM REPORT FOR THE HALF YEAR ENDED 30 JUNE 2017

Page:

1	Corporate information
2	Directors' Report
4	Condensed statement of profit or loss and other comprehensive income
5	Condensed statement of financial position
6	Condensed statement of changes in equity
8	Condensed statement of cash flows
9	Notes to the financial statements
19	Directors Declaration
20	Independent Review Report

CORPORATE INFORMATION

DIRECTORS

S P West
Non-Executive Chairman

T W Osborne
Non-Executive Director

S Trevisan
Non-Executive Director

G Hancock
Non-Executive Director

JOINT COMPANY SECRETARY

Fleur Hudson
Ben Hodges

LOCAL AGENT - AUSTRALIA

Fleur Hudson

REGISTERED OFFICES

United Kingdom

Ashley Park House
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United Kingdom
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191 St George's Terrace WA 6000
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AUDITOR

BDO LLP
55 Baker Street
London
W1U 7EU
United Kingdom

STOCK EXCHANGE LISTING

Australian Securities Exchange
Share code: ZTA

SHARE REGISTRARS

United Kingdom

Computershare Investor Services plc
The Pavilions
Bridgwater Road
Bristol BS99 6ZY
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Ph: +44 (0) 870 703 0003

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Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000
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PLACE OF INCORPORATION

England

COMPANY NUMBER

5560854

WEBSITE

www.zetapetroleum.com

The directors present their report together with the unaudited financial statements for the six months ended 30 June 2017.

Directors

Director	Date Appointed	Date Resigned
S P West	12 September 2005	-
T W Osborne	31 March 2006	-
G Hancock	23 April 2015	-
S Trevisan	28 July 2016	-

Results and Dividends

The statement of profit or loss and other comprehensive income is set out on page 4 and shows a loss for the interim financial report amounting to £370,000 (interim financial report to June 2016: loss of £474,000). The directors do not recommend the payment of a dividend.

Principal Activities and Review of Operations

During the six months ended 30 June 2017 the Company's objective has been to create shareholder value by seeking new transactions for the Company.

As at 8th September 2017 the Company maintained a cash position of £251,468 (equivalent to AUD \$409,868) and retains its rights to participate in future exploration activities in the Jimbolia licence. The Company continues to assess other oil and gas opportunities that may complement and enhance the current portfolio. With an experienced team the Company is confident of securing additional assets.

During the period the Directors have undertaken a strategic review and have made a prudent decision to impair the Jimbolia asset due to the uncertainty in taking the asset forward to development.

REPORT OF THE DIRECTORS FOR THE HALF YEAR ENDED 30 JUNE 2017

Key Performance Indicators

During the six months to 30 June 2017 the Company continued to meet all work requirements on its existing licence and ensured that the Company maintained enough cash reserves to finance operational and working capital commitments through the issue of equity.

Financial Position

The Company had £285,069 of cash and cash equivalents at 30 June 2017. The financial statements have been prepared on a going concern basis.


As at 30 June 2017 the Company had available funds totalling £285,000, a net current asset position of £267,000 and shareholder's funds of £267,000.

The Company has sufficient funds to meet its current operating expenses for a period of at least 12 months from the date these financial statements are signed.

The Company will need to identify new assets or investment opportunities before determining its fundraising strategy.

This report has been approved in accordance with a resolution of the Board of Directors.

By order of the Board



S P West
Chairman and Director
13 September 2017

Ashley Park House
42-50 Hersham Road
Walton-on-Thames, Surrey KT12 1RZ
United Kingdom

**CONDENSED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30 JUNE 2017**

	Note	Unaudited 30 June 2017 £'000	Unaudited 30 June 2016 £'000
Revenue		-	-
Cost of goods sold		-	-
Gross Profit		-	-
Exploration and evaluation expenses		(281)	-
Administrative expenses		(70)	(125)
Operating loss		(351)	(125)
Interest income		-	-
Financing costs		-	(107)
Foreign Exchange gain/(loss)		(19)	(29)
Loss from continuing operations		(370)	(261)
Income tax		-	-
Loss on discontinued operations, net of tax	8	-	(213)
Loss for the year attributable to the equity holders		(370)	(474)
Earnings per ordinary share – basic and diluted	3	(1.36p)	(6.53p)
Earnings per ordinary share from continuing operations – basic and diluted	3	(1.36p)	(3.60p)
Loss for the period		(370)	(474)
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		-	(96)
Total comprehensive loss for the period		(370)	(570)

The above condensed statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

**CONDENSED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2017**

	Note	Unaudited 30 June 2017 £'000	Audited 31 December 2016 £'000
ASSETS			
Non-current assets			
Intangible assets	4	-	281
		-	281
Current assets			
Trade and other receivables	5	9	14
Cash and cash equivalents		285	405
		294	419
TOTAL ASSETS		294	700
EQUITY AND LIABILITIES			
Equity attributable to equity holders			
Issued capital	6	1,033	1,033
Share premium		9,363	9,363
Share based payments reserve	7	482	482
Capital Contribution Reserve		60	60
Foreign currency translation reserve		(825)	(825)
Retained losses		(9,846)	(9,476)
TOTAL EQUITY		267	637
Current liabilities			
Trade and other payables		27	63
		27	63
TOTAL LIABILITIES		27	63
TOTAL EQUITY AND LIABILITIES		294	700

The above condensed statement of financial position should be read in conjunction with the accompanying notes.

**CONDENSED STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30 JUNE 2017**

	Issued Capital £'000	Share Premium £'000	Share Based Payments Reserve £'000	Capital Contribution Reserve £'000	Foreign Currency Translation Reserve £'000	Retained Losses £'000	Total £'000
As at 1 January 2017	1,033	9,363	482	60	(825)	(9,476)	637
Loss for the period	-	-	-	-	-	(370)	(370)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive loss	-	-	-	-	-	(370)	(370)
Issue of ordinary shares	-	-	-	-	-	-	-
As at 30 June 2017	1,033	9,363	482	60	(825)	(9,846)	267

**CONDENSED STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30 JUNE 2016**

	Issued Capital £'000	Share Premium £'000	Share Based Payments Reserve £'000	Capital Contribution Reserve £'000	Foreign Currency Translation Reserve £'000	Retained Losses £'000	Total £'000
As at 1 January 2016	290	9,363	482	427	586	(11,400)	(252)
Loss for the period	-	-	-	-	-	(474)	(474)
Other comprehensive income	-	-	-	-	(96)	-	(96)
Total comprehensive loss	-	-	-	-	(96)	(474)	(570)
Issue of ordinary shares	-	-	-	-	-	-	-
As at 30 June 2016	290	9,363	482	427	490	(11,874)	(822)

The above condensed statement of changes in equity should be read in conjunction with the accompanying notes.

**CONDENSED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 30 JUNE 2017**

	Note	Unaudited 30 June 2017 £'000	Unaudited 30 June 2016 £'000
Operating activities			
Loss after tax from continuing operations		(370)	(261)
Adjustment to reconcile loss to net cash outflow from operating activities			
Impairment Expense		281	-
Interest on loans		-	107
Foreign exchange loss		-	23
Expenses recharged		-	(16)
Working capital adjustments:			
Decrease in receivables and prepayments		5	47
(Decrease)/increase in trade and other payables		<u>(36)</u>	<u>98</u>
Net cash outflow from operating activities		<u>(120)</u>	<u>(2)</u>
Investing activities			
Purchase of property, plant and equipment		<u>-</u>	<u>-</u>
Net cash outflow from investing activities		<u>-</u>	<u>-</u>
Financing activities			
Proceeds from loans and borrowings		<u>-</u>	<u>75</u>
Net cash inflow from financing activities		<u>-</u>	<u>75</u>
Net cash flow from discontinued operations	9	<u>-</u>	<u>(33)</u>
Net (decrease)/increase in cash and cash equivalents		(120)	40
Cash and cash equivalents at the beginning of period		405	47
Effect of foreign exchange rates		<u>-</u>	<u>3</u>
Cash and cash equivalents at the end of period		<u>285</u>	<u>90</u>

The above condensed statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS

1. Corporate Information

This interim financial report of Zeta Petroleum plc and controlled entities was authorised for issue in accordance with a resolution of the Board of Directors on 13 September 2017. Zeta Petroleum Plc is a company limited by shares and incorporated and domiciled in the United Kingdom whose shares are publically traded on the Australian Stock Exchange.

The registered office is Ashley Park House, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1 RZ. Its principal place of business is Level 14, 191 St Georges Terrace, Perth WA 6000, Australia. The principal activities of Zeta Petroleum Plc (the Company) are oil and gas exploration.

The Company disposed its Romanian subsidiaries in 2016 and retain a 39% non-operated interest and all of its rights to participate in future exploration activities on the Jimbolia concession in Romania.

2. Summary of Significant Accounting Policies

Basis of preparation

The interim financial report is a general purpose financial statement, which has been prepared in accordance with the requirements of IAS 34 “Interim financial reporting”.

The interim financial report has been prepared on a historical cost basis. For the purpose of preparing the half-year financial report, the half-year has been treated as a discrete reporting period.

The interim financial report does not include all notes of the type normally included in the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the Company as the full financial report. The interim financial report set out above does not constitute statutory accounts within the meaning of the Australian Stock Exchange.

The interim financial report should be read in conjunction with the annual Financial Report of Zeta Petroleum plc as at 31 December 2016 which has been prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union. The financial information presented in this interim financial report for the period ended 30 June 2017 does not constitute the full statutory accounts for that period. The Annual Report and Financial Statements for 2016 have been filed with the Registrar of Companies. The Independent Auditors' Report on the Annual Report and Financial Statement for 2016 was Unqualified, drew attention to the uncertainty around the Company continuing as a going concern by way of emphasis and did not contain a statement under 498(2) or 498(3) of the Companies Act 2006.

The financial information for the periods ended 30 June 2017 and 30 June 2016 are unaudited but have been reviewed by the Company’s auditor.

It is also recommended that the interim financial report be considered together with any public announcements made by Zeta Petroleum plc during the half year ended 30 June 2017 in accordance with the continuous disclosure obligations under the Australian Stock Exchange.

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

Going concern

The Company had £285,069 of cash and cash equivalents at 30 June 2017.

The financial statements have been prepared on a going concern basis. As at 30 June 2017 the Company had available funds totalling £285,000, a net current asset position of £267,000 and shareholder's funds of £267,000.

The Company has sufficient funds to meet its current operating expenses for a period of at least 12 months from the date these financial statements are signed.

The Company will need to identify new assets or investment opportunities before determining its fundraising strategy.

Accounting Policies

The accounting policies and methods of computation adopted in the Company's preparation of the interim financial report are consistent with those adopted and disclosed in the annual financial report for the year ended 31 December 2016.

There were no new standards or interpretations effective for the periods beginning on or after 1 January 2017 that have a significant impact on the Company's financial statements.

Standards, amendments and interpretations that are not yet effective and have not been early adopted:

Standard	Description	Effective date	EU Endorsement status
IFRS 9	Financial Instruments	1 January 2018	Endorsed
IFRS 2	Classification and Measurement of Share-based Payment Transactions (Amendments)	1 January 2018	Expected H2 2017
IFRIC 22	Foreign Currency Transactions and Advance Consideration	1 January 2018	Expected H2 2017

The Company does not expect the pronouncements to have a material impact on the Company's earnings as it currently does not have any balances that would be impacted by these standards.

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

3. Earnings Per Share

	Continuing operations 30 June 2017 £'000	Discontinued operations 30 June 2017 £'000	Total 30 June 2017 £'000	Continuing operations 30 June 2016 £'000	Discontinued operations 30 June 2016 £'000	Total 30 June 2016 £'000
Loss for the period	(370)	-	(370)	(261)	(213)	(474)
Loss for the period attributable to the equity holders	(370)	-	(370)	(261)	(213)	(474)

Basic and diluted earnings per share is calculated on the loss for the period attributable to equity holders of the Company of £370,000 (30 June 2016: £474,000) and divided by the weighted average of 27,165,111 (30 June 2016: 7,255,037).

The basic and diluted earnings per share are the same as there are no dilutive effects on earnings as the effect of the exercise of share options would be to decrease the earnings per share. Details of share options that could potentially dilute earnings per share in future years are set out in Note 8.

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

4. Intangible Assets

	Licence Acquisition Costs £'000	Total £'000
COMPANY		
Cost:		
As at 1 January 2017	366	366
At 30 June 2017	366	366
Amortisation and Impairment		
As at 1 January 2017	(85)	(85)
Impairment expense	(281)	(281)
At 30 June 2017	(366)	(366)
Net book value at 30 June 2017	-	-
Cost:		
As at 1 January 2016		
Restatement of Jimbolia licence	317	317
Effect of movement in foreign exchange	49	49
At 31 December 2016	366	366
Amortisation:		
As at 1 January 2016		
Restatement of Jimbolia licence	(58)	(58)
Provided in the year	(18)	(18)
Effect of movement in foreign exchange	(9)	(9)
At 31 December 2016	(85)	(85)
Net book value at 31 December 2016	281	281

During the period the Directors have undertaken a strategic review and have made a prudent decision to impair the Jimbolia asset due to the uncertainty in taking the asset forward to development.

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

5. Trade and Other Receivables

	Unaudited 30 June 2017 £'000	Audited 31 December 2016 £'000
Amounts due within one year:		
VAT receivable	-	1
GST receivable	5	2
Other receivables	1	1
Prepayments	<u>3</u>	<u>10</u>
Total amounts due within one year	9	14

6. Issued Capital

	Unaudited 30 June 2017 Number	Unaudited 30 June 2017 £'000	Audited 31 December 2016 Number	Audited 31 December 2016 £'000
Allotted, issued and fully paid:				
As at start of period	27,165,111	1,033	7,255,037	290
Issue of new shares:				
Issue 27 July 2016 ⁱ	-	-	1,800,000	72
Rights Issue & Shortfall ⁱⁱ	-	-	10,761,565	396
Rights Issue Shortfall ⁱⁱⁱ	<u>-</u>	<u>-</u>	<u>7,348,509</u>	<u>275</u>
As at end of period	<u>27,165,111</u>	<u>1,033</u>	<u>27,165,111</u>	<u>1,033</u>

^{i.} Allotment 27 July: 1,800,000 shares with a nominal value of £0.04.

^{ii.} 5 October: Rights Issue & Shortfall: 10,761,565 shares with a nominal value of \$0.06.

^{iii.} 25 October: Rights Issue Shortfall: 7,348,509 shares with a nominal value of \$0.06.

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

7. Share Based Payments

There was no expense recognised for employee and non-employee services during the half-year ended 30 June 2017 (30 June 2016: £nil).

The share-based payment plans are described below.

Employee Plan

Under the Employee Plan (“EMP”) share options are granted to directors and employees at the complete discretion of the Company. The exercise price of the options is determined by the Company at the date of the grant. Fifty percent (50%) of the options granted vest after twelve months and fifty percent (50%) vest after eighteen months.

The fair value of the options is determined using the Black Scholes method. The contractual life of each option granted is seven years. There are no cash settlement alternatives.

Options are settled when the Company receives a notice of exercise and cash proceeds from the option holder equal to the aggregate exercise price of the options being exercised.

Non-Employee Plan

Under the Non-Employee Plan (“NEMP”) share options are granted to non-employees at the complete discretion of the Company. The exercise price of the options is determined by the Company at the date of the grant. The options vest at the date of the grant.

The fair value of the options is determined using the Black Scholes method. The contractual life of each option granted ranges from two to five years. There are no cash settlement alternatives. Volatility was determined by calculating the volatility for four similar listed companies and applying the average of the four volatilities calculated.

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

7. Share Based Payments *continued*

Options are settled when the Company receives a notice of exercise and cash proceeds from the option holder equal to the aggregate exercise price of the options being exercised.

Company:	Unaudited 30 June 2017 Number	Unaudited 30 June 2017 WAEPⁱⁱ £	Audited 31 December 2016 Number	Audited 31 December 2016 WAEPⁱⁱ £
Outstanding at the beginning of the period	10,338,189	0.12	433,152	1.37
Granted during the year	-	-	9,955,037	0.06
Lapsed during the period	<u>(96,902)</u>	<u>2.78</u>	<u>(50,000)</u>	<u>0.93</u>
Outstanding at the end of the period	10,241,287	0.10	10,338,189	0.12
Exercisable at the end of the period	10,241,287	0.10	10,338,189	0.12

The weighted average remaining contractual life for the share options outstanding as at 30 June 2017 is 3.14 years (31 December 2016: 3.49 years). There were no options issued during the period. The exercise price for options outstanding at the end of the period was £0.06 to £4.73 (31 December 2016: £0.06 – £4.66).

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

8. Discontinued Operations

The Company has entered in to an agreement for the sale of its Suceava and Bobocu Romanian oil & gas assets to its largest shareholder GMI in exchange for full settlement of all outstanding debt owed to GMI which completed on 19 July 2016.

Result of discontinued operations	Unaudited 30 June 2017 £'000	Unaudited 30 June 2016 £'000
Revenue		173
Cost of goods sold		(109)
Exploration and evaluation expenses		(178)
Administrative expenses		(96)
Other income		-
Foreign exchange (loss)/gain		(3)
Loss for the year		(213)
Earnings per share from discontinued operations	Unaudited 30 June 2017 £'000	Unaudited 30 June 2016 £'000
Basic and diluted Earnings per share	-	-
Statement of cash flows	Unaudited 30 June 2017 £'000	Unaudited 30 June 2016 £'000
Operating activities	-	(166)
Investing activities	-	(10)
Financing activities	-	143
Net cash from discontinued operations	-	(33)

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

9. Segment Information

The Company has one reportable segment, the exploration, development and production of oil and gas in Romania and administrative functions in the United Kingdom.

No further disclosure of segment revenue and result is required as this is given in the income statements. The following table presents certain asset information regarding the Company's geographical segments for the period ended 30 June 2017 and the year ended 31 December 2016:

	Unaudited 30 June 2017 £'000	Audited 31 December 2016 £'000
SEGMENT ASSETS		
United Kingdom		
Non-current	-	-
Current	294	419
Romania		
Non-current	-	281
Current	-	-
Total		
Non-current	-	281
Current	294	419

10. Financial Instruments

The carrying values of cash and cash equivalents, trade and other receivables, trade and other payables and other loans approximate their fair values due to short-term maturities.

NOTES TO THE SIX MONTHS FINANCIAL STATEMENTS (CONTINUED)

11. Related Party Transactions

Payments to related parties

As disclosed below there were no related party transactions during the year other than remuneration to Directors.

Administration Services Agreement

The Company has an Administration Services Agreement with Transcontinental Investments Pty Ltd (TRG). TRG provides office space, office equipment, supplies, corporate management and administration services in connection with the operations of the Company. Corporate administration services include those services necessary for the proper administration of a small public Company, including the engagement of Mr. Simon Trevisan as an Executive Director and Mrs. Fleur Hudson as joint Company Secretary.

The Company must pay a monthly fee to TRG plus reimbursement for certain costs, expenses and liabilities incurred and/or paid by TRG on behalf of the Company during the month. From 26th July 2016, TRG charged a monthly fee of A\$3,000 per month for Administration Services, which has been paid in full by the Company on ordinary terms. For the six months to 30 June 2017 a total of A\$21,000 (£12,525) had been paid under the terms of this agreement.

12. Post Balance Date Events

On 11 July 2017 the Company issued a total of 412,986 new ordinary fully paid CHESS Depository Interests ("CDIs") and 206,494 free Attaching Options to Mr Greg Hancock and Mr Oliver Cairns in lieu of accrued directors' fee.

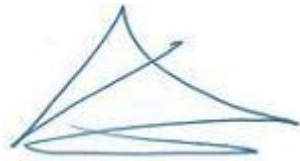
There are no other post reporting date events at the reporting date.

DIRECTORS DECLARATION

The Directors confirm to the best of their knowledge that:

- a) The unaudited set of interim financial report has been prepared in accordance with IAS 34 “Interim Financial Reporting” as adopted by the EU;
- b) The interim financial statements and associated notes give a true and fair view of the Company’s financial position as at 30 June 2017 and of its performance for the half year ended on that date; and
- c) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Board



Stephen West
Director

13 September 2017

INDEPENDENT REVIEW REPORT TO ZETA PETROLEUM PLC

Introduction

We have been engaged by the Company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2017 which comprises the condensed Statement of Profit or loss and other Comprehensive Income, condensed Statement of Financial Position, condensed Statement of Changes in Equity, condensed Statement of Cash flows and explanatory notes.

We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

Directors' responsibilities

The half-yearly report, including the financial information contained therein, is the responsibility of and has been approved by the directors. The directors are responsible for preparing the half-yearly report in accordance with the rules of the Australian Stock Exchange.

As disclosed in note 1, the annual financial statements of the Company are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. The condensed set of financial statements included in this half-yearly financial report is prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting", as adopted by the European Union.

Our responsibility

Our responsibility is to express to the company a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

Our report has been prepared in accordance with the terms of our engagement to assist the company in meeting the requirements of the rules of the Australian Stock Exchange and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of our terms of engagement or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Financial Reporting Council for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

INDEPENDENT REVIEW REPORT TO ZETA PETROLEUM PLC

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2017 is not prepared, in all material respects, in accordance with the rules of the Australian Stock Exchange and International Accounting Standard 34 'Interim Financial Reporting' as adopted by the European Union.

BDO LLP

*BDO LLP
Chartered Accountants
Location
United Kingdom
13 September 2017*

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).