

# **Ensurance Limited and controlled entities**

**ABN 80 148 142 634**

**Annual Report  
30 June 2023**

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## Corporate directory

Directors	<p><b>Mr Tony Leibowitz</b> Chairman Appointed 27 September 2017</p> <p><b>Mr Tony Wehby</b> Non-Executive Director Appointed 3 May 2018</p> <p><b>Mr Vaughan (Tom) Kent</b> Executive Director Appointed 17 February 2022</p> <p><b>Mr Sam Hallab</b> Non-Executive Director Appointed 2 July 2021 Resigned 30 November 2022</p>
Company secretary	<p><b>Mr Sam Hallab</b> Appointed 1 February 2017</p>
Registered office	<p>Level 21 Westfield Tower 2 101 Grafton St BONDI JUNCTION NSW 2022 Telephone: +61 (0)2 9167 8050 Website: <a href="http://www.ensurance.com.au">www.ensurance.com.au</a></p>
Share register	<p>Computershare Investor Services Pty Limited Level 11, 172 St Georges Terrace PERTH WA 6000 Telephone: 1300 555 159 (Australia) Telephone: +61 (0)3 9415 4062 (Overseas) Website: <a href="http://www-au.computershare.com/investor/#home">www-au.computershare.com/investor/#home</a></p>
Auditor	<p>William Buck (SA) Level 6, 211 Victoria Square Adelaide SA 5000 Telephone: +61 (0)8 8409 4333 Website: <a href="http://www.williambuck.com">www.williambuck.com</a></p>
Solicitors	<p>Steinepreis Paganin Level 4, The Read Buildings 16 Milligan Street PERTH WA 6000 Website: <a href="http://www.steinpag.com.au">www.steinpag.com.au</a></p>
Stock exchange listing	<p>Australian Securities Exchange Level 40, Central Park 152-158 St George Terrace PERTH WA 6000 Website: <a href="http://www2.asx.com.au">www2.asx.com.au</a> (ASX code: ENA)</p>

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## **General information**

The financial statements cover Ensurance Limited as a consolidated entity consisting of Ensurance Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Ensurance Limited's functional and presentation currency.

Ensurance Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 21, Westfield Tower 2  
101 Grafton St  
BONDI JUNCTION NSW 2022

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 23 August 2023. The directors have the power to amend and reissue the financial statements.

## **Directors' report**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Ensurance Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2023.

### **Directors**

The following persons were directors of Ensurance Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr Tony Leibowitz  
Mr Tony Wehby  
Mr Tom Kent  
Mr Sam Hallab (resigned on 30 November 2022)

### **Principal activities**

During the financial year the principal continuing activities of the consolidated entity consisted of providing customised insurance solutions specialising in construction, liability product range and terrorism and sabotage. All insurance products issued by the company are distributed on an intermediary basis by appropriately qualified insurance brokers.

### **Dividends**

There were no dividends paid, recommended or declared during the current or previous financial year.

### **Review of operations**

The profit for the consolidated entity after providing for income tax amounted to \$5,802,580 (30 June 2022: \$273,745).

At the commencement of the 2023 financial year, the consolidated entity was comprised of two operating divisions; Ensurance Australia and Ensurance UK.

In July of 2022, the Company announced the sale of its UK operations (Ensurance UK) to PSC Insurance Group Limited. This sale was completed in March 2023.

The Australian operation of the Company (Ensurance Australia) were established as a result of the acquisition of TK Specialty Risks Pty Ltd (TKSR) in July 2021. During the course of 2022 and 2023, TKSR was re-branded as Ensurance Australia and the management team set about expanding its footprint across Australia in order to underwrite and distribute its Professional Risks insurance product set. In April of 2023 the product set available to broker distribution partners expanded into Environmental Impairment Liability.

The Company continued to review insurance related acquisitions and investment opportunities throughout the financial year 2023. In March of 2023, the Company invested in KOBIA Insurance Pty Ltd, an online vehicle insurance agency, by way of a Simple Agreement For Equity (SAFE).

### **Significant changes in the state of affairs**

Prior to 31 December 2022, a binding Sale & Purchase Agreement (SPA) was executed for the sale of Ensurance UK Limited to Chase UK Holdings Limited, a subsidiary of PSC Insurance Group Ltd (ASX: PSI), for A\$8.2 million. This has resulted in the presentation of Ensurance UK Limited as a discontinued operation. The sale was completed on 10 March 2023.

There were no other significant changes in the state of affairs of the consolidated entity during the financial year.

### **Matters subsequent to the end of the financial year**

Ensurance Limited has entered into an agreement for a Scheme of Arrangement with PSC Insurance Group Limited (ASX: PSI) whereby PSI will acquire all of the shares in Ensurance Limited for \$25.2m. If approved by shareholders, the completion of the transaction is expected before 31 December 2023.

Other than the matter referred to above, no other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

### **Likely developments and expected results of operations**

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report as the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

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### Environmental regulation

The Group's operations are not subject to significant environmental regulations in the jurisdictions it operates in, namely Australia.

### Information on directors

Name:	<b>Mr Tony Leibowitz</b>
Title:	Chairman
Qualifications:	Chartered Accountant (FCA)
Experience and expertise:	Mr Leibowitz has over 36 years of corporate finance, investment banking and broad commercial experience and has a proven track record of providing the necessary skills and guidance to assist companies grow and generate sustained shareholder value. Previous roles include Chandler Macleod Limited and Pilbara Minerals Limited, where as Chairman and an early investor in both companies, he was responsible for substantial increases in shareholder value and returns. Mr Leibowitz was a partner at a global professional services organisation and is a Fellow of the Institute of Chartered Accountants in Australia.
Other current directorships:	Non-Executive Chairman of: - Trek Metals (TKM) - Astute Metals NL (ASE)
Former directorships (last 3 years):	- Greenvale Mining (GRV) - Bardoc Gold (BDC)
Interests in shares:	16,220,492 ordinary shares in Ensurance Limited (indirect) (2022: 15,436,083). Shareholding increased as a result of multiple purchases on open trade market, at arm's length and transfer of stock at market value.
Interests in options:	700,000 options exercisable at 90 cents expiring 31 December 2023. These options were cancelled on the 24th July 2023 by agreement between the entity and the Chairman.
Name:	<b>Mr Tony Wehby</b>
Title:	Non-Executive Director
Qualifications:	Member of Australian Institute of Company Directors
Experience and expertise:	Mr Wehby is a highly experienced board member and chairman. He is a Director of Kingston Resources Limited (ASX:KSN) and Chairman of Variscan Mines Limited (ASX:VAR). He was previously Chairman of Tellus Resources Limited and Chairman of Aurelia Metals Limited. Since 2001, Mr Wehby has maintained a financial consulting practice, focusing on strategic advice to companies including investments, divestments and capital raisings. Prior to 2001, Mr Wehby was a partner in PricewaterhouseCoopers Australia (Coopers & Lybrand) for 19 years.
Other current directorships:	- Kingston Resources (KSN) - Variscan Mines (VAR)
Former directorships (last 3 years):	Nil
Interests in shares:	712,188 ordinary shares in Ensurance Limited (indirect) (2022: 632,188). Cash was paid for these shares.
Interests in options:	Nil

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## Directors' report

Name:	<b>Mr Vaughan (Tom) Kent</b>
Title:	Executive Director (appointed 17 February 2022)
Qualifications:	Master of Arts (Applied Linguistics) Bachelor Mathematics and Computer Science (Pure Maths)
Experience and expertise:	Mr Kent has worked in the insurance sector for both Australian and global insurers in a number of key roles since 2004. Most recently, prior to establishing TK Specialty Risks Pty Ltd in 2015, Mr Kent was the Professional and Financial Lines Manager for Axis Specialty Australia in South Australia.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	14,555,431 ordinary shares in Ensurance Limited (direct and indirect) (2022: 13,609,340). Shareholding increased as a result of open market trades and off market stock transfers, at arm's length. 8,333,334 of these shares were in escrow until 28 July 2023 and have now been released.
Interests in options:	Nil
Name:	<b>Sam Hallab</b>
Title:	Non-Executive Director (resigned on 30 November 2022)
Qualifications:	B.Ec., CA, F-AIST, GAICD, Diploma FP
Experience and expertise:	Mr Hallab has spent more than 40 years in the financial sector and brings extensive experience to the group. As a chartered accountant, he was a partner with Sydney accounting firm Sothertons for more than a decade before moving into the superannuation industry as Deputy CEO of the Australian Catholic Superannuation and Retirement Fund. Mr Hallab also held positions of COO, CFO and Company Secretary. He is a registered tax agent and has gained extensive experience in risk management and compliance.
Other current directorships:	Non-Executive Director of Fiducian Group (FID)
Former directorships (last 3 years):	Nil
Interests in shares:	250,000 ordinary shares in Ensurance Limited (indirect) (2022: 0). Shareholding increased as a result of open market trades, at arm's length.
Interests in options:	Nil

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

### Company secretary

Sam Hallab appointed 1 February 2017.

### Meetings of directors

	Held	Attended
Tony Leibowitz	5	5
Tony Wehby	5	5
Tom Kent	5	5
Sam Hallab	2	2

Held: represents the number of meetings held during the time the director held office.

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### **Remuneration report (audited)**

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

### ***Principles used to determine the nature and amount of remuneration***

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

### ***Non-executive directors remuneration***

The Company's Constitution provides that Directors are entitled to be remunerated for their services as follows:

The total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the sum determined by the Shareholders in general meeting and the total aggregate fixed sum will be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

The total aggregate fixed sum per annum which may be paid to non-executive Directors is \$250,000. This amount cannot be increased without the approval of the Company's Shareholders.

The Directors are entitled to be paid reasonable travelling, accommodation and other expenses incurred by them respectively in or about the performance of their duties as Directors.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 24 November 2021.

### ***Executive remuneration***

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

**Ensurance Limited and controlled entities**  
**Directors' report**  
**30 June 2023**



Other than statutory superannuation contributions, no retirement benefits are provided for Executive and Non-Executive Directors of the Company. To align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the company.

The short-term incentives ('STI') program is designed to align the goals of the business with performance targets. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution and net retained commissions (NRC).

The Board has a policy of granting incentive options to executives with exercise prices above market share price. As such, incentive options granted to executives will generally only be of benefit if the executives perform to the level whereby the value of the Group increases sufficiently to warrant exercising the incentive options granted.

The Directors of the Company are eligible to participate in the "Ensurance Limited Employee Incentive Option Plan".

**Details of remuneration**

**Amounts of remuneration**

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the directors of Ensurance Limited and the following person:

- Tim James (CEO of Ensurance UK Limited) for the year ended 30 June 2022

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave		
<b>2023</b>	\$	\$	\$	\$	\$	\$	\$
<i>Chairman:</i>							
Tony Leibowitz	160,385	-	-	13,351	-	20,720	194,456
Annual leave payout when Executive Director	49,047	-	-	3,489	-	-	52,536
	-	-	-	-	-	-	-
<i>Non-Executive Directors:</i>							
Tony Wehby	39,780	-	-	-	-	-	39,780
Sam Hallab	16,575	-	-	-	-	12,800	29,375
<i>Executive Director:</i>							
Tom Kent	276,000	-	-	25,292	2,317	-	303,609
<i>Company Secretary</i>							
Sam Hallab	60,000	-	-	-	-	-	60,000
	<u>601,787</u>	<u>-</u>	<u>-</u>	<u>42,132</u>	<u>2,317</u>	<u>33,520</u>	<u>679,756</u>

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**Ensurance Limited and controlled entities  
Directors' report  
30 June 2023**



	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave		
2022	\$	\$	\$	\$	\$	\$	\$
<i>Chairman:</i>							
Tony Leibowitz							
- 1 Jan to 30 Jun 22	91,731	-	-	9,173	-	13,860	114,764
- 1 Jul to 31 Dec 21 (Executive)	135,000	-	-	13,500	-	20,310	168,810
Tony Wehby	39,600	-	-	-	-	-	39,600
Sam Hallab	39,600	-	-	-	-	12,730	52,330
Adam Davey	277	-	-	-	-	-	277
<i>Executive Director:</i>							
Tom Kent	254,585	-	-	24,430	3,475	-	282,490
<i>Company Secretary</i>							
Sam Hallab	48,000	-	-	-	-	-	48,000
<i>Other Key Management Personnel:</i>							
Tim James	384,258	-	-	22,623	-	60,999	467,880
	993,051	-	-	69,726	3,475	107,899	1,174,151

**Service agreements**

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Tony Leibowitz
Title:	Chairman
Agreement commenced:	1 January 2021 as Chairman. From 29 September 2017 to 31 December 2021, he was the Executive Chairman.
Term of agreement:	Mr Leibowitz stands for re-election on a rotational basis at the AGM.
Details:	The Company appointed Mr Tony Leibowitz on 29 September 2017 as an Executive Chairman on standard terms for agreements of this nature. From 1 January 2022, he became Chairman and was entitled to fees of \$180,000 per annum plus superannuation. From 29 October 2022 his fees were reduced to \$150,000 per annum plus superannuation.
Name:	Tony Wehby
Title:	Non-Executive Director
Agreement commenced:	3 May 2018
Term of agreement:	Mr Wehby stands for re-election on a rotational basis at the AGM.
Details:	From 1 July 2022, he is entitled to director fees of \$39,780 per annum.

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Name:	Tom Kent
Title:	Executive Director
Agreement commenced:	Joined on 1 July 2021 with the purchase of TKSR, became CEO on 1 January 2022 and Director on 17 February 2022.
Term of agreement:	Standard employment agreement with a termination notice of 12 weeks.
Details:	The remuneration package is \$276,000 per annum plus superannuation.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

**Share-based compensation**

*Securities Received that are not performance-related*

No members of KMP are entitled to receive securities that are not performance-based as part of their remuneration package.

*Options and Rights Granted as Remuneration*

On 28 November 2018, 1,500,000 options were granted to Tony Leibowitz as part of his executive services agreement. 800,000 options have now expired, and 700,000 are exercisable at 90 cents within 5 years of issue. The 700,000 options have been cancelled on 24 July 2023 by mutual agreement.

On 2 July 2021, 200,000 options were granted to Sam Hallab. 100,000 options are exercisable at 30 cents and 100,000 are exercisable at 50 cents within 2 years. These options expired on 2 July 2023.

There were no equity instruments issued during the year to Directors as a result of performance rights.

**Share-based compensation**

*Issue of shares*

Details of shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2023 are set out below:

*Options*

The terms and conditions of each grant of options over ordinary shares affecting the remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Sam Hallab	100,000	2 Jul 2021	2 Jul 2023	2 Jul 2023	\$0.300	\$0.270
Sam Hallab	100,000	2 Jul 2021	2 Jul 2023	2 Jul 2023	\$0.500	\$0.270
Tony Leibowitz	700,000	28 Nov 2019	31 Dec 2023	31 Dec 2023	\$0.900	\$0.350

Options granted carry no dividend or voting rights.

The options to Sam Hallab expired on 2 July 2023.

The options to Tony Leibowitz were cancelled by agreement between the entity and the holder on 24 July 2023.

*Retention rights*

There were no retention rights over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 30 June 2023.

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## Directors' report

### Additional information

The earnings of the consolidated entity for the five years to 30 June 2023 are summarised below:

	2023 \$ '000	2022 \$ '000	2021 \$ '000	2020 \$ '000	2019 \$ '000
Sales revenue	7,238	7,295	4,341	3,612	2,577
EBITDA	(315)	540	(518)	(799)	(790)
EBIT	(358)	453	(518)	(799)	(790)
Profit/(loss) after income tax	5,803	274	(1,303)	(2,154)	(1,403)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2023	2022	2021	2020	2019
Share price at financial year end (\$)	0.20	0.22	0.27	0.20	0.23
Basic earnings per share (cents per share)	6.44	0.32	(2.26)	(5.00)	(4.40)

### Additional disclosures relating to key management personnel

#### Shareholding

The number of shares in the company held during the financial year by each person in their capacity as director during the year and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
Tony Leibowitz	14,916,083	-	1,304,409	-	16,220,492
Tony Wehby	632,188	-	80,000	-	712,188
Tom Kent	13,089,340	-	1,466,091	-	14,555,431
	28,637,611	-	2,850,500	-	31,488,111

Tony Leibowitz's shares are held in a related entity, Kalonda Pty Limited.

8,333,334 shares held by Tom Kent are in escrow until 28 July 2023. These have now been released from voluntary escrow.

#### Option holding

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>					
Tony Leibowitz	1,200,000	-	-	500,000	700,000
Sam Hallab	200,000	-	-	-	200,000
	1,400,000	-	-	-	1,400,000

Tony Leibowitz's options are held in a related entity, Kalonda Pty Limited. These options were cancelled on 24 July 2023.

Sam Hallab's options expired on 2 July 2023.

**This concludes the remuneration report, which has been audited.**

#### Shares under option

There were no unissued ordinary shares of Ensurance Limited under option outstanding at the date of this report.

### **Shares under performance rights**

There were no unissued ordinary shares of Ensurance Limited under performance rights outstanding at the date of this report.

### **Incentive shares**

There were no ordinary shares of Ensurance Limited issued on the exercise of options during the year ended 30 June 2023 and up to the date of this report.

### **Shares issued on the exercise of retention rights**

There were no ordinary shares of Ensurance Limited issued on the exercise of retention rights during the year ended 30 June 2023 and up to the date of this report.

### **Indemnity and insurance of officers**

The company indemnifies directors and executives of the company for costs incurred in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

### **Indemnity and insurance of auditor**

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

### **Proceedings on behalf of the company**

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

### **Non-audit services**

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 32 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 32 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards) issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

### **Officers of the company who are former partners of William Buck (SA)**

There are no officers of the company who are former partners of William Buck (SA).

### **Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

### **Auditor**

William Buck (SA) continues in office in accordance with section 327 of the Corporations Act 2001.

**Ensurance Limited and controlled entities**  
**Directors' report**  
**30 June 2023**



This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

A handwritten signature in black ink that reads 'Tony Wehby'.

---

Tony Wehby  
Non-Executive Director

23 August 2023

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**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF ENSURANCE LIMITED.**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2023 there have been:

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

William Buck

**William Buck (SA)**  
ABN: 38 280 203 274

M.D. King

**M.D. King**  
Partner

Dated this 23<sup>rd</sup> day of August, 2023 in Adelaide, South Australia.

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## Ensurance Limited and controlled entities



### Statement of profit or loss and other comprehensive income For the year ended 30 June 2023

	Note	Consolidated 2023 \$	2022 \$
<b>Revenue from continuing operations</b>	4	3,495,625	2,462,729
Other income	5	450,452	-
Interest revenue		76,121	18,847
<b>Expenses</b>			
Insurance		(30,216)	(10,518)
Business development		(52,528)	(5,052)
Compliance costs		(161,384)	(189,635)
Computers and communications		(21,030)	(88,833)
Depreciation and amortisation	6	(43,438)	(42,306)
Employment costs	6	(2,890,628)	(1,752,379)
Legal and consulting fees		(163,443)	(115,696)
Occupancy costs		(102,440)	(60,092)
Travel and accommodation		(51,308)	(5,450)
Other expenses		(81,171)	(28,183)
Finance costs	6	(3,635)	(172,592)
<b>Profit before income tax expense from continuing operations</b>		445,761	10,840
Income tax expense	7	-	-
Profit after income tax expense from continuing operations		445,761	10,840
Profit after income tax expense from discontinued operations	8	5,356,819	262,905
<b>Profit after income tax expense for the year attributable to the owners of Ensurance Limited</b>	28	5,802,580	273,745
<b>Other comprehensive income</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		-	(59,408)
Other comprehensive income for the year, net of tax		-	(59,408)
<b>Total comprehensive income for the year attributable to the owners of Ensurance Limited</b>		5,802,580	214,337
Total comprehensive income for the year is attributable to:			
Continuing operations		445,761	10,840
Discontinued operations		5,356,819	203,497
		5,802,580	214,337
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	39	6.44	0.32
Diluted earnings per share	39	6.44	0.32

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

**Statement of financial position  
As at 30 June 2023**

	Note	Consolidated	
		2023	2022
		\$	\$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	9	5,428,420	635,000
Trade and other receivables	10	1,212,558	290,700
Trust account insurer assets	11	7,502,005	2,547,447
Other assets	12	105,939	41,469
		<u>14,248,922</u>	<u>3,514,616</u>
Assets of disposed groups classified as held for sale	13	-	24,528,946
Total current assets		<u>14,248,922</u>	<u>28,043,562</u>
<b>Non-current assets</b>			
Investments	14	3,397,508	1,200
Property, plant and equipment	15	18,653	22,477
Right-of-use assets	16	2,784	28,776
Intangibles	17	2,370,124	2,232,134
Bonds on deposit		8,479	1,448
Total non-current assets		<u>5,797,548</u>	<u>2,286,035</u>
<b>Total assets</b>		<u>20,046,470</u>	<u>30,329,597</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	18	483,291	413,094
Contracted payments	19	929,611	-
Lease liabilities	20	2,932	26,585
Employee benefits	21	182,648	107,693
Trust account insurer liabilities	22	7,523,187	2,602,137
		<u>9,121,669</u>	<u>3,149,509</u>
Liabilities directly associated with assets classified as held for sale	23	-	22,258,224
Total current liabilities		<u>9,121,669</u>	<u>25,407,733</u>
<b>Non-current liabilities</b>			
Lease liabilities	24	-	2,940
Employee benefits	25	41,200	26,556
Total non-current liabilities		<u>41,200</u>	<u>29,496</u>
<b>Total liabilities</b>		<u>9,162,869</u>	<u>25,437,229</u>
<b>Net assets</b>		<u>10,883,601</u>	<u>4,892,368</u>
<b>Equity</b>			
Issued capital	26	26,687,797	26,697,280
Reserves	27	86,170	(55,966)
Accumulated losses	28	(15,890,366)	(21,748,946)
<b>Total equity</b>		<u>10,883,601</u>	<u>4,892,368</u>

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



**Statement of changes in equity  
For the year ended 30 June 2023**

	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
<b>Consolidated</b>				
Balance at 1 July 2021	22,241,201	74,164	(22,123,115)	192,250
Profit after income tax expense for the year	-	-	273,745	273,745
Other comprehensive income for the year, net of tax	-	(59,408)	-	(59,408)
Total comprehensive income for the year	-	(59,408)	273,745	214,337
Lapse of options & performance rights	-	(100,424)	100,424	-
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 26)	2,111,179	-	-	2,111,179
Share-based payments (note 40)	46,900	(46,900)	-	-
Purchase of TK Speciality Risks Pty Ltd	2,250,000	-	-	2,250,000
Incentive shares issued to Tim James	48,000	-	-	48,000
Expense of Options	-	76,602	-	76,602
Balance at 30 June 2022	26,697,280	(55,966)	(21,748,946)	4,892,368
<b>Consolidated</b>				
Balance at 1 July 2022	26,697,280	(55,966)	(21,748,946)	4,892,368
Profit after income tax expense for the year	-	-	5,802,580	5,802,580
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	5,802,580	5,802,580
Foreign exchange movements	-	(66,553)	-	(66,553)
Lapse of options & performance rights	-	(56,000)	56,000	-
Disposal of Subsidiary	-	270,323	-	270,323
<i>Transactions with owners in their capacity as owners:</i>				
Incentive shares issued to Tim James	24,400	(24,400)	-	-
Expense of Options	-	46,140	-	46,140
Share buy-back	(33,883)	-	-	(33,883)
Payout in lieu of shares	-	(27,374)	-	(27,374)
Balance at 30 June 2023	26,687,797	86,170	(15,890,366)	10,883,601

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

**Statement of cash flows**  
**For the year ended 30 June 2023**

	Note	Consolidated	
		2023 \$	2022 \$
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST)		3,430,835	3,250,345
Payments to suppliers and employees (inclusive of GST)		(3,392,528)	(2,831,406)
		38,307	418,939
Interest received		50,894	18,847
Other receipts		523,563	-
Net cash from/(used in) discontinued operations		138,564	19,969
Net cash from operating activities	38	751,328	457,755
<b>Cash flows from investing activities</b>			
Payments for investments		(400,000)	-
Payments for property, plant and equipment	15	(7,609)	(2,191)
Payments for intangibles	17	(144,003)	(5,250)
Payments for security deposits		(7,031)	-
Funds received on acquisition of TK Speciality Risks Pty Ltd		-	336,312
Proceeds from disposal of business		4,521,516	457,974
Net cash used in discontinued operations		(2,665)	(6,775)
Payments of income tax		(99,645)	-
Net cash from investing activities		3,860,563	780,070
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	26	-	2,145,001
Payments for share buy-backs		(33,883)	-
Share issue transaction costs		-	(33,821)
Interest and other finance costs paid		-	(172,592)
Repayment of borrowings		(59,126)	(3,316,814)
Repayment of lease liabilities		(29,991)	(30,288)
Pre-acquisition dividend less expenses paid for TK Speciality Risks Pty Ltd		-	(276,154)
Net cash used in discontinued operations		(79,001)	1,342
Net cash used in financing activities		(202,001)	(1,683,326)
Net increase/(decrease) in cash and cash equivalents		4,409,890	(445,501)
Cash and cash equivalents at the beginning of the financial year		1,018,530	1,080,501
Cash and cash equivalents included in the discontinued operations		-	383,530
Cash and cash equivalents at the end of the financial year	9	5,428,420	1,018,530

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

## Notes to the financial statements

### Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### **New or amended Accounting Standards and Interpretations adopted**

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

#### **Reverse acquisition**

Ensurance Ltd is listed on the Australian Securities Exchange. The Company completed the legal acquisition of Ensurance Capital Pty Ltd (Ensurance Capital) on 5 May 2015.

Ensurance Capital (the legal subsidiary) was deemed to be the acquirer for accounting purposes as it has obtained control over the operations of the legal acquirer Ensurance (accounting subsidiary). Notwithstanding, as Ensurance Ltd is the listed entity and the ultimate holding company of the Ensurance Group of companies, the financial statements have been referred to as the financial statements of Ensurance Ltd.

#### **Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

#### *Critical accounting estimates*

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

#### **Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 35.

#### **Operating segments**

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

#### **Foreign currency translation**

The financial statements are presented in Australian dollars, which is Ensurance Limited's functional and presentation currency.

#### *Foreign currency transactions*

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

#### *Foreign operations*

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

## Notes to the financial statements

### Note 1. Significant accounting policies (continued)

#### Revenue

Revenue consists principally of commission and administration fees associated with the placement of insurance contracts. This income is net of commissions payable to other directly involved parties. Revenues are recognised on the later of the inception date of the risk and the date of receipt of the order. Any adjustments to commission arising from premium additions or reductions are recognised as and when they are notified by third parties.

Profit commissions are recognised when the amount can be estimated with a reasonable degree of certainty and when it is highly probable that the commission will be received.

All revenue is stated net of the amount of GST/VAT.

#### Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

#### Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Ensurance Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

#### Discontinued operations

A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

#### Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

## **Notes to the financial statements**

### **Note 1. Significant accounting policies (continued)**

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

#### **Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### **Trade and other receivables**

Commission on Trust Assets and Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

#### **Non-current assets or disposal groups classified as held for sale**

Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

#### **Investments and other financial assets**

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

#### **Impairment of financial assets**

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

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## **Notes to the financial statements**

### **Note 1. Significant accounting policies (continued)**

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

The Group has applied the simplified approach measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue

#### **Right-of-use assets**

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

Right-of-use assets that meet the definition of investment property are measured at fair value where the consolidated entity has adopted a fair value measurement basis for investment property assets.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

#### **Intangible assets**

##### *Software*

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 4 to 5 years.

##### *Research and development*

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

##### *Goodwill*

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

#### **Impairment of non-financial assets**

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

#### **Trade and other payables**

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

## Notes to the financial statements

### Note 1. Significant accounting policies (continued)

#### Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

#### Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

#### Employee benefits

##### *Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

##### *Other long-term employee benefits*

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

##### *Share-based payments*

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.



## **Notes to the financial statements**

### **Note 1. Significant accounting policies (continued)**

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

#### **Issued capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### **Business combinations**

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

#### **Earnings per share**

##### *Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to the owners of Ensurance Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

##### *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.



## Notes to the financial statements

### Note 1. Significant accounting policies (continued)

#### Goods and Services Tax ('GST') and Value Added Tax (VAT)

Revenues, expenses and assets are recognised net of the amount of associated GST/VAT, unless the GST/VAT incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST/VAT receivable or payable. The net amount of GST/VAT recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST/VAT components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

#### New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2023. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

### Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

#### *Trust assets and liabilities*

Insurance intermediaries act as agents in placing the insurable risks of their clients with insurers and as such generally are not liable as principals for the amounts arising from such transactions. Accordingly, we have accounted for the trust asset and trust liability insurance transactions until the Group receives cash in respect of Commissions.

Fiduciary cash arising from insurance intermediary transactions is included as Trust assets. The company is entitled to retain the investment income on any cash flows arising from insurance related transactions.

#### *Share-based payment transactions*

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

#### Employee incentive share plans

Employees who hold these are required to maintain their performance metrics and be employed by the Group for a specified period. These plans have a vesting period of 2, 3 and 4 years.

#### *Allowance for expected credit losses*

The allowance for expected credit losses requires a degree of estimation and judgement. There is an increased risk of fee and commission income not being received, once the income is past the payment due dates. These assumptions include a historical analysis of credit losses from contracts in arrears.

#### *Goodwill and other indefinite life intangible assets*

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

## Notes to the financial statements

### Note 2. Critical accounting judgements, estimates and assumptions (continued)

#### Profit /(Loss) from discontinued operations

A discontinued operation is a component of the Group that either has been disposed of or is classified as held for sale. A discontinued operation represents a separate major line of the business. Profit or loss from discontinued operations comprises the post-tax profit or loss of discontinued operations and the post-tax gain or loss recognised on the measurement to fair value less costs to sell or on the disposal group(s) constituting the discontinued operation.

#### Non-current assets and liabilities classified as held for sale and discontinued operations

Non-current assets classified as held for sale are presented separately and measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. However, some held for sale assets such as financial assets, continue to be measured in accordance with the Group's relevant accounting policy for those assets. Once classified as held for sale, the assets are not subject to depreciation or amortisation.

Any profit or loss arising from the sale of a discontinued operation or its remeasurement to fair value less costs to sell is presented as part of a single line item, profit or loss from discontinued operations.

#### Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

#### Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

### Note 3. Operating segments

#### Identification of reportable operating segments

The consolidated entity is organised into 3 operating segments: These being the business in the UK, the business and the head office in Australia. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

#### Intersegment transactions

Intersegment transactions were made at cost. Intersegment transactions are eliminated on consolidation.

Notes to the financial statements

Note 3. Operating segments (continued)

Operating segment information

	Ensurance UK \$	Ensurance Australia \$	Head Office \$	Total \$
<b>Consolidated - 2023</b>				
<b>Revenue</b>				
Commission and administration fees	3,742,598	3,495,625	-	7,238,223
Interest revenue	-	8,654	67,467	76,121
Other revenue	548	22,521	427,383	450,452
<b>Total revenue</b>	<b>3,743,146</b>	<b>3,526,800</b>	<b>494,850</b>	<b>7,764,796</b>
<b>EBITDA</b>				
Depreciation and amortisation	(807,948)	1,515,644	(1,022,810)	(315,114)
Depreciation and amortisation	-	(40,193)	(3,245)	(43,438)
Profit on disposal of discontinued operation	6,164,767	-	-	6,164,767
Finance costs	-	-	(3,635)	(3,635)
<b>Profit/(loss) before income tax expense</b>	<b>5,356,819</b>	<b>1,475,451</b>	<b>(1,029,690)</b>	<b>5,802,580</b>
Income tax expense				-
<b>Profit after income tax expense</b>				<b>5,802,580</b>
<b>Assets</b>				
Segment assets	-	8,469,708	30,227,045	38,696,753
Intersegment eliminations				(18,650,283)
<b>Total assets</b>				<b>20,046,470</b>
<b>Liabilities</b>				
Segment liabilities	-	5,608,047	14,388,795	19,996,842
Intersegment eliminations				(10,833,973)
<b>Total liabilities</b>				<b>9,162,869</b>

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Notes to the financial statements

Note 3. Operating segments (continued)

	Ensurance UK \$	Ensurance Australia \$	Head Office \$	Total \$
<b>Consolidated - 2022</b>				
<b>Revenue</b>				
Commission and administration fees	4,832,311	2,462,729	-	7,295,040
Interest revenue	-	128	18,719	18,847
Other revenue	556	-	-	556
<b>Total revenue</b>	<b>4,832,867</b>	<b>2,462,857</b>	<b>18,719</b>	<b>7,314,443</b>
<b>EBITDA</b>				
Depreciation and amortisation	314,878	1,386,053	(1,160,316)	540,615
Finance costs	(44,905)	(40,031)	(2,275)	(87,211)
	(7,067)	(921)	(171,671)	(179,659)
<b>Profit/(loss) before income tax expense</b>	<b>262,906</b>	<b>1,345,101</b>	<b>(1,334,262)</b>	<b>273,745</b>
Income tax expense				-
<b>Profit after income tax expense</b>				<b>273,745</b>
<b>Assets</b>				
Segment assets	24,528,946	2,840,426	27,631,243	55,000,615
Intersegment eliminations				(24,671,018)
<b>Total assets</b>				<b>30,329,597</b>
<b>Liabilities</b>				
Segment liabilities	22,258,224	1,454,216	10,997,615	34,710,055
Intersegment eliminations				(9,272,826)
<b>Total liabilities</b>				<b>25,437,229</b>

Note 4. Revenue

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>From continuing operations</b>		
Underwriting commission	2,994,466	2,119,814
Policy administration fees	501,159	342,915
Revenue from continuing operations	<u>3,495,625</u>	<u>2,462,729</u>

Note 5. Other income

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Net foreign exchange gain	22,926	-
Revaluation of investments	223,665	-
Other income	47,305	-
R&D Claim from the ATO	156,556	-
Other income	<u>450,452</u>	<u>-</u>

Notes to the financial statements

Note 6. Other expenses

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>Depreciation and amortisation</b>		
Depreciation expense	(11,433)	(4,628)
Amortisation - Software	(6,013)	(7,138)
Amortisation - Right of use assets	(25,992)	(30,540)
	<u>(43,438)</u>	<u>(42,306)</u>
	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
<b>Finance costs</b>		
Interest on related party loans	-	(171,671)
Interest on Insurance Premium Loan	(3,083)	-
Interest on lease liability	(552)	(921)
	<u>(3,635)</u>	<u>(172,592)</u>
	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>Employee costs</b>		
Chairman fees	(160,385)	(124,705)
Non-executive director fees	(56,355)	(79,477)
Superannuation expenses	(207,271)	(123,750)
Wages and salaries	(2,224,681)	(1,343,105)
Other employment related costs	(31,150)	(7,030)
(Increase)/Decrease in employee benefit provisions	(89,599)	(61,506)
Bonus paid	(44,825)	-
Payroll tax	(76,362)	(12,806)
	<u>(2,890,628)</u>	<u>(1,752,379)</u>

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Notes to the financial statements

Note 7. Income tax expense

	Consolidated	
	2023	2022
	\$	\$
<i>Income tax expense</i>		
Current tax	(145,837)	5,119
Adjustment recognised for prior periods	20,373	-
Deferred tax not recognised	125,464	(5,119)
	<hr/>	<hr/>
Aggregate income tax expense	-	-
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit before income tax expense from continuing operations	445,761	10,840
Profit before income tax expense from discontinued operations	5,356,819	262,905
	<hr/>	<hr/>
	5,802,580	273,745
Tax at the statutory tax rate of 25%	1,450,645	68,436
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	2,321	2,410
Sale of investment	(1,541,192)	-
(Profit) in Ensurance UK Limited	-	(65,727)
Deferred tax asset not recognised	67,853	-
	<hr/>	<hr/>
	(20,373)	5,119
Adjustment recognised for prior periods	20,373	-
Prior year temporary differences not recognised now recognised	-	(5,119)
	<hr/>	<hr/>
Income tax expense	-	-

Franking account

	Consolidated	
	2023	2022
	\$	\$
Balance of franking account of the legal parent entity	8,620	8,620
	<hr/>	<hr/>

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Notes to the financial statements

Note 8. Discontinued operations (continued)

Note 8. Discontinued operations

*Financial performance information*

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Discontinued revenue	3,742,598	4,832,311
Other discontinued income	548	556
Discontinued expense	(4,551,094)	(4,569,962)
Profit/(loss) before income tax expense	(807,948)	262,905
Income tax expense	-	-
Profit/(loss) after income tax expense	(807,948)	262,905
Gain on disposal before income tax	6,164,767	-
Income tax expense	-	-
Gain on disposal after income tax expense	6,164,767	-
Profit after income tax expense from discontinued operations	5,356,819	262,905

*Cash flow information*

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Net cash from operating activities	138,564	19,969
Net cash used in investing activities	(2,665)	(6,775)
Net cash from/(used in) financing activities	(79,001)	1,342
Net increase in cash and cash equivalents from discontinued operations	56,898	14,536

*Carrying amounts of assets and liabilities disposed*

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	438,516	-
Trade, Trust and other receivables	17,263,270	-
Other current assets	20,086	-
Property, plant and equipment	2,418	-
Intangibles	77,738	-
Total assets	17,802,028	-
Trade, Trust and other payables	16,628,010	-
Total liabilities	16,628,010	-
Net assets	1,174,018	-

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**Notes to the financial statements**

**Note 8. Discontinued operations (continued)**

*Details of the disposal*

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Total sale consideration (including present value of future cash payments)	8,183,166	-
Carrying amount of net assets disposed	(1,174,018)	-
Derecognition of foreign currency reserve	(203,770)	-
Other payables	(135,714)	-
Settlement costs	(504,897)	-
	<hr/>	<hr/>
Gain on disposal before income tax	6,164,767	-
Gain on disposal after income tax	<hr/>	<hr/>
	6,164,767	-

**Note 9. Current assets - cash and cash equivalents**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Cash at bank	3,422,652	618,746
Cash on deposit	2,000,000	-
Visa debit cards	5,768	16,254
	<hr/>	<hr/>
	5,428,420	635,000

*Reconciliation to cash and cash equivalents at the end of the financial year*

The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	5,428,420	635,000
Cash and cash equivalents - classified as held for sale (note 13)	-	383,530
	<hr/>	<hr/>
Balance as per statement of cash flows	5,428,420	1,018,530

**Note 10. Current assets - trade and other receivables**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Commission on Trust and Insurance Assets	565,956	284,242
Less: Allowance for expected credit losses	(11,167)	-
	<hr/>	<hr/>
	554,789	284,242
Other receivables	16,967	6,458
Receivable from PSC Insurance Group on sale of Ensurance UK Limited	458,471	-
Interest receivable	25,775	-
R&D tax incentive receivable	156,556	-
	<hr/>	<hr/>
	1,212,558	290,700

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Notes to the financial statements

Note 11. Current assets - Trust account insurer assets

	Consolidated	
	2023	2022
	\$	\$
Insurance debtors	2,318,231	-
Trust accounts	5,183,774	2,547,447
	<u>7,502,005</u>	<u>2,547,447</u>

Note 12. Current assets - other assets

	Consolidated	
	2023	2022
	\$	\$
Prepayments	105,939	41,469

Note 13. Current assets - assets of disposal groups classified as held for sale

	Consolidated	
	2023	2022
	\$	\$
Cash and cash equivalents	-	383,530
Trade and other receivables	-	2,125,210
Trust account	-	7,671,948
Insurance debtors	-	14,115,802
Prepayments	-	106,693
Property, plant and equipment	-	7,703
Intangibles	-	100,465
Bonds on deposit	-	17,595
	<u>-</u>	<u>24,528,946</u>

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## Notes to the financial statements

### Note 14. Non-current assets - investments

	Consolidated	
	2023	2022
	\$	\$
Shares in unlisted Companies	1,200	1,200
Shares in listed Companies	2,196,308	-
Convertible loan - KOBA Insurance Holdings Pty Limited	1,200,000	-
	3,397,508	1,200

#### Reconciliation

Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

Opening fair value	1,200	1,200
Additions - KOBA Insurance Holdings Pty Limited	1,200,000	-
Additions - PSC Insurance Group Limited (ASX: PSI) shares issued as part of the sale of Ensurance UK Limited	1,972,643	-
Revaluation increments on PSI shares	223,665	-
	3,397,508	1,200
Closing fair value	3,397,508	1,200

#### KOBA Insurance Holdings Pty Limited (KOBA)

Ensurance Limited's investment in KOBA will be \$1.5m via a Simple Agreement for Future Equity (SAFE). The investment will be made in up to five separate tranches over a two-year period. The Investor has an unconditional obligation to pay the first three tranche amounts (totalling A\$1.2 million).

Payment of \$150,000 for the fourth tranche on 15 October 2024 is contingent on:

- a valuation cap of \$15m
- the September 2024 quarter net profit being great than \$0 and positive Operating cash flow.

Payment of \$150,000 for the fifth tranche on 15 January 2025 is contingent on:

- on a valuation cap of \$20m
- the December 2024 half-year having a net operating profit and cashflow of over \$100,000.

If the relevant milestones for the fourth and fifth tranches are not achieved by the tranche payment date, the Investor has the option (but not the obligation) to proceed to make the relevant tranche payment.

In exchange for payment of each tranche, the Investor has the right to be issued shares in the Company.

### Note 15. Non-current assets - property, plant and equipment

	Consolidated	
	2023	2022
	\$	\$
Plant and equipment - at cost	48,928	41,320
Less: Accumulated depreciation	(30,275)	(18,843)
	18,653	22,477

Notes to the financial statements

Note 15. Non-current assets - property, plant and equipment (continued)

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

<b>Consolidated</b>	Plant & Equipment \$	Furniture & Fittings \$	Total \$
Balance at 1 July 2021	4,035	152	4,187
Additions	8,702	-	8,702
Additions through business combinations	14,216	-	14,216
Depreciation expense	(4,476)	(152)	(4,628)
	<hr/>	<hr/>	<hr/>
Balance at 30 June 2022	22,477	-	22,477
Additions	7,609	-	7,609
Depreciation expense	(11,433)	-	(11,433)
	<hr/>	<hr/>	<hr/>
Balance at 30 June 2023	18,653	-	18,653

Note 16. Non-current assets - right-of-use assets

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	\$	\$
Right of use assets	76,516	(608,237)
Less: Accumulated depreciation	(73,732)	637,013
	<hr/>	<hr/>
	2,784	28,776

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

<b>Consolidated</b>	Office Space \$	Total \$
Balance at 1 July 2021	-	-
Additions through business combinations	59,316	59,316
Depreciation expense	(30,540)	(30,540)
	<hr/>	<hr/>
Balance at 30 June 2022	28,776	28,776
Depreciation expense	(25,992)	(25,992)
	<hr/>	<hr/>
Balance at 30 June 2023	2,784	2,784

**Notes to the financial statements**

**Note 17. Non-current assets - intangibles**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Goodwill - at cost	2,223,867	2,223,867
Software - at cost	179,872	35,869
Less: Accumulated amortisation	(33,615)	(27,602)
	146,257	8,267
	2,370,124	2,232,134

**Reconciliations**

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

<b>Consolidated</b>	<b>Software</b>	<b>Goodwill</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance at 1 July 2021	-	-	-
Additions through business combinations	15,405	2,223,867	2,239,272
Amortisation expense	(7,138)	-	(7,138)
	8,267	2,223,867	2,232,134
Balance at 30 June 2022	8,267	2,223,867	2,232,134
Additions	144,003	-	144,003
Amortisation expense	(6,013)	-	(6,013)
	146,257	2,223,867	2,370,124
Balance at 30 June 2023	146,257	2,223,867	2,370,124

Goodwill is tested for impairment at each reporting period in accordance with AASB136 Impairment of Assets.

The Group identifies its cash generating unit (CGU) which is the smallest identifiable group of assets that generate cash inflows largely independent of the cash inflows of other assets of the Group. Management have determined Ensurance Australia is the most appropriate CGU, for the allocation of goodwill and impairment testing. To assess whether goodwill is impaired, the carrying amount of the CGU is compared to the recoverable amount, determined based on the greater of its value in use and its recoverable value less costs of disposal.

Value in use is calculated using a discounted cash flow model covering a five-year period with an appropriate terminal growth rate used to calculate a terminal value for the CGU at the end of that five-year period. To calculate Value in Use the estimated future cash flows were determined over the next 5 years and a 5% improvement in cashflow has been factored in. These future year cash flows were discounted with 90 day bank bill rate at 4.29%. The recent binding sale agreement with PSC Insurance Group Limited has a valuation of \$25.2M which exceeds the market capitalisation of the group at 30 June 2023.

At each reporting date the Directors review intangible assets for impairment. No impairment was assessed as necessary during the financial year ended 30 June 2023.

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**Notes to the financial statements**

**Note 18. Current liabilities - trade and other payables**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Trade payables	353,697	136,386
Other payables	129,594	276,708
	483,291	413,094

Refer to note 30 for further information on financial instruments.

**Note 19. Current liabilities - contracted payments**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Payable for investment in KOBA Insurance Holding Pty Limited	775,216	-
Insurance Premium Funding	18,681	-
Other payables	135,714	-
	929,611	-

Refer to note 30 for further information on financial instruments.

**Note 20. Current liabilities - lease liabilities**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Lease liability	2,932	26,585

Refer to note 30 for further information on financial instruments.

**Note 21. Current liabilities - employee benefits**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Annual leave	182,648	107,693

**Note 22. Current liabilities - Trust account insurer liabilities**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Underwriter's liability	7,523,187	2,602,137

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Notes to the financial statements

Note 22. Current liabilities - Trust account insurer liabilities (continued)

	Consolidated	
	2023	2022
	\$	\$
<b>Trust account insurer assets</b>		
Insurance debtors	2,318,231	-
Trust accounts	5,183,774	2,547,447
Total trust account assets	<u>7,502,005</u>	<u>2,547,447</u>
<b>Trust account insurer liabilities</b>		
Underwriter's liability	<u>(7,523,187)</u>	<u>(2,602,137)</u>
<b>Trust account debtors</b>		
Commission on Trust Assets	<u>565,956</u>	<u>284,242</u>
Excess of insurance assets over liabilities	<u>544,774</u>	<u>229,552</u>

Note 23. Current liabilities - liabilities directly associated with assets classified as held for sale

	Consolidated	
	2023	2022
	\$	\$
Trade payables	-	441,598
Other payables	-	126,628
Premium Finance Loan	-	73,109
Underwriter's liability	-	20,493,807
Amounts due to associates	-	1,123,082
	<u>-</u>	<u>22,258,224</u>

Note 24. Non-current liabilities - lease liabilities

	Consolidated	
	2023	2022
	\$	\$
Lease liability	<u>-</u>	<u>2,940</u>

Refer to note 30 for further information on financial instruments.

Note 25. Non-current liabilities - employee benefits

	Consolidated	
	2023	2022
	\$	\$
Long service leave	<u>41,200</u>	<u>26,556</u>

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## Notes to the financial statements

### Note 26. Equity - issued capital

	2023 Shares	Consolidated 2022 Shares	2023 \$	2022 \$
Ordinary shares - fully paid	90,155,925	90,109,937	26,687,797	26,697,280

#### Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2021	718,254,117		22,241,201
Share consolidation 1 for 10 basis	26 July 2021	(646,428,606)	\$0.000	-
Purchase of TKSR (escrowed until 28 July 2023) at fair value	28 July 2021	8,333,334	\$0.270	2,250,000
Incentive shares issued at fair value	1 October 2021	200,000	\$0.240	48,000
Share placement (net of expenses)	8 October 2021	9,326,092	\$0.230	2,111,179
Options conversion - Incentive share plan	31 March 2022	100,000	\$0.120	12,000
Options conversion - Incentive share plan	27 June 2022	325,000	\$0.230	34,900
Balance	30 June 2022	90,109,937		26,697,280
Incentive shares issued at fair value	28 February 2023	200,000	\$0.122	24,400
Cancellation of shares	6 June 2023	(154,012)	\$0.220	(33,883)
Balance	30 June 2023	90,155,925		26,687,797

#### Consolidation of Capital

The Company implemented a 10 to 1 share consolidation on the 28th July 2021. This was approved at the General Meeting of shareholders. The shares disclosed above are post consolidation figures.

#### Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

#### Options and incentive shares

500,000 unlisted options at \$0.60 expired on 31 December 2022.

225,000 unlisted incentive shares were cancelled on 28 February 2023.

200,000 incentive shares were issued at \$0 on 28 February 2023. The market value of these shares on issue date was \$0.235.

#### Share buy-back

There is currently an on-market buy-back of 2,000,000 ordinary shares in the Company, which commenced on 1 June 2023 for an unlimited duration. No buy-backs have been made to date.

#### Capital risk management

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

**Notes to the financial statements**

**Note 26. Equity - issued capital (continued)**

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2022 Annual Report.

**Note 27. Equity - reserves**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Asset revaluation	(800)	(800)
Foreign currency translation reserve	-	(203,770)
Share-based payments reserve	86,970	148,604
	<u>86,170</u>	<u>(55,966)</u>

*Movements in reserves*

Movements in each class of reserve during the current and previous financial year are set out below:

<b>Consolidated</b>	Asset Revaluation \$	Share Based Payment \$	Foreign Currency Translation \$	Total \$
Balance at 1 July 2021	(800)	219,326	(144,362)	74,164
Foreign currency translation	-	-	(59,408)	(59,408)
Expense of options	-	76,602	-	76,602
Lapse of options and performance rights	-	(100,424)	-	(100,424)
Issue of shares on exercise of options	-	(46,900)	-	(46,900)
Balance at 30 June 2022	(800)	148,604	(203,770)	(55,966)
Foreign currency translation	-	-	(66,553)	(66,553)
Lapse of options and performance rights	-	(56,000)	-	(56,000)
Expense of Options	-	46,140	-	46,140
Issue of shares on exercise of options	-	(24,400)	-	(24,400)
Disposal of subsidiary	-	-	270,323	270,323
Payment in lieu of shares	-	(27,374)	-	(27,374)
Balance at 30 June 2023	<u>(800)</u>	<u>86,970</u>	<u>-</u>	<u>86,170</u>

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**Notes to the financial statements**

**Note 28. Equity - accumulated losses**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Accumulated losses at the beginning of the financial year	(21,748,946)	(22,123,115)
Profit after income tax expense for the year	5,802,580	273,745
Transfer from share based payment reserve	56,000	100,424
	<u>                    </u>	<u>                    </u>
Accumulated losses at the end of the financial year	<u>(15,890,366)</u>	<u>(21,748,946)</u>

**Note 29. Equity - dividends**

There were no dividends paid, recommended or declared during the current or previous financial year.

**Note 30. Financial instruments**

***Financial risk management objectives***

The consolidated entity's activities expose it to a variety of financial risks: market risk (including price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

***Market risk***

***Price risk***

The consolidated entity is not exposed to any significant price risk.

***Interest rate risk***

The consolidated entity's main interest rate risk arises from short-term borrowings. Borrowings obtained at variable rates expose the consolidated entity to interest rate risk. Borrowings obtained at fixed rates expose the consolidated entity to fair value interest rate risk. Due to there being no debt exposed to floating interest rates, interest rate risk is not considered a high risk to the Group. Movement in interest rates on the Group's financial liabilities and assets is not material.

***Credit risk***

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The consolidated entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

The Group does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the Group.

The objective of the Group is to minimise the risk of loss from credit risk and trades only with creditworthy third parties.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is insignificant. The Group's maximum credit risk exposure is limited to the carrying value of its financial assets as indicated on the statement of financial position.

The Group has impaired where necessary the trade and other receivables.

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**Notes to the financial statements**

**Note 30. Financial instruments (continued)**

*Exposure*

The maximum exposure to credit risk is that to its alliance partners and that is limited to the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk related to balances with banks and other financial institutions is managed by the Group in accordance with approved Board policy. Such policy requires that surplus funds are only invested with financial institutions residing in Australia.

*Impairment losses*

The ageing of the Group's trade and other receivables at reporting date was as follows (standard terms of trade are 45 or 60):

	Gross 2023	Impaired 2023	Net 2023	Past due but not impaired 2023
<b>Current trade and other receivables</b>				
Commissions	623,752	(41,596)	582,156	-
Receivable from PSC Insurance Group	435,545	-	435,545	-
Other	200,302	-	200,302	-
<b>Non-current trade and other receivables</b>	-	-	-	-
	<u>1,259,599</u>	<u>(41,596)</u>	<u>1,218,003</u>	<u>-</u>

**Liquidity risk**

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Typically the Group ensures that it has sufficient cash to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

All trade and other payables are non-interest bearing and due within 30 days of the reporting date.

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## Notes to the financial statements

### Note 30. Financial instruments (continued)

#### Remaining contractual maturities

The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2023	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	(483,291)	-	-	-	(483,291)
Trust account insurer liabilities	-	(7,836,852)	-	-	-	(7,836,852)
Other payables	-	(935,714)	-	-	-	(935,714)
<i>Interest-bearing - fixed rate</i>						
Lease liability	2.00%	(2,932)	-	-	-	(2,932)
Insurance Funding Loan	5.50%	(18,681)	-	-	-	(18,681)
Total non-derivatives		(9,277,470)	-	-	-	(9,277,470)

Consolidated - 2022	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	(413,094)	-	-	-	(413,094)
Trust account insurer liabilities	-	(2,602,137)	-	-	-	(2,602,137)
<i>Interest-bearing - fixed rate</i>						
Lease liability	2.00%	(26,585)	(2,940)	-	-	(29,525)
Total non-derivatives		(3,041,816)	(2,940)	-	-	(3,044,756)

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

#### Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

### Note 31. Key management personnel disclosures

#### Directors

The following persons were directors of Ensurance Limited during or since the end of the financial year:

Mr Tony Leibowitz	Chairman
Mr Tony Wehby	Non-Executive Director
Mr Tom Kent	Executive Director
Mr Sam Hallab	Non-Executive Director (resigned 30 November 2022) and Company Secretary

**Notes to the financial statements**

**Note 31. Key management personnel disclosures (continued)**

*Other key management personnel*

The following person also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year:

n/a

*Compensation*

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Short-term employee benefits	541,787	993,051
Post-employment benefits	42,132	69,726
Long-term benefits	2,317	3,475
Share-based payments	33,520	107,899
	619,756	1,174,151

**Note 32. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by William Buck (SA), the auditor of the company, and unrelated firms.

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<i>Audit services - William Buck (SA)</i>		
Audit or review of the financial statements	45,250	38,000
<i>Other services - William Buck (SA)</i>		
Tax related services	15,520	14,800
	60,770	52,800
<i>Audit services - unrelated firms</i>		
Audit or review of the financial statements of Ensurance UK Limited	-	70,379

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**Notes to the financial statements**

**Note 33. Contingent liabilities**

The Consolidated entity has entered into a contract with Koba Insurance Holding Pty Limited for future investments if specific targets are met:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
15 Oct 2024 - Milestone Sept quarter 2024 net profit > \$0 and Operating Cashflow positive	150,000	-
15 Jan 2025 - Milestone Dec 2024 half-year net profit > \$100,000 and Operating Cashflow > \$100,000	150,000	-
	300,000	-

Please see Note 14 for details on the terms of the agreement.

**Note 34. Related party transactions**

*Parent entity*

Ensurance Limited is the parent entity.

*Subsidiaries*

Interests in subsidiaries are set out in note 36.

*Key management personnel*

Disclosures relating to key management personnel are set out in note 31 and the remuneration report included in the directors' report.

*Transactions with related parties*

The following transactions occurred with related parties:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Interest paid to Kalonda Pty Limited.	-	171,671
A pre-acquisition dividend of \$498,548 was paid to the CEO, as per the Binding Heads of Agreement with TK Speciality Risks Pty Ltd (TKSR). This was offset by amounts owed by the CEO and his related entities of \$222,394.	-	276,154
An executive service fee was paid to Mr Tony Leibowitz in relation to the share placement.	-	27,500
Repayment of loan from Kalonda Pty Limited.	-	2,500,000

*Receivable from and payable to related parties*

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

*Loans to/from related parties*

There were no loans to or from related parties at the current and previous reporting date.

*Terms and conditions*

All transactions were made on normal commercial terms and conditions.

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**Notes to the financial statements**

**Note 35. Parent entity information**

Set out below is the supplementary information about the parent entity.

*Statement of profit or loss and other comprehensive income*

	<b>Parent</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax	(200,562)	(690,811)
Total comprehensive income	(200,562)	(690,811)

*Statement of financial position*

	<b>Parent</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Total current assets	5,481,050	175,052
Total assets	11,378,558	2,537,461
Total current liabilities	3,068,752	46,658
Total liabilities	3,068,752	1,021,658
Equity		
Issued capital	32,059,393	32,068,876
Asset revaluation	(800)	(800)
Foreign currency translation reserve	-	(259,862)
Share-based payments reserve	192,270	253,905
Accumulated losses	(23,941,057)	(30,546,316)
Total equity	8,309,806	1,515,803

*Impairment of investments and loans to subsidiaries*

The Board of Ensurance Ltd has undertaken an impairment assessment of the parent entity's investment in Ensurance Capital Pty Limited of \$7,525,195, its investment in Ensurance Australia Pty Limited of \$2,500,000 and net loans to subsidiaries of \$8,749,209. As a result of this assessment, the Company has recognised an impairment to the investment of \$7,525,195 and nil respectively and an impairment to the loans of \$10,824,209. This equates to an impairment loss of \$18,349,404. The impairment loss has declined in the current year by \$875,510 (2022: impairment loss of \$79,693). These impairments relate only to disclosures as contained in this Note.

*Contingent liabilities*

The parent entity has a \$300,000 contingent liability with Koba Insurance Holding Pty Limited as per the market announcement on 31 March 2023. The investment is contingent on the company achieving certain metrics.

*Capital commitments - Property, plant and equipment*

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2023 and 30 June 2022.

*Significant accounting policies*

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1. The only exception to this is Investments in subsidiaries, which are accounted for at cost less any impairment in the parent entity.

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**Notes to the financial statements**

**Note 36. Interests in subsidiaries**

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2023 %	2022 %
Ensurance Capital Pty Limited	Australia	100.00%	100.00%
Ensurance IT Pty Limited	Australia	100.00%	100.00%
Ensurance UK Limited *	United Kingdom	-	100.00%
Ensurance Australia Pty Limited	Australia	100.00%	100.00%

\* Chase UK Holdings Limited a subsidiary of PSC Insurance Group Limited (ASX: PSI) purchased Ensurance UK Limited for \$8.2m on 10 March 2023.

**Note 37. Events after the reporting period**

*Scheme of Arrangement*

Ensurance Limited has entered into a Scheme of Arrangement with PSC Insurance Group Limited (ASX: PSI) whereby PSI will acquire all of the shares in Ensurance Limited for \$25.2m. If approved by shareholders, the completion of the transaction is expected in the second quarter of the 2024 financial year.

Other than the matter referred to above, no other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Note 38. Reconciliation of profit after income tax to net cash from operating activities**

	Consolidated	
	2023 \$	2022 \$
Profit after income tax expense for the year	5,802,580	273,745
Adjustments for:		
Depreciation and amortisation	43,438	87,211
Net gain on disposal of non-current assets	(6,164,767)	-
Provision for doubtful debts	11,167	-
Net fair value adjustment on sale of Ensurance Underwriting Pty Limited	-	4,807
Interest on related party loan and the Premium Finance loan	3,083	178,738
Interest on lease property	552	921
Movement for discontinued operations	946,512	-
Change in operating assets and liabilities:		
Increase in trade and other receivables	(748,609)	(312,965)
Increase in income tax refund due	(156,555)	-
Increase in prepayments	(64,470)	(18,881)
Increase in trade and other payables	59,187	58,707
Increase in employee benefits	89,599	185,472
Increase in contracted payments	929,611	-
Net cash from operating activities	751,328	457,755

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**Notes to the financial statements**

**Note 39. Earnings per share**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<i>Earnings per share for profit from continuing operations</i>		
Profit after income tax attributable to the owners of Ensurance Limited	445,761	10,840
	<b>Consolidated</b>	<b>Consolidated</b>
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<i>Earnings per share for profit</i>		
Profit after income tax attributable to the owners of Ensurance Limited	5,802,580	273,745
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	90,166,659	86,467,210
Adjustments for calculation of diluted earnings per share:		
Shares under incentive share scheme	-	425,000
Weighted average number of ordinary shares used in calculating diluted earnings per share	90,166,659	86,892,210
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	6.44	0.32
Diluted earnings per share	6.44	0.32

At year-end, the Group's unissued shares under option were anti-dilutive.

In calculating the number of ordinary shares outstanding (the denominator of the EPS calculation) for the year-ended 30 June 2023, the number of ordinary shares outstanding at the beginning of the year shall be adjusted by the number of shares issued in the period multiplied by the number of days they were in issue divided by 365.

**Note 40. Share-based payments**

An incentive share plan has been established by the consolidated entity and approved by shareholders at a general meeting. The consolidated entity may, at the discretion of the Board, grant ordinary shares in the company to employees. The incentive shares are issued for nil consideration and are granted in accordance with guidelines approved at the general meeting. The shares exercise on the vesting date or at the Boards discretion. The incentive shares are forfeited if the employee resigns, prior to vesting date.

Set out below are summaries of incentive shares granted under the plan:

	Number of Incentive Shares 2023	Weighted average exercise price 2023	Number of Incentive Shares 2022	Weighted average exercise price 2022
Outstanding at the beginning of the financial year	425,000	\$0.00	850,000	\$0.00
Forfeited	(425,000)	\$0.00	-	\$0.00
Exercised	-	\$0.00	(425,000)	\$0.00
Outstanding at the end of the financial year	-	\$0.00	425,000	\$0.00



**Notes to the financial statements**

**Note 40. Share-based payments (continued)**

*Employee incentive share plan*

An offer of fully paid ordinary shares were made and accepted by four employees under the Incentive Share Plan, to be issued in three tranches as follows:

*Incentive Shares*

	2023	2022
Target issue date of 31 March 2023	-	100,000
Target issue date of 18 June 2023	-	125,000
Target issue date of 17 June 2023	-	200,000
	<hr/>	<hr/>
	-	425,000

On the 13 August 2020 Ensurance Limited made an offer of fully paid ordinary shares to two employees under the Incentive Share Plan (50,000 shares each). The first tranche was issued on the 31 March 2022 after the completion of two years of service. The second tranche will be issued on the completion of three years of employment on the 31st March 2023. There is no consideration on these shares.

On the 3 July 2019 Ensurance Limited made an offer of fully paid ordinary shares to two employees under the Incentive Share Plan. The first tranche was issued on the 27th June 2022 after the completion of three years of service. The second tranche will be issued on the completion of four years of employment in June 2023. There is no consideration on these shares.

The share price used is the price of Ensurance Limited's shares at issue date. The calculations have assumed that all employees will reach the vesting date.

These shares were cancelled in March 2023 on agreement between the entity and the holder.

*Performance Rights*

	2023	2022
Class E	-	1,000,000

On 24 February 2021, 1,000,000 Performance Rights Class E (Class E Rights) were granted to Tim James. Upon Ensurance UK achieving an NRC of 4,595,970 pounds and EBITDA of 1,426,675 pounds at 30 June 2023, the class E rights will vest, entitling the holder or his nominee to 1 fully paid ordinary share in the Company per vested Class E Right.

These performance rights were cancelled on the 23 November 2022 by agreement between the entity and the holder.

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## **Directors' declaration**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

A handwritten signature in black ink that reads 'Tony Wehby'.

---

Tony Wehby  
Non-Executive Director

23 August 2023

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## Ensurance Limited

Independent auditor's report to members

## Report on the Audit of the Financial Report

### Qualified Opinion

We have audited the financial report of Ensurance Limited (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

### Basis for Qualified Opinion

#### *Insufficient audit evidence in relation to subsidiary Ensurance UK Limited*

The Group's former subsidiary Ensurance UK Limited (EUK) was sold during the year ended 30 June 2023 and has been disclosed as a discontinued operation. We were unable to obtain sufficient appropriate audit evidence to support the balances and disclosures in the financial report related to EUK. The Group encountered significant challenges in arranging and resourcing an audit of EUK within the reporting timetable. This ultimately created a limitation of scope on our audit in relation to the UK subsidiary. Due to this limitation, we were unable to determine what adjustments, if any, would be necessary to the balances and transactions of EUK in the consolidated financial report. The limitation of scope specifically relates to the following items in the financial report:

- Profit after income tax expense from discontinued operations of \$5,356,819 in the statement of profit or loss and other comprehensive income;
- Specific EUK disclosures in Note 3 Operating Segments; and
- Note 8 Discontinued Operations

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. This matter was addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

KEY AUDIT MATTER	
Impairment Assessment of Intangible Assets. Refer also to notes 1 and 17.	How our audit addressed it
<p>As at 30 June 2023, the Group's statement of financial position included goodwill of \$2.2 million.</p> <p>The Group is required to, at least annually, perform impairment assessments of goodwill. Management have determined that there are multiple CGU's. The most appropriate CGU in which goodwill has been allocated is the business operations of providing customised insurance solutions in Australia. To assess whether goodwill is impaired, the carrying amount of the CGU is compared to the recoverable amount, determined based on the greater of its value in use and its fair value less costs of disposal. The assessment of the recoverable amount of the Group's CGU requires the exercise of significant judgement in respect of factors such as discount rates, cash flow forecasts and economic assumptions.</p> <p>We focused on this area in light of the amounts involved and the level of judgement required, thus we considered this area to be a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>- Testing the accuracy of the calculation derived from each forecast model and we assessed key inputs in the calculations such as revenue growth, discount rates and working capital assumptions, by reference to data external to the Group and our own views.</li> <li>- Performed a sensitivity analysis on the key assumptions incorporated in the forecast model.</li> </ul> <p>The group signed a binding scheme of arrangement on the 8<sup>th</sup> August 2023 to sell all of the group's shares to PSC Insurance Group Ltd. We considered the terms and value of agreement and whether this indicated any impairment to goodwill was required.</p> <p>We also considered the adequacy of the Group's disclosures in relation to the impairment testing.</p>

## Other Information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2023, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of these financial statements is located at the Auditing and Assurance Standards Board website at:

[https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf)

This description forms part of our independent auditor's report.

## Report on the Remuneration Report

### Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Ensurance Limited, for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

### Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



**William Buck (SA)**  
ABN: 38 280 203 274



**M.D. King**  
Partner

Dated this 23<sup>rd</sup> day of August, 2023 in Adelaide, South Australia

**Corporate Governance Statement**

This Corporate Governance summary discloses the extent to which the Company will follow the recommendations set by the ASX Corporate **Governance Council in its publication ‘Corporate Governance Principles and Recommendations (4th Edition)’ (Recommendations)**. The Recommendations are not mandatory, however, the Recommendations that will not be followed have been identified and reasons have been provided for not following them.

**The Company’s Corporate Governance Plan has been posted on the Company’s website at [www.ensurance.com.au](http://www.ensurance.com.au).**

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b>                      A listed entity should have and disclose a board charter setting out:                      (a) the respective roles and responsibilities of the board and management; and                      (b) those matters expressly reserved to the board and those delegated to management.</p>	YES	<p>The Company has adopted a Board Charter which sets out the respective roles and responsibilities of the Board and management.</p> <p>A copy of the Company’s Board Charter is stated in Schedule 1 of the Corporate Governance Plan which is available on the Company’s website.</p>
<p><b>Recommendation 1.2</b>                      A listed entity should:                      (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and                      (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	YES	<p>(a) The Company has detailed guidelines for the appointment and selection of the Board members. The Company’s Corporate Governance Plan requires the Board to undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director.</p> <p>(b) Material information relevant to any decision on whether or not to elect or re-elect a director is provided to security holders in the notice of meeting holding the resolution to elect or re-elect the director.</p>
<p><b>Recommendation 1.3</b>                      A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	YES	<p>The Company’s Corporate Governance Plan requires the Board to ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director’s or senior executive’s appointment.</p>
<p><b>Recommendation 1.4</b>                      The company secretary of a listed entity should be accountable directly to the board, through the chairman, on all matters to do with the proper functioning of the board.</p>	YES	<p>The Board Charter outlines the roles, responsibilities and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board, through the chairman, on all matters to do with the proper functioning of the Board.</p>
<p><b>Recommendation 1.5</b>                      A listed entity should:                      (a) have and disclose a diversity policy;                      (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and                      (c) disclose in relation to each reporting period:                      (1) the measurable objectives set for that period to achieve gender diversity;                      (2) the entity’s progress towards achieving those objectives; and                      (3) either:                      (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or                      (B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p>	NO	<p>(a) The Company has adopted a Diversity Policy. The Diversity Policy provides a framework for the Company to achieve gender diversity in the composition of its board, senior executives and workforce generally. The Diversity Policy is stated in Schedule 8 of the Corporate Governance Plan which is available on the company website.</p> <p>(b) Whilst the Company may not exactly follow the ASX Corporate Governance Recommendations, the Company is an equal opportunity employer and does not discriminate on gender, age, cultural or country of origin. Given the size of the Group, the Company believes that all appointments and hiring decisions should be based on an assessment of merit in respect of the available talent pool at the time of the appointment.</p> <p>(c) Due to the size of the Company, the Board does not set measurable objectives to achieve gender diversity, however, the Board does review this matter on an informal basis.</p> <p>The Board is currently comprised of 3 Directors all of whom are men. In addition, the Company currently has 14 employees, 8 of those employees are woman.</p>

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<p><b>Recommendation 1.6</b>  A listed entity should:  (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and  (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>YES</p>	<p>(a) The Board is responsible for evaluating the performance of the Board and individual directors on an annual basis. It may do so with the aid of an independent advisor. The process for this can be found in Schedule 3 of the Company's Corporate Governance Plan.  (b) The Company's Corporate Governance Plan requires the Board to disclose whether or not performance evaluations were conducted during the relevant reporting period. Due to the size of the Board and the nature of the business, it has not been deemed necessary to institute a formal documented performance review program of individuals. The Chairman conducts informal reviews each financial year whereby the performance of the Board as a whole and the individual contributions of each director are reviewed. The Board considers that at this stage of the Company's development an informal process is appropriate. The review will assist to indicate if the Board's performance is appropriate and efficient with respect to the Board Charter.</p>																																							
<p><b>Recommendation 1.7</b>  A listed entity should:  (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and  (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>YES</p>	<p>(a) The Company's Corporate Governance Plan requires the Board to conduct an annual performance evaluation of the senior executives. Schedule 3 'Performance Evaluation' requires the Board to disclose whether or not performance evaluations were conducted during the relevant reporting period.  (b) During the financial year an evaluation of performance of the senior executives was not formally carried out. However, a general review of the individuals occurs on an on-going basis to ensure that these individuals are performing to the standards expected.</p>																																							
<p><b>Principle 2: Structure the board to be effective and add value</b></p>																																									
<p><b>Recommendation 2.1</b>  The board of a listed entity should:  (a) have a nomination committee which:  (1) has at least three members, a majority of whom are independent directors; and  (2) is chaired by an independent director, and disclose:  (3) the charter of the committee;  (4) the members of the committee; and  (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or  (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>NO</p>	<p>Due to the size of the Board, it is not practical to maintain separate Board Committees. The Board as a whole considers all matters that would normally be considered by the Nominations Committee. The Board devotes time at board meetings to discuss board succession issues. All members of the Board are involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules. The Board updates the Company's board skills matrix when required (in accordance with recommendation 2.2) to assess the appropriate balance of skills, experience, independence and knowledge of the entity.</p>																																							
<p><b>Recommendation 2.2</b>  A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>YES</p>	<p style="text-align: center;"><b>Board Skills Matrix</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Listed company experience at Board level</td> <td style="text-align: right;">2</td> </tr> <tr> <td>Industry experience at senior management level</td> <td style="text-align: right;">2</td> </tr> <tr> <td>Leadership</td> <td style="text-align: right;">3</td> </tr> <tr> <td>Corporate governance &amp; risk management</td> <td style="text-align: right;">3</td> </tr> <tr> <td>Development &amp; implementation of strategy</td> <td style="text-align: right;">2</td> </tr> <tr> <td>M&amp;A assessment &amp; execution</td> <td style="text-align: right;">2</td> </tr> <tr> <td>Development &amp; implementation of culture</td> <td style="text-align: right;">2</td> </tr> <tr> <td>International experience</td> <td style="text-align: right;">1</td> </tr> <tr> <td>Capital Markets experience</td> <td style="text-align: right;">2</td> </tr> <tr> <td><b>Subject matter expertise:</b></td> <td></td> </tr> <tr> <td>- accounting</td> <td style="text-align: right;">2</td> </tr> <tr> <td>- ASX compliance</td> <td style="text-align: right;">2</td> </tr> <tr> <td>- capital management</td> <td style="text-align: right;">2</td> </tr> <tr> <td>- corporate financing</td> <td style="text-align: right;">2</td> </tr> <tr> <td>- employee management &amp; remuneration</td> <td style="text-align: right;">3</td> </tr> <tr> <td>- industry taxation</td> <td style="text-align: right;">1</td> </tr> <tr> <td>- industrial relations/communications/PR</td> <td style="text-align: right;">1</td> </tr> <tr> <td>- risk management</td> <td style="text-align: right;">3</td> </tr> <tr> <td>- legal</td> <td style="text-align: right;">1</td> </tr> </table>	Listed company experience at Board level	2	Industry experience at senior management level	2	Leadership	3	Corporate governance & risk management	3	Development & implementation of strategy	2	M&A assessment & execution	2	Development & implementation of culture	2	International experience	1	Capital Markets experience	2	<b>Subject matter expertise:</b>		- accounting	2	- ASX compliance	2	- capital management	2	- corporate financing	2	- employee management & remuneration	3	- industry taxation	1	- industrial relations/communications/PR	1	- risk management	3	- legal	1	<p style="text-align: center;"><b>Number of Directors that Meet the Skill</b></p>
Listed company experience at Board level	2																																								
Industry experience at senior management level	2																																								
Leadership	3																																								
Corporate governance & risk management	3																																								
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- risk management	3																																								
- legal	1																																								

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<p><b>Recommendation 2.3</b>  A listed entity should disclose:  (a) the names of the directors considered by the board to be independent directors;  (b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and  (c) the length of service of each director.</p>	<p>YES</p>	<p>(a) The Board Charter provides for the disclosure of the names of Directors considered by the Board to be independent. These details are provided in the Annual Reports and Company website.  (b) The Board Charter requires Directors to disclose their interest, positions, associations and relationships and requires that the independence of Directors is regularly assessed by the Board in light of the interests disclosed by Directors. Details of the Directors interests, positions, associations and relationships are provided in the Annual Reports.  (c) The Board Charter provides for the determination of the Directors' terms and requires the length of service of each Director to be disclosed. The length of service of each Director is provided in the Annual Reports.</p>
<p><b>Recommendation 2.4</b>  A majority of the board of a listed entity should be independent directors.</p>	<p>YES</p>	<p>The Board Charter requires that where practical the majority of the Board will be independent. All of the non-executive directors are considered by the Board to be independent. Details of each Director's independence are provided in the Annual Report and Company website.</p>
<p><b>Recommendation 2.5</b>  The chairman of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>YES</p>	<p>The Board Charter provides that where practical, the Chairman of the Board will be a non-executive director. If the Chairman ceases to be independent then the Board will consider appointing a lead independent Director. At the present time the Board has a Non-Executive Chairman in place.</p>
<p><b>Recommendation 2.6</b>  A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>YES</p>	<p>The Board Charter states that a specific responsibility of the Board is to procure appropriate professional development opportunities for Directors. The Board is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.</p>
<p><b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b></p>		
<p><b>Recommendation 3.1</b>  A listed entity should articulate and disclose its values.</p>	<p>YES</p>	<p>The directors and senior managers of the Group actively promote the Company's values by ensuring that all of its activities are undertaken with "Trust, integrity and Expertise". These values are promoted by the Group's staff members by ensuring that our clients come first and that we do what we say we'll do.</p>
<p><b>Recommendation 3.2</b>  A listed entity should:  (a) have and disclose a code of conduct for its directors, senior executives and employees; and  (b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>YES</p>	<p>(a) The Corporate Code of Conduct applies to the Company's directors, senior executives and employees. Any breaches of the Code of Conduct are escalated to the Board.  (b) The Company's Corporate Code of Conduct is in Schedule 2 of the Corporate Governance Plan which is on the Company's website.</p>
<p><b>Recommendation 3.3</b>  A listed entity should:  (a) have and disclose a whistleblower policy; and  (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>YES</p>	<p>The Company has implemented a Whistleblower Policy that applies to all directors and employees. The Board is informed of any material incidents in relation to the policy.  The Whistleblower Policy is available on the Company's website.</p>
<p><b>Recommendation 3.4</b>  A listed entity should:  (a) have and disclose an anti-bribery and corruption policy; and  (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	<p>YES</p>	<p>The Company has implemented an Anti-bribery and Corruption Policy that applies to all directors and employees. The Board is informed of any material incidents in relation to the policy.  The Anti-bribery and Corruption Policy is available on the Company's website.</p>

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<b>Principle 4: Safeguard the integrity in corporate reports</b>		
<p><b>Recommendation 4.1</b>                      The board of a listed entity should:                      (a) have an audit committee which:                      (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and                      (2) is chaired by an independent director, who is not the chairman of the board, and disclose:                      (3) the charter of the committee;                      (4) the relevant qualifications and experience of the members of the committee; and                      (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or                      (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	NO	(a) Due to the size of the Board, it is not practical to maintain separate Board Committees. The Board as a whole considers all matters that would normally be considered by the Audit Committee. (b) The Board devotes time at board meetings to review and evaluate financial reports and to ensure the integrity of its corporate reporting. The Board as a whole also considers the appointment and removal of the external auditor and the rotation of the audit engagement partner.
<p><b>Recommendation 4.2</b>                      The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	YES	The Board ensures that before approving the entity's financial statements for a financial period, the CEO and CFO have declared that in their opinion the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
<p><b>Recommendation 4.3</b>                      A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	YES	The Company may release, from time to time, information to the market such as quarterly reports and investor presentations, that are neither audited or reviewed by the external auditors. Notwithstanding this, the information released to the market is derived from the same process as that developed for the collection of information and data that accompanies the Company's Half Year Report and Annual Report. Therefore, shareholders can be confident that the information released to the market is reliable.

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<b>Principle 5: Make timely and balanced disclosure</b>		
<p><b>Recommendation 5.1</b>                      A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1</p>	YES	<p>The Board Charter provides details of the Company's disclosure policy. In addition, Schedule 4 of the Corporate Governance Plan is entitled 'Disclosure – Continuous Disclosure' and details the Company's disclosure requirements as required by the ASX Listing Rules and other relevant legislation.</p> <p>The Board Charter and Schedule 4 of the Corporate Governance Plan are available on the Company's website.</p>
<p><b>Recommendation 5.2</b>                      A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	YES	<p>All market announcements are authorised by either the Board or the Chairman prior to disclosure. A copy of material market announcements not authorised by the Board are promptly circulated to the Board after the announcement is made.</p>
<p><b>Recommendation 5.3</b>                      A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	YES	<p>Where analysts are briefed on aspects of the Group's operations, the material used in such presentations that is not already released to the ASX, is released to the ASX Market Announcements Platform, ahead of the presentation.</p>
<b>Principle 6: Respect the rights of security holders</b>		
<p><b>Recommendation 6.1</b>                      A listed entity should provide information about itself and its governance to investors via its website.</p>	YES	<p>Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.</p>
<p><b>Recommendation 6.2</b>                      A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	YES	<p>The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Shareholder Communications Strategy outlines a range of ways in which information is communicated to shareholders. The Shareholder Communications Strategy can be found in Schedule 7 of the Corporate Governance Plan which is available on the Company's website.</p>
<p><b>Recommendation 6.3</b>                      A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	YES	<p>The Shareholder Communications Strategy states that as a part of the Company's developing investor relations program, Shareholders can register with the Company Secretary to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders are encouraged to participate at all EGMs and AGMs of the Company. Upon the dispatch of any notice of meeting to Shareholders, the Company Secretary sends out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting.</p>
<p><b>Recommendation 6.4</b>                      A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	NO	<p>The Company's Constitution stipulates that at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded. Where there are special circumstances such as a pandemic or other event that render a physical meeting not possible, shareholders will be informed through the Notice of Meeting, that resolutions will be conducted by way of poll.</p>
<p><b>Recommendation 6.5</b>                      A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	YES	<p>The Company provides electronic reports and other communications to shareholders, who provide their email address and have opted for electronic communication. Hard copies are posted to other shareholders. Shareholders can also register with the Company to receive email notifications when an announcement is made by the Company to the ASX.</p>

<b>Principle 7: Recognise and manage risk</b>		
<p><b>Recommendation 7.1</b>                      The board of a listed entity should:                      (a) have a committee or committees to oversee risk, each of which:                      (1) has at least three members, a majority of whom are independent directors; and                      (2) is chaired by an independent director, and disclose:                      (3) the charter of the committee;                      (4) the members of the committee; and                      (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or                      (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	NO	(a) Due to the size of the Board, it is not practical to maintain separate Board Committees. The Board as a whole considers all matters that would normally be considered by the Risk Committee. (b) The Board devote time at board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.
<p><b>Recommendation 7.2</b>                      The board or a committee of the board should:                      (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and                      (b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	NO	(a) Schedule 5 of the Corporate Governance Plan is entitled 'Disclosure – Risk Management' and details the Company's review and disclosure requirements with respect to risk management, compliance and controls. (b) The Company did not conduct a formal review of its risk management framework this reporting period.
<p><b>Recommendation 7.3</b>                      A listed entity should disclose:                      (a) if it has an internal audit function, how the function is structured and what role it performs; or                      (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	NO	(a) The company does not have an internal audit function. (b) The Board is responsible for monitoring the effectiveness of its governance, risk management and internal control processes.
<p><b>Recommendation 7.4</b>                      A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	YES	The Group does not have material direct exposure to environmental or social risks.
<b>Principle 8: Remunerate fairly and responsibly</b>		
<p><b>Recommendation 8.1</b>                      The board of a listed entity should:                      (a) have a remuneration committee which:                      (1) has at least three members, a majority of whom are independent directors; and                      (2) is chaired by an independent director, and disclose:                      (3) the charter of the committee;                      (4) the members of the committee; and                      (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or                      (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	NO	(a) Due to the size of the Board, it is not practical to maintain separate Board Committees. The Board as a whole considers all matters that would normally be considered by the Remuneration Committee. (b) The Board devotes time at board meetings to fulfilling the roles and responsibilities associated with setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.
<p><b>Recommendation 8.2</b>                      A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	YES	The Board is responsible for setting the level and composition of the remuneration of the Executive Chairman, non-executive directors and other senior executives.

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<p><b>Recommendation 8.3</b> A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>YES</p>	<p>The Company does have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>The policy states that unless in special circumstances with the consent of the Board, a Participant may not sell, assign, transfer, grant a Security Interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them.</p>
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**Additional Information for Listed Public Companies**

*Company Secretary*

The name of the Company Secretary is Samir Hallab.

*Principal registered office*

Suite 2102, Level 21, 101 Grafton Street Bondi Junction NSW 2022.

*Register of securities*

As disclosed in the corporate directory of this Annual Report.

*Stock exchange listing*

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited, as disclosed in the corporate directory of this Annual Report.

**Shareholder Information**

**A. Distribution of equity security holders by size of holding**

Analysis of number of equity security holders by size of holding as at 10 August 2023 is as follows:

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 - 1,000	19	5,089	0.01
1,001 – 5,000	95	334,671	0.37
5,001 – 10,000	68	548,647	0.61
10,001 – 100,000	136	5,129,251	5.69
100,001 – and over	80	84,138,267	93.32
	<b>398</b>	<b>90,155,925</b>	<b>100.00</b>

*On-Market Buy-Back*

There is currently an on-market buy-back of 2,000,000 ordinary shares in the Company, which commenced on 1 June 2023 for an unlimited duration. No buy-backs have been made to date.

*Restricted Securities*

There are no restricted securities as at 10 August 2023.

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**B. Equity security holders**

Twenty largest quoted equity security holders:

The names of the 20 largest registered shareholders of quoted equity securities as at 10 August 2023 are listed below:

	<b>Name</b>	<b>Number Held</b>	<b>Percentage of issued shares</b>
1.	KALONDA PTY LTD <LEIBOWITZ SUPER FUND A/C>	16,220,492	17.99
2.	MR VAUGHAN THALES KENT <VAUGHAN KENT FAMILY A/C>	8,333,334	9.24
3.	BNP PARIBAS NOMS PTY LTD <DRP A/C>	6,565,113	7.28
4.	MR VAUGHAN THALES KENT	5,000,000	5.55
5.	H&G HIGH CONVICTION LIMITED	4,275,871	4.74
6.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,964,168	3.29
7.	CHURCH STREET TRUSTEES LIMITED <THE MATLAS A/C>	2,923,207	3.24
8.	SHELLFRO PTY LTD <A&S VIDOR FAMILY A/C>	2,173,914	2.41
9.	CAPRICORN ELEVEN SUPERANNUATION FUND PTY LTD <CAPRICORN ELEVEN S/F AC>	2,034,783	2.26
10.	FIRST CAR INTERNATIONAL LIMITED <0312.6904.02.01 A/C>	1,900,000	2.11
11.	GOLDSTAKE CORPORATION PTY LTD	1,873,555	2.08
12.	MUSEUM INVESTMENTS LIMITED	1,849,738	2.05
13.	CITICORP NOMINEES PTY LIMITED	1,555,451	1.73
14.	NATIONAL NOMINEES LIMITED	1,450,615	1.61
15.	SPELT KENT PTY LTD <SPELT KENT SUPER FUND A/C>	1,222,097	1.36
16.	MR WILLIAM TSIMIS	1,160,306	1.29
17.	DKP SUPER PTY LTD <PAVIC SUPER FUND A/C>	1,101,018	1.22
18.	DR IDA CONSTABLE	1,000,000	1.11
19.	MR JOHN HUGH BRENNAN	964,553	1.07
20.	MR DAVID ALAN STERN	944,044	1.05
	<b>Total</b>	<b>65,512,259</b>	<b>72.67</b>

**Unquoted equity securities**

There are no unquoted equity securities as at 10 August 2023.

**C. Substantial shareholders**

Substantial shareholders and associates as at 10 August 2023 (more than 5% of a class of shares) in the company are set out below:

<b>Name</b>	<b>Number Held</b>	<b>Percentage</b>
KALONDA PTY LTD <LEIBOWITZ SUPER FUND A/C>	16,220,492	17.99
MR VAUGHAN THALES KENT	14,555,431	16.14
BNP PARIBAS NOMS PTY LTD <DRP A/C>	6,565,113	7.28

**D. Voting rights**

The voting rights attaching to each class of equity securities are set out below:

**Ordinary Shares**

On a show of hands each holder of ordinary shares has one vote and upon a poll one vote for each share held

**Options**

No voting rights

**Performance Rights**

No voting rights

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