

MMS
McMillanShakespeareGroup

Annual Report 2022

*Making a difference
to people's lives*



Annual General Meeting

The Annual General Meeting of the members of McMillan Shakespeare Limited A.B.N. 74 107 233 983 will be held virtually and in person on 28 October 2022 at 10.00am. Please refer to the AGM notice for further details.

mmsg.com.au

The McMillan Shakespeare Group is a provider of salary packaging, novated leasing, disability plan management and support co-ordination, asset management and related financial products and services.

Through its subsidiaries, it offers a breadth of services and expertise, designed to responsibly deliver long-term value to its customers. The Group employs a highly committed team of c.1,300 people across Australia, New Zealand and the United Kingdom and domestically manages programs for some of the largest public sector, corporate and charitable organisations.

Maxxia

RemServ

Onboard
FINANCE

Plan
Partners
Together, it's possible

UFS
AGGREGATION

PLAN
TRACKER

interleasing

AngloScottish
ASSET FINANCE

JustHonk

nfc
AGGREGATION

Contents

Chair and Chief Executive Officer's Joint Report	2	Financial Report	41
Our Vision, Purpose and Values	5	Directors' Declaration	99
Key Metrics	6	Independent Audit Report	100
Directors' Report	8	Auditor's Independence Declaration	104
Directors	8	Shareholder Information	105
Directors' meetings	9	Corporate Directory	107
Principal activities	10		
Results	10		
Dividends	10		
Review of operations	11		
State of affairs	13		
Risks	14		
Outlook and likely developments	16		
Events subsequent to balance date	16		
Directors' experience and special responsibilities	17		
Company Secretary	18		
Remuneration Report	19		
Unissued shares	38		
Directors' interests	38		
Environmental regulations	38		
Indemnification and insurance	38		
Non-audit services	39		
Corporate governance practices	39		
Auditor's independence declaration	39		
Directors' declaration	39		
Five year summary	40		

Chair and Chief Executive Officer's Joint Report

The McMillan Shakespeare (MMS) Group delivered strong financial performance in FY22 with normalised¹ underlying net profit after tax (UNPATA) of \$83.8 million, up 16.5%. A fully-franked dividend of 108 cents per share was delivered for the year and an up to 10% off-market share buy-back announced.



Dear Shareholders,

On behalf of the McMillan Shakespeare (MMS) Board of Directors, Management Team and Staff, we are pleased to present the 2022 MMS Annual Report.

For Financial Year 2022 (FY22) MMS delivered a strong operating performance underpinned by our ongoing customer focus, new business wins and further simplification of the business portfolio, whilst also focusing on initiatives to enhance returns for shareholders. This result was achieved amid an operating environment impacted by the ongoing COVID-19 pandemic and global motor vehicle supply constraints.

During the period the Group reviewed and subsequently adopted a refreshed Purpose, Vision and Values Statement to better reflect where we are today as an Organisation and what we aspire to moving forward. After consultation with our internal and external stakeholders, it was established that our core purpose is to 'Make a Difference to People's Lives.' Our purpose will help to further reinforce and enhance our culture which has been pivotal in delivering outcomes for our customers, our people and shareholders.

¹ Normalised refers to adjustments made for the negative earnings transitional period for the implementation of the funding warehouse, OnBoard Finance ("Warehouse"). It normalises for the Warehouse's in year operating and establishment expenses and for an adjustment for commissions that would have otherwise been received in period had the sales been financed via a principal and agency funder rather than through the Warehouse. Normalised financials are stated for FY22 and FY21 (for comparative purposes) and are currently expected to be stated up to and including FY25. For FY21 normalisations only include an adjustment to remove the impact of JobKeeper.

Financial Performance Growth

Group NPAT for FY22 was \$70.3m which represented growth of 15.2% on FY21. While Group normalised UNPATA of \$83.8m represented growth of 16.5% and normalised revenue of \$594.3 million increased by 9.2%. Normalised return on Capital Employed (ROCE) improved to 38.6%, up from 30.5% and normalised earnings per share increased by 16.5% to 108.3 cents. We note that given the introduction of our funding warehouse OnBoard Finance during FY22 and its impact upon UNPATA, the Group's financials will be presented on a normalised UNPATA basis during this Warehouse transition period which is currently expected to be stated up to and including FY25.

In Group Remuneration Services (GRS), total normalised revenue for FY22 for the segment grew by 2.0% on the previous period to \$206.6m whilst normalised UNPATA was down 2.1% to \$48.4m.

The business achieved growth of 13,500 salary packages over the year, and off the back of strong customer demand, novated lease orders were up 3.0% on the previous period. However, ongoing vehicle supply constraints resulted in lower sales, with customer orders being carried over into FY23 rising by 90% year on year to \$26.0m, causing downward pressure on segment profit given that the cost of these sales were largely incurred in the FY22 period.

Our newest segment, Plan and Support Services (PSS) achieved normalised UNPATA growth in FY22 of 21.4% to \$6.6m. This performance was underpinned by organic growth in new customer acquisitions which exceeded market growth and the acquisition of Plan Tracker which was completed during FY22.

Asset Management Services (AMS) performed strongly across all three businesses (Australia and New Zealand (ANZ), the United Kingdom (UK) and Aggregation) with normalised UNPATA up 63.4% to \$30.2m, with the result being underpinned by the ongoing strength of used cars prices generating a significant increase in remarketing profits.

Strategic Focus

Through FY22 our strategic focus centered on continuing to improve and investing in our digital offering and data analytics to enhance the customer experience and for future productivity benefits. We also took action to simplify our portfolio of businesses.

Digital Focus

We continued to invest in our digital offering during the period. Through this ongoing investment we aim to provide a more personalised and connected customer platform that enhances our product offering and customer experience, while generating longer-term productivity improvements.

A range of initiatives helped us towards this goal across FY22, including a new digital identity platform leading to improved access to self-service applications and improved functionality and security, including a 'live-chat' platform which enables our customers to communicate with us anytime and anywhere.

Portfolio Simplification

During the period we actively pursued a process to simplify the Group and its activities to better focus the organisation and its capital on our core capabilities, products and markets. This activity resulted in the divestment of the CLM Fleet Management and Davantage Warranty businesses during the period. We will continue this process with the exploration of exit options for our entire UK operations in FY23.

Furthermore, we implemented a new segment structure for the Group during the period. These new segments better reflect the Group's capabilities, products and markets in which they operate. Our new segments are Group Remuneration Services, Plan and Support Services and Asset Management Services.

Capital Management

In FY22 we made considerable progress on our capital management strategy with the launch of our warehouse funding initiative, OnBoard Finance, the further restructure of our UK businesses and the continued run down of the existing UK on-balance sheet lease portfolio, which reduced by 55% during this period to \$23.3m.

Our capital allocation strategy aims to prioritise surplus cash flow to - invest in the business for sustainable growth, fund strategic acquisitions, deleverage where required, return to shareholders primarily as fully-franked dividends and then where surplus capital remains to consider share repurchases.

In relation to the Group's payment of dividends, MMS's commitment is to return between 70% to 100% of UNPATA to shareholders via dividends. The payout ratio will depend on the ongoing investment and cash flow required in the business amongst other factors. During the implementation of the Warehouse period (currently expected to be stated up to and including FY25) the UNPATA used for the dividend policy will exclude the impact of the warehouse facility and to be referred to as "Normalised UNPATA".

Chair and Chief Executive Officer's Joint Report

A fully-franked dividend of 108 cents per share was delivered for the year inclusive of the final dividend of 74 cents per share payable on 10 November 2022. This represents 100% of Normalised UNPATA.

On 29 August 2022 MMS announced that it intends to undertake an off-market buy-back of up to 10% of our shares as part of the ongoing capital management strategy as outlined above, with a view to enhancing shareholder returns. Subject to final Australian Taxation Office confirmation, the buy-back consideration is expected to be a \$0.99 capital component, with the remainder via dividend, franked to the maximum extent allowable.

The buy-back is aimed at achieving a balance between returning capital to shareholders, while retaining flexibility to invest capital for growth and maintaining a strong balance sheet.

The Regulatory Environment

We continue to operate in a dynamic regulatory environment and are committed to monitoring and responding accordingly. From 5 October 2021, a Deferred Sales Model (DSM) was introduced across Add-on Insurance and Warranty Products within our GRS business as mandated by the Commonwealth Government.

Our preparatory work enabled an effective response and implementation of the DSM. Following the outcome of the 2022 Federal election, we continue to maintain an active and ongoing dialogue with relevant policymakers and regulators alike, both directly and in conjunction with key industry advocacy bodies.

In July 2022 the Federal Government introduced legislation to exempt non-luxury zero and low emissions vehicles from FBT. As Australia's largest novated lease provider, together with our asset management business, MMS is well positioned to assist our customers to utilise this proposed legislation in their transition to electric vehicles.

Our Commitment to Sustainability, Environment and Accessibility

During FY22 we made further progress on the implementation of the Group's Sustainability Strategy. Established in FY21, this strategy sets out how we will respond to key environmental, social and governance risks and opportunities for the Group and create positive environmental and social outcomes for our stakeholders.

There were several highlights across this period that are particularly noteworthy.

We transitioned all our Australian controllable sites to 100% renewable energy, which helped us offset over a quarter of the Group's total electricity use during the period. We also continued to support our customers to reduce their carbon footprint through promoting and enabling their transition to Electric Vehicles (EV's).

We launched our Accessibility Inclusion Plan (AIP) that formalised our long term commitment to improving accessibility and inclusion for people living with disability.

We also launched our Reflect Reconciliation Action Plan (RAP) to support Aboriginal and Torres Strait Islander peoples, both within our business and in the broader community.

Board and Management

This year saw the retirement of long-time Chief Executive Officer and Managing Director, Mike Salisbury. On behalf of the Board, we thank Mike for his commitment to the Group and his instrumental role in helping to evolve the business into its current form. Mike was pivotal in embedding our values-based culture, increasing the engagement of our people and investing in improvements to the customer experience. We wish Mike all the best for his retirement from Executive life.

We also welcomed new CEO, Rob De Luca, who brings over 20 years' experience in the banking, financial services, wealth management and disability sectors. Rob's expertise and proven track record in navigating businesses through periods of change, delivering strategic growth and utilising innovation to improve customer engagement were key drivers of the Board's decision and we are excited by our new leadership chapter.

On the 31st August 2022, Non-Executive Director and previous Chair, Tim Poole's term will conclude as previously announced. Tim's longstanding commitment and contribution to the Group have been exemplary and we thank him and wish him the best for the future. Your Board continues to undertake a diligent Board renewal and succession planning process.

Our Vision, Purpose and Values

Strategic Focus and Outlook

It is expected that many of the market conditions experienced this year will flow into FY23 such as the COVID-19 pandemic and global motor vehicle supply constraints. An environment of labour market constraints, rising inflation and interest rates will also present both challenges and opportunities.

GRS will benefit from continued elevated new and used car prices on novated lease yields. While demand remains high, a lack of available new car stock has meant that expenses have been incurred to originate orders that were not able to be fulfilled in FY22 resulting in a significant volume of customer orders carried over into future periods where the revenue is expected to be recognised. We will also be onboarding recent customer wins and invest in enhancing the customer experience through digital and data analytics for future productivity benefits. Through the establishment of the Warehouse we will continue to ramp up to 20% of novated volume which is expected to have an ~(\$11m) UNPATA impact in FY23.

AMS will continue to focus on customer needs, including working with clients on reducing their carbon footprint as they plan transitioning their fleets to EVs, benefit from ongoing elevated used vehicles prices. MMS will explore exit options for the UK business.

PSS growth will continue as the NDIS expands towards an expected 859,000 participants by 2030. Our focus is to fully integrate the Plan Tracker business and develop a scalable platform to grow the business whilst actively pursuing further acquisition opportunities.

Our balance sheet remains in a position to support organic customer growth, diversification of our funding sources through the Warehouse and exploring opportunities for acquisitions.

We would like to thank our people for their dedication to supporting our customers through the challenges of the year. We also thank our clients, customers and shareholders for their support. We look forward to keeping you updated on our progress of our strategy execution into FY23 and beyond.



Helen Kurincic
Chair



Rob De Luca
Managing Director &
Chief Executive Officer

MMS' vision, our values and our purpose guide the Group's activities, in both a business sense and in our commitment to our communities and stakeholders, providing a framework to guide us in our day-to-day actions and long-term decision making.

Our Purpose

Making a difference in people's lives.

Improving the quality of our customers' lives is a core element of what we do. But making a difference in people's lives is not just about our actions, it is about the care and consideration that goes into them. It is about small, everyday habits that inform and nurture our character, culminating in success for our stakeholders.

Our Vision

To be the trusted partner, supporting customers' financial wellbeing and lifestyle goals.

As a partner to our customers, we help them navigate often complex and unfamiliar products and services. We earn our customers' trust through the integrity and honesty of our service. Enhancing our customers financial wellbeing and supporting them to achieve their lifestyle goals lie at the heart of what we do.

Our Values

Better together means put people first, and work together, to pursue better.

We strive to create tangible benefits for our customers, people and broader stakeholders. We aim to harness the collective efforts of our people and in doing so create better, superior outcomes. These values underpin what we do and help us to achieve our purpose.

Key Metrics

Our Customers



370,902

Salary packages

Up 3.8%



70,912

Novated leases

Orders up 3.0%

Sales down (4.0%)



17,747

Assets pool – units¹

Down (47.2%)



\$318m

Assets managed – WDV²

Up 2.2%



\$2,917m

Net amount financed

Up 5.3% on pcp



52

Net Promoter Score (NPS)³

Down (11.7%)



25,876

PSS Customers

Up 63.6%

- 1 Total decrease of 16,653 units in AM-UK, of which 12,698 units relates to the disposal of CLM UK.
- 2 Inclusive of on and off balance sheet funding for AM ANZ.
- 3 GRS customer satisfaction measured through Net Promoter Score.

Note: Movements compared to prior corresponding period.

Our People and Environment



1,294
Employees (FTE)
MMS Group
as at 30 June



83%
Employee Sustainable
Engagement Score
Down (3%)



84,635
Developing our people
(training & development hours)
Up 3%



3.1%
Absenteeism rate
Up 15%



38%
Women in leadership¹



97%
Total electricity sourced
from renewable sources



3,134
Greenhouse gas emissions
(CO₂e tonnes)

¹ Australian and New Zealand Operations only.
Note: Movements compared to prior corresponding period.

Directors' Report

The Directors of McMillan Shakespeare Limited (*Company* or *MMS*) present this report on the consolidated entity, consisting of the Company and the entities that it controlled at the end of, and during, the financial year ended 30 June 2022 (*Group* or *MMS*).

Directors

The Directors during the whole of the financial year and up to the date of this report (Directors) are as follows:

Ms Helen Kurincic (Independent Non-Executive Director)

Mr Bruce Akhurst (Independent Non-Executive Director)

Ms Kathy Parsons (Independent Non-Executive Director)

Mr Tim Poole (Independent Non-Executive Director)

Mr John Bennetts (Non-Executive Director)

Mr Ross Chessari (Non-Executive Director)

Mr Mike Salisbury (Managing Director and CEO)
(retired as Managing Director and CEO on 16 May 2022)

Mr Rob De Luca (appointed as Managing Director and CEO
on 16 May 2022)

Details of the qualifications, experience and special responsibilities of the Directors are set out on pages 17 and 18.

Independent Directors, as determined in accordance with the Company's definition of independence, have been independent at all times throughout the period that they held office during the financial year ended 30 June 2022.

Directors' meetings

The number of meetings held and attended by the board of Directors (Board) (including meetings of committees of the Board) during the financial year ended 30 June 2022 were as indicated in the table below.

Director	Board Meetings		Audit, Risk & Compliance Committee Meetings	
	Eligible to Attend	Attended	Eligible to Attend	Attended
Ms H. Kurincic (Chair)	15	15	9	9
Mr M. Salisbury (Managing Director and CEO) ¹	14	14	-	-
Mr R. De Luca (Managing Director and CEO) ²	1	1	-	-
Mr B. Akhurst	15	15	9	8
Mr J. Bennetts	15	15	-	-
Mr R. Chessari	15	15	-	-
Ms K. Parsons	15	15	9	9
Mr T. Poole	15	15	9	9

Director	People, Culture and Remuneration Committee		Nomination Committee	
	Eligible to Attend	Attended	Eligible to Attend	Attended
Ms H. Kurincic (Chair)	4	4	3	3
Mr M. Salisbury (Managing Director and CEO) ¹	-	-	-	-
Mr R. De Luca (Managing Director and CEO) ²	-	-	-	-
Mr B. Akhurst	4	4	3	3
Mr J. Bennetts	-	-	-	-
Mr R. Chessari	-	-	-	-
Ms K. Parsons	4	4	-	-
Mr T. Poole	4	3	3	3

¹ Mr M Salisbury retired 16 May 2022.

² Mr R De Luca appointed 16 May 2022.

Directors' Report

Principal activities

The principal activities of the Company and its controlled entities were the provision of salary packaging, novated leasing, disability plan management and support co-ordination, asset management and related financial products and services.

In the opinion of the Directors, there were no significant changes in the nature of the activities of the Company and its controlled entities during the course of the financial year ended 30 June 2022 that are not otherwise disclosed in this Annual Report.

Results

Results for the financial year ended 30 June 2022 are as follows:

Results	2022	2021
Net profit after income tax (NPAT) attributable to owners of the Company	\$70,348,376	\$61,065,330
Underlying Net profit after income tax (UNPATA) ¹	\$82,071,918	\$79,212,985
Normalised UNPATA ²	\$83,765,889	\$71,898,226
Basic earnings per share (EPS)	90.9 cents	78.9 cents
Underlying earnings per share	106.1 cents	102.4 cents
Basic earnings per share on a diluted basis (DPS)	90.6 cents	78.4 cents

1 UNPATA is calculated as net profit before-tax but before the after-tax impact of acquisition related items and non-business operational items (as outlined within Note 2.1 of the Financial Report).

2 Normalised refers to adjustments made for the negative earnings transitional period for the implementation of the funding warehouse, OnBoard Finance ("Warehouse"). It normalises for the Warehouse's in year operating and establishment expenses and for an adjustment for commissions that would have otherwise been received in period had the sales been financed via a principal and agency funder rather than through the Warehouse. Normalised financials are stated for FY22 and FY21 (for comparative purposes) and are currently expected to be stated up to and including FY25. For FY21 normalisations only include an adjustment to remove the impact of JobKeeper.

Dividends

Dividends paid by the Company during the financial year ended 30 June 2022 are as follows:

Dividends	2022	2021
Final dividend for the financial year ended 30 June 2021 of 31.1 cents (2020: Nil) per ordinary share (2021: fully franked at the tax rate of 30%)	\$24,065,527	Nil
Interim dividend for the financial year ended 30 June 2022 of 34 cents (2021: 30.2 cents) per ordinary share paid on 25 March 2022 fully franked at the tax rate of 30% (2021: 30%)	\$26,309,576	\$23,369,094
Total	\$50,375,103	\$23,369,094

Subsequent to the financial year ended 30 June 2022, the Directors declared a final dividend of 74 cents per ordinary share (fully-franked at the tax rate of 30%) to be paid on 10 November 2022, bringing the total dividend to be paid for the financial year ended 30 June 2022 to 108 cents per ordinary share.

Ex-dividend date	26 October 2022
Record date for determining entitlements to the dividend	27 October 2022
Dividend payment date	10 November 2022

Review of operations – Group

The MMS Group delivered a strong financial performance in FY22 and delivered on several strategic priorities amidst a complex operating environment including continued global motor vehicle supply constraints.

Key achievements and initiatives during FY22 included driving organic growth in salary packaging customers and novated lease orders, the ongoing enhancement of our digital channels, the acquisition of Plan Tracker, diversifying our funding sources through the establishment of our funding warehouse, Onboard Finance (Warehouse), and expanding and executing on our sustainability strategy.

Group Financial Performance Summary

- Statutory Net Profit After Tax (NPAT) \$70.3 million up 15.2% on FY21
- Normalised revenue of \$594.3 million, up 9.2%
- Normalised earnings before interest, tax, depreciation and amortisation (EBITDA) of \$132.7 million, up 7.1%
- Normalised UNPATA of \$83.8, up 16.5%
- Normalised Return on Equity of 29.4%
- Normalised Return on Capital Employed of 38.6% which is based on underlying earnings before interest and tax (EBIT) as the numerator
- Final dividend declared of 74 cps

Segment Review

Group Remuneration Services

In GRS, total normalised revenue earned for the period was \$206.6 million, up 2.0% on FY21, whilst normalised UNPATA was \$48.4 million, a 2.1% decrease on the previous period.

Salary Packaging and Novated Leasing

The Group experienced growth in our customer base of 13,500 salary packages across the period which was a combination of new business and organic growth.

In FY22 we were re-appointed as one of two salary packing providers on a major existing contract and secured new business wins across the government, health, not for profit and private sectors. In particular, MMS announced that it is to become the sole provider of salary packaging and novated leases to the Department of Education and Training (Victoria) during the year which is scheduled to commence in FY23.

Ongoing global motor vehicle supply constraints continued to impact our novated lease business, with normalised revenue increasing 2.0% on FY21 with MMS novated lease sales outperforming the new car sales market. While demand remains high, a lack of available new car stock has meant that expenses have been incurred to originate orders that were not able to be fulfilled in FY22 resulting in a significant volume of customer orders carried over into future periods where the revenue is expected to be recognised. The total carry over value as at 30 June 2022 was ~\$26m. Higher average yields resulting from inflated retail pricing in the automotive market helped to offset the impact to revenue for FY22.

During the period a principal and agent (P&A) funder to MMS sold its motor vehicle dealer finance and novated lease funding business and connected with the transaction MMS executed new supply and transition agreements.

Directors' Report

Onboard Finance – Funding Warehouse

During FY22 we established our funding warehouse, Onboard Finance, which operates as a funding option alongside existing P&A funders.

Onboard Finance was created to enhance long term profitability for MMS and offer a secure, flexible and alternative funding source for our novated lease customers. By transitioning to more annuity style revenue over the life of a lease, Onboard Finance will deliver higher overall value from each transaction. Following Australian Securities and Investment Commission (ASIC) approval of our credit licence in April 2022 and with strong support from funders, the business commenced financing novated leases leveraging our RemServ and Maxxia brands. Our target is for 20% of novated lease funding to be financed via the Warehouse and we expect to ramp up during FY23 to this level.

Digital Strategy

During the period we continued to implement and invest in our Digital Strategy. The strategy seeks to invest in technology that will enable us to improve efficiency, execution and distribution, focusing on building customer self serve capability.

A key focus of our Digital Strategy for FY22 was on building our capability to deliver personalised and connected customer experiences.

Initiatives during FY22 included:

- expanded roll out of a new Digital Estimate platform to 85% of clients which also enables Electric Vehicle (EV) comparisons;
- launched a new identity management solution enabling enhanced security, improved password management and streamlined login; and
- introduced new Maxxia and RemServ LiveChat experience, which improved customer connection and operational efficiency through integration with core contact centre operating systems.

These initiatives contributed to an average monthly Net Promoter Score (NPS) for our GRS segment of 53, above the sector benchmark and above pre-pandemic levels.

Plan and Support Services

Our newly created Plan and Support Services segment during FY22 delivered plan management and support coordination customer growth of 64% to 25,876, helping to produce a 21.4% increase in Segment UNPATA to \$6.6m.

The increase in customers is consistent with our growth strategy and has been complemented by the acquisition in July 2021 of Plan Tracker. While growth in the support coordination customers contributed to a 20% increase in delivered support coordination hours.

Throughout FY22, we continued our focus on creating an engaging customer experience through the development of innovative digital technology. The investment made in the digital strategy seeks to provide our customers with tools to help navigate the NDIS and improve their outcomes. Further initiatives were completed this period, including an NDIS Budget Calculator, an online tool that allows participants, carers and support coordinators to budget more effectively.

Other key digital measures introduced during FY22 include the enhancement of our Customer Dashboards to encourage greater self-service, the creation of an online Knowledge Centre and a new website which provides a more accessible user experience.

Asset Management Services - Australia and New Zealand

The AMS ANZ segment achieved UNPATA of \$18.0 million, an increase of 19.6% on FY21. Through FY22 new business volumes continued to be negatively affected by delays in new vehicle supply, however an increase in demand for high quality used vehicles resulted in higher yields through our wholesale and retail remarketing channels. Remarketing profits for the year increased by 36% on FY21.

The contraction of new vehicle supply also contributed to an increase in contract extensions, which increased the average duration and age of the fleet. This led to a 2.2% increase in written down value of assets under management, which was \$318.0 million as at 30 June 2022. Our two Just Honk retail yards in New South Wales and Victoria were strong contributors to the segment's performance, despite being closed to the public in early FY22 as a result of pandemic restrictions.

Through FY22 we continued to support our customers as they looked to reduce their carbon footprint and increase the number of zero emissions vehicles in their fleets, including a pilot program that involved Interleasing providing EV's for the organisation to use in its national fleet.

We rebranded Maxxia Fleet New Zealand to Interleasing, providing us with a platform to service customers across the two countries and the ability to provide the New Zealand market with online tools previously only available within Australia.

Asset Management Services - UK

AM UK delivered UNPATA of \$8.5 million, up from \$1.4 million in FY21.

The limited supply of new vehicles impacting our ANZ business also was experienced in the UK, with demand for used vehicles – and in turn elevated used car prices and remarketing yields – increasing markedly over the period. The strong performance was also driven by the strategic restructuring which we undertook last year.

Off-balance sheet originations increased over the period with Net Amount Financed (NAF) of \$841 million representing an 7.8% increase on FY21 and in part due to the lifting of COVID-19 restrictions and the gradual improvement in business confidence.

Through FY22 we continued to run down the existing on balance sheet lease portfolio, which has reduced by 55% over the period to \$23.3 million. We will continue to execute on this strategy into FY23, with much of the book expected to run off during the first half of the year.

We made the decision to divest the CLM fleet management business after a strategic review. The business was divested on 31 May 2022.

Aggregation

Aggregation business NAF of \$1.168 billion an increase of 15.9% on FY21. This result occurred against a backdrop of challenging market conditions that included increased competition and a shift in our business mix away from Consumer to Commercial lending.

State of affairs

There were no other significant changes in the state of affairs of the Company and its controlled entities during the financial year ended 30 June 2022 that are not otherwise disclosed in this Annual Report.

Directors' Report

Risks

MMS's approach to risk management, underpinned by the Group's risk management policy, framework and risk appetite, overseen by the Audit, Risk and Compliance Committee, is embedded in our culture and decision making.

MMS bases its risk management procedures on the Risk Management Standard AS ISO 31000:2018. As part of normal business activities, Senior Executives identify and/or review key risks. The results of these reviews are recorded in the MMS risks register, which is used by the Management Risk and Compliance Committee and the Board Audit, Risk and Compliance Committee to monitor risks and mitigation strategies.

Key risks include:

Key risks	Strategy
Geopolitical and macro environment: Impacts due to geopolitical risks and/or economic conditions such as a recession.	Maintain and regularly review appropriate capital and balance sheet position. Asset Management portfolio concentration tolerance settings, reviews and stress testing.
New vehicle supply chain: Global impact due to supply chain challenges, further exacerbated by the Russia / Ukraine conflict.	Strengthening and broadening of relationships with supply chain partners. Business model diversification.
Regulatory and policy change: Changes to government regulation and policy such as: NDIS, Fringe Benefit Tax ("FBT"), import or luxury vehicle taxes, FBT exemption on Electric Vehicles ("EV").	Stakeholder engagement across Governments. Active participation and support of peak industry bodies such as NALSPA and Disability Intermediaries Australia. Development of products and services to support clients and customers as and when they transition to EV. Business model diversification.
Labour and skills shortages and wage inflation: Upward labour cost pressures, shortage of skilled staff and increased staff turnover.	Reviewing and aligning remuneration appropriate to market settings. Investment in people including learning and development programs. Creating an inclusive culture that supports a hybrid working model and organisational purpose and values.
Customer contracts: Material customer contracts and/or multiple contracts at risk when up for renewal.	Maintaining and strengthening client relationships. Delivering high levels of customer service. Different tenures of contracts
Interest rate increases and credit spread changes: Market interest rate increases and increases in credit spreads may create upward pressure on pricing.	Management Interest Committee in place to monitor interest rate changes, outlook and MMS businesses' pricing Hedging policy in place designed to minimise interest rate risk. Diversity of competitive funding channels (including MMS's newly established OnBoard Finance funding warehouse) to minimise credit spread risk and pricing impact for our customers. Benefit from increases in interest rates on cash balances.

Key risks	Strategy
Cyber security: Threat of cyber-attacks on MMS systems.	Dedicated cyber security team in place. Ongoing cyber security program to continuously review and strengthen security controls. Security controls cover the key functions of “identify, protect, detect, respond, recover”, and include policies, technical controls, operating procedures, training and awareness.
Technology: The non-performance or failure of key technology and operating systems.	Information & Communication Technology (ICT) Risk Committee in place to monitor and manage technology risks. Operational monitoring and governance of technology asset life cycle and resiliency in place. Crisis management framework in place incorporating business continuity plans (BCPs), disaster recovery plan (DRP) and cyber security incident response plan (CSIRP).
Data and privacy: Occurrence of a significant incident of MMS’s data and privacy obligations.	Data incident policies and response plan in place. Compliance Framework and mandatory training in place. Incident monitoring and reporting in place.
Key suppliers: Non-performance or failure of MMS key suppliers.	MMS Group Procurement Policy and Supplier Code of Conduct in place. Annual review of key suppliers, including risk assessment. Monitoring of performance standards.
Auto financier market: Capital market constraints and Australian auto financier restructuring impacting the security and ongoing commitment of funding in the automotive segment.	MMS owned funding warehouse, Onboard Finance established. Contracts in place with a panel of funders to have diversification of supply.
Credit risk management: Including credit risk in the asset financing and warehouse businesses.	Managed via business credit policies and tolerance settings. Management Credit Committee in place to monitor credit risk and performance against tolerance settings. ESG risk assessment is factored in where it is relevant to a credit rating.
Commission caps on sale of add-on insurance products: Commission caps by ASIC may result in impact to revenue.	Product reform already undertaken to reduce the impact of future caps. Active participation and support of peak industry bodies (such as NALSPA) to ensure MMS is informed on potential changes to regulation.
Pricing pressure from competition and/or impacts of disruption: Result in loss of customers and decreased revenue.	Delivering high standards of client service. Maintaining and strengthening client engagement to ensure we understand and focus on supporting client needs. Market awareness and disciplined approach to pricing.

Directors' Report

Outlook and likely developments

It is expected that many of the market conditions experienced this year will flow into FY23 such as the COVID-19 pandemic and global motor vehicle supply constraints. An environment of labour market constraints, rising inflation and interest rates will also present both challenges and opportunities.

GRS will benefit from continued elevated new and used car prices on novated lease yields. While demand remains high, a lack of available new car stock has meant that expenses have been incurred to originate orders that were not able to be fulfilled in FY22 resulting in a significant volume of customer orders carried over into future periods where the revenue is expected to be recognised. We will also be onboarding recent customer wins and invest in enhancing the customer experience through digital and data analytics for future productivity benefits. Through the establishment of the Warehouse we will continue to ramp up to 20% of novated volume which is expected to have an ~(\$11m) UNPATA impact in FY23.

AMS will continue to focus on customer needs, including working with clients on reducing their carbon footprint as they plan transitioning their fleets to EVs, benefit from ongoing elevated used vehicles prices and explore exit options for the UK business.

PSS growth will continue as the NDIS expands towards an expected 859,000 participants by 2030. Our focus is to fully integrate the Plan Tracker business and develop a scalable platform to grow the business whilst actively pursuing further acquisition opportunities.

Our balance sheet remains in a position to support organic customer growth, diversification of our funding sources through the Warehouse and exploring opportunities for acquisitions.

In terms of capital management and improved returns to shareholders we will complete the announced up to 10% off-market share buyback in 1H FY23 and also apply our new dividend policy of a payout ratio of 70%-100% of UNPATA for the warehouse transition period.

Events subsequent to balance date

Other than the matters disclosed at Note 8.9 of the Financial Report and below, there were no material events subsequent to reporting date.

In August 2022 MMS entered into an agreement to obtain new five year debt facilities totaling \$60m to support working capital requirements.

On 29 August 2022 MMS announced that it intends to undertake an off-market buy-back of up to 10% of MMS ordinary shares as part of its ongoing capital management strategy.

Directors' experience and special responsibilities



Helen Kurincic *MBA, FAICD, FGIA*

Appointed: 15 September 2018 (Non-Executive Director), 20 October 2020 (Chair)

Positions: Chair of the Board, Chair of the Nomination Committee
Member of the Audit, Risk and Compliance Committee,
Member of the People, Culture and Remuneration Committee

Ms Kurincic is Non-Executive Chair of Integral Diagnostics Limited, Non-Executive Director of Estia Health Limited, HBF Health Limited and the Victorian Clinical Genetics Service. Formerly, Ms Kurincic was the Chief Operating Officer and Director of Genesis Care from its earliest inception, creating and developing the first and largest radiation oncology and cardiology business across Australia. She has also formerly held Board roles across the publicly listed, private, not-for-profit and government sectors as well as being the former CEO of Benetas and Heart Care Victoria. Ms Kurincic is a Fellow of the Australian Institute of Company Directors and Governance Institute of Australia. She has also completed the Cambridge Institute for Sustainability Leadership NED Programme. Ms Kurincic is considered an independent director under the Company's definition of independence.



Rob De Luca *B Ec, MBA*

Appointed: 16 May 2022 (Chief Executive Officer and Managing Director)

Positions: Chief Executive Officer
Managing Director

Mr De Luca joined MMS in May 2022 and has over 20 years' experience in Financial Services, Wealth Management, Disability and Healthcare, including roles as Managing Director of Bankwest, CEO of the National Disability Insurance Agency (NDIA) and most recently as CEO of Zenitas Healthcare.



Bruce Akhurst *B Ec (Hons), LLB, FAICD*

Appointed: 1 April 2021

Positions: Non-Executive Director, Chair of the People, Culture and Remuneration Committee, Member of the Audit, Risk and Compliance Committee
Member of the Nomination Committee

Mr Akhurst is currently the Chairman of Tabcorp Holdings Limited and a member of the Audit Committee, Technology Committee, Nomination Committee, People and Remuneration Committee and Interim Chair of the Risk, Compliance and Sustainability Committee. Mr Akhurst is also Chair of the Peter McCallum Cancer Foundation and Council Member of RMIT University chairing the Infrastructure and Information Technology Committee. Mr Akhurst was previously the CEO of Sensis, Group MD and General Counsel of Telstra and a Partner of Mallesons Stephen Jaques. Mr Akhurst is considered an independent director under the Company's definition of independence.



John Bennetts *B Ec, LLB*

Appointed: 1 December 2003

Positions: Non-Executive Director

Mr Bennetts is an experienced investor and has been the founder and director of a number of successful Australian companies. He owns businesses in varied industries including technology and finance. Mr Bennetts is a Non-Executive Director of Sacred Heart Mission. He was a founder of Cellestis Limited and private equity investment firm, Mooroolbark Investments Pty Limited (M-Group). He has also provided corporate advisory services to a range of companies in Australia and Asia. Prior to the establishment of M-Group, he was a senior executive of pioneering Australian multinational IT company, Datacraft Limited and also practised as a commercial lawyer.

Directors' experience and special responsibilities



Ross Chessari *LLB, M Tax*

Appointed: 1 December 2003

Positions: Non-Executive Director

Mr Chessari is a founder and director of the investment manager, SciVentures Investments Pty Limited (SciVentures). Prior to founding SciVentures, Mr Chessari was the Managing Director of ANZ Asset Management and the General Manager of ANZ Trustees.



Kathy Parsons *B Comm*

Appointed: 22 May 2020

Positions: Non-Executive Director
Chair of the Audit, Risk and Compliance Committee
Member of the People, Culture and Remuneration Committee

Ms Parsons is currently a Non-Executive Director of Tassal Group Limited and a Non-Executive Director of Shape Australia Corporation Limited. Formerly, Ms Parsons was an audit partner at Ernst & Young where she spent time as a partner in the firm's US, UK and Australian practices. In addition to her audit client responsibilities she was part of the firm's Oceania Assurance Leadership team as the Professional Practice Director with responsibility for assurance quality and risk management in the region. Ms Parsons is considered an independent Director under the Company's definition of independence.



Tim Poole *B Comm*

Appointed: 17 December 2013 (Non-Executive Director),
28 October 2015 – 20 October 2020 (Chair)

Positions: Non-Executive Director
Member of the Audit, Risk and Compliance Committee
Member of the People, Culture and Remuneration Committee
Member of the Nomination Committee

Mr Poole is currently Chair of Aurizon Holdings Limited and a Non-Executive Director of Reece Limited. Mr Poole was previously an executive of the unlisted infrastructure and private equity manager, Hastings Funds Management (1995 to 2007), including being the Managing Director from 2005. He was formerly the Non-Executive Chair of Lifestyle Communities Limited. Mr Poole is considered an independent director under the Company's definition of independence.



Ashley Conn *B Comm, CA, MBA*

Appointed: 5 October 2020

Positions: Chief Financial Officer
Company Secretary

Mr Conn is the CFO and Company Secretary and has over 20 years of financial services experience. Previously Mr. Conn was the CFO of CSG Ltd and prior to that had been an investment banker working in Australia and New York predominantly for Goldman Sachs and Morgan Stanley.

Remuneration Report (audited)

Letter from the Chair of the People, Culture and Remuneration Committee

Dear Shareholders,

On behalf of the People, Culture and Remuneration Committee (PCRC) and Board of McMillan Shakespeare Limited (the Company), I am pleased to present the Financial Year 2022 (FY22) Remuneration Report (Report).

At MMS, we are committed to achieving long-term, sustainable returns for our shareholders by leveraging scale, introducing new technology and pursuing value accretive, strategic growth opportunities in a rapidly changing landscape. In achieving this we operate a Long-Term Incentive Plan (LTIP) which includes performance hurdles comprising both financial and strategic targets. We did not provide short-term incentives in FY22.

Our people

Our people continued to adapt well to a hybrid working rhythm, with the ongoing impacts of the COVID-19 pandemic felt to varying degrees across our office locations as lockdowns eased. The health and wellbeing of our people, in particular their mental wellbeing, remained an utmost priority for the Group, as we focused on equipping both our managers and team members with tools, resources and support services to help manage their connectedness and mental health. We also welcomed the opportunity to connect in person at leadership development programs, conferences and other important events.

We were pleased to see that our people remained highly engaged with the business with a Sustainable Engagement Score of 83% in our 2022 Pulse Survey. We also achieved the 30:30:40 gender diversity target for 2022, increasing representation of female leaders within our leadership roles. The Board has committed to increase its gender diversity target to 40:40:20 by 30 June 2030 for Board, Other Executives/General Managers and Senior Manager levels.

Closing the gender pay gap is an important part of our commitment to gender equality and creating an equitable and diverse workplace. We conduct a detailed annual gender pay gap analysis, examining gender pay gaps at the overall organisational level, by occupational category, segment and at position level where people are performing the same work with ten or more incumbents. This dynamic process ensures equity and parity in remuneration for skills, experience, merit and work performed, and findings are presented to the PCRC annually. MMS has introduced a total remuneration pay equity target of 95-105% on average for like for like roles. This year's gender pay gap analysis revealed that the pay equity in total remuneration between men and women in like for like roles was 97.8%.

MMS is committed to creating a workplace that attracts and retains a diverse, inclusive, high performing and highly engaged workforce.

FY22 remuneration outcomes

While Group earnings out-performed against PCP, the Earnings per Share target for the FY20 and FY21 LTIP grants relating to FY22 performance hurdles were not achieved and thus did not vest. The Return on Capital Employed target for the FY20 and FY21 LTIP grants relating to FY22 performance hurdles were achieved and will vest.

Strategic targets accounted for 35% of FY22 LTIP (FY21 30%) with the remaining 65% to continue to represent financial targets. 14.0% of the plan has qualified for vesting. Further details are provided in Section 5(b).

Remuneration framework changes in FY22 and FY23

No changes to the remuneration framework or LTIP were implemented in FY22.

In FY23 we will be introducing a short term incentive program (STIP) to align with market practice, incentivise high performance that aligns with the Company's strategy, and attract and retain key executive talent. The FY23 framework will consist of fixed remuneration, STIP and LTIP with a weighted scorecard comprising financial, ESG, customer and people targets. These changes are further detailed in Section 6.

Changes in KMP / MMSG leadership

Mike Salisbury, Chief Executive Officer and Managing Director, retired on 16 May 2022 after nearly eight years in the role. Mr Rob De Luca assumed the role of Chief Executive Officer and Managing Director on 16 May 2022.

We thank you for your support.



Bruce Akhurst

Non-Executive Chair of the People, Culture and Remuneration Committee

Remuneration Report (audited)

1. Contents

Section	Reference
Key Management Personnel	Section 2 Page 20
FY22 Remuneration Snapshot	Section 3 Page 21
FY22 Executive Remuneration Framework and Policy – Overview	Section 4 Page 21
FY22 Outcomes and the Link to Performance	Section 5 Page 26
FY23 Executive Remuneration Framework changes	Section 6 Page 29
Remuneration Governance	Section 7 Page 30
Executive Remuneration Tables	Section 8 Page 32
Non-Executive Director Remuneration	Section 9 Page 36

2. Key Management Personnel

This Report has been prepared in accordance with *Section 300A of the Corporations Act 2001* and outlines the remuneration arrangements in place for the Key Management Personnel (KMP) of the Company. This comprises all Non-Executive Directors and those senior employees who have authority and responsibility for planning, directing and controlling the activities of the Company.

The table below sets out the Company's Executive KMP and Non-Executive Directors during FY22.

Executive KMP

Name	Position	Term as KMP in 2022
Mr M Salisbury	Chief Executive Officer (CEO) and Managing Director	Part year ¹
Mr R. De Luca	Chief Executive Officer (CEO) and Managing Director	Part year ²
Mr A. Conn	Group Chief Financial Officer (CFO) and Company Secretary	Full year

Non-Executive Directors

Name	Position	Term as NED in 2022
Ms H. Kurincic	Non-Executive Chair	Full year
Mr B. Akhurst	Non-Executive Director	Full year
Mr J. Bennetts	Non-Executive Director	Full year
Mr R. Chessari	Non-Executive Director	Full year
Ms K. Parsons	Non-Executive Director	Full year
Mr T. Poole	Non-Executive Director	Full year

¹ Retired 16 May 2022

² Appointed 16 May 2022

3. FY22 Remuneration Snapshot

KMP Remuneration

Fixed pay	Long-term incentive
<p>Fixed pay adjustments are made to reflect general market conditions and remuneration offered to comparable roles within related industries.</p>	<p>The Company did not pay short-term incentives to its KMP in FY22, operating a LTIP based on financial and strategic performance hurdles.</p> <p>Reflecting the link between organisation performance and executive reward, the earnings per share performance hurdles in respect of the FY20 three year and FY21 two year LTIP will not vest. However, the return on capital employed performance hurdles will vest in respect of the FY20 three year and FY21 two year LTIP.</p> <p>In relation to the strategic targets in the FY22 LTIP, 14.0% of the plan has qualified for vesting.</p>

Non-Executive Director Fees

Non-Executive Director fees were increased during FY22 for the 0.5% increase in the superannuation guarantee contribution.

4. FY22 Executive Remuneration Framework and Policy – Overview

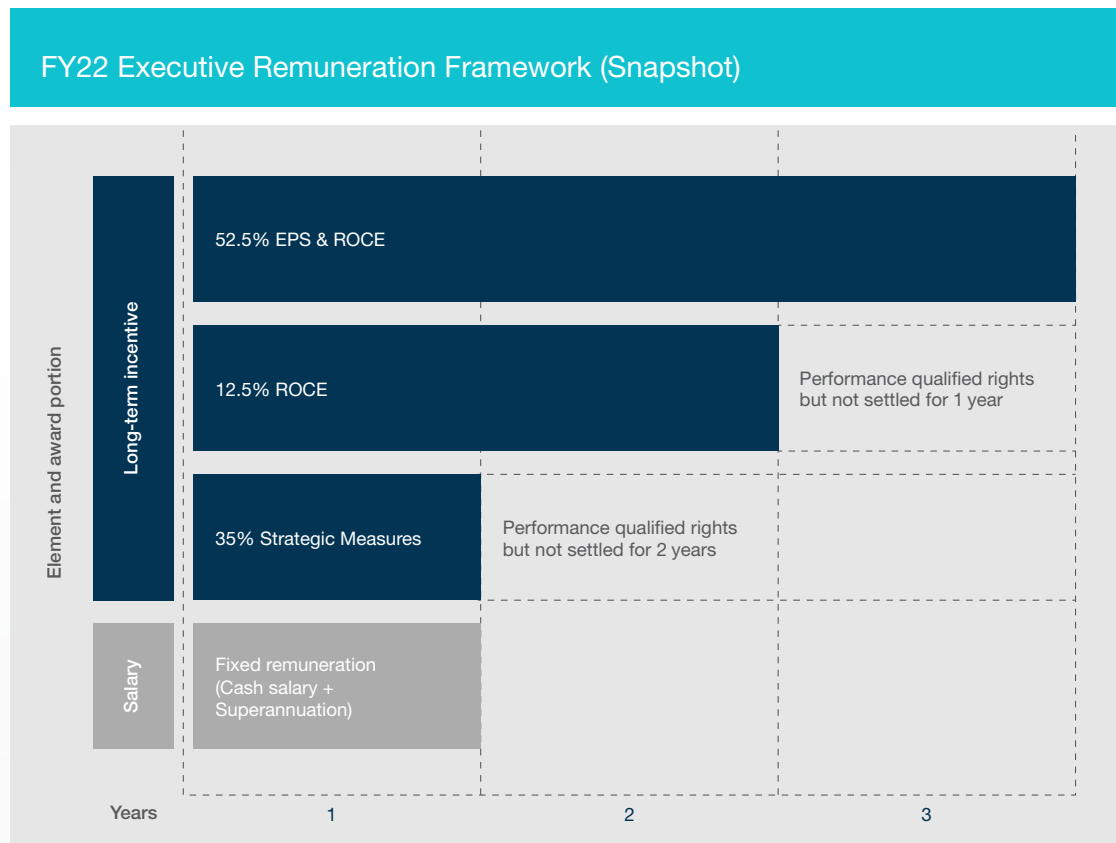
(a) FY22 Strategic pillars and design principles

Our FY22 Executive Remuneration Strategy and Policy	Design Principles
<p>MMS' executive remuneration strategy and policies support our strategy. Our executive remuneration policy is designed to align the interests of executives and shareholders while attracting and retaining key executive talent who are critical to the growth and success of the Company.</p>	<ul style="list-style-type: none"> – Attraction and retention of key talent through fair and market competitive fixed remuneration for the role. – Aligning reward with the creation of sustainable, long-term value for the Company's shareholders. Our executives do not receive short-term incentives (only LTIPs) and a minimum shareholding requirement has been introduced. – Incentivise high performance through stretch LTIP performance measures aligned with the Company's strategy. – Retention of key talent. Vesting of our long-term incentives are subject to executives' continued employment with the Company.

Remuneration Report (audited)

(b) FY22 Remuneration framework cycle

In relation to the FY22 framework, fixed remuneration was provided in addition to a long-term incentive granted 100% as Performance Rights, based on 65% financial measures and 35% as strategic objectives.



(c) FY22 Executive remuneration framework

The below table describes each element of pay within the framework and the strategic link.

Our Executive Remuneration Framework

Element	Strategic Link
Fixed remuneration Fixed remuneration comprises base salary and superannuation (and, in some cases, non-cash benefits such as motor vehicle lease payments and car parking benefits).	Fixed remuneration of the Executive KMP is set to attract and retain the calibre of talent required to drive outcomes for the Company's shareholders and deliver on the Company's strategy. The PCRC reviews fixed remuneration annually (or on promotion) to ensure fixed remuneration levels remain fair, appropriate and market competitive.
Long-term incentive Incentives are delivered through indeterminate rights in a LTIP, with Performance Rights measured over a 3 year period and subject to performance measures.	By delivering variable reward wholly as a long-term incentive, our framework encourages sustainable decision making and a focus on the long-term health of the business (including the interests of customers), to drive long term value for shareholders. Vesting of the LTIP is subject to the achievement of performance hurdles to drive a high-performance culture amongst our Executive Team. The ROCE and EPS hurdles are aligned with our strategic pillars and our focus on both earnings and capital optimisation. Non-financial measures align to shorter term business objectives, measured through a combination of better capital management, increased productivity and growth.
Short-term incentive	MMS did not offer short term incentives in FY22, providing fixed remuneration and long-term incentives only.

Each element of remuneration is outlined in more detail below:

Fixed annual remuneration in FY22

Fixed remuneration of the Executive KMP is reviewed by the PCRC annually (or on promotion) to determine whether changes are appropriate in order to maintain market competitiveness and attract and retain the talent required to drive outcomes for the Company's shareholders. Fixed remuneration is determined on an individual basis having regard to:

- The individual's role, duties and responsibilities and performance levels;
- General market conditions; and
- Remuneration offered to comparable roles within related industries.

In considering fixed remuneration changes, the PCRC has regard to external benchmarking and generally positions the fixed remuneration at the market median of comparable roles within comparator companies.

LTIP awarded in FY22

In FY22, the Executive KMP were granted Performance Rights in two parts of 25% and 40% each aggregating to 65.0% where each part was measured against financial targets and the remaining 35.0% measured against strategic targets.

Specific details on the Performance Rights granted to Executive KMP during FY22 are provided in section 7(b) of the report, and the table below outlines the terms of the grants:

Remuneration Report (audited)

Detailed summary – FY22 LTIP grant

Element	Description																																					
Opportunity levels (% of fixed remuneration)	<p>The opportunity levels offered to the Executive KMP in FY22 were:</p> <ul style="list-style-type: none"> – 98% of fixed remuneration for the CEO; and – 98% of fixed remuneration for the CFO 																																					
Allocation methodology	Performance Rights: Rights were allocated on a face value basis in FY22.																																					
Performance period	<p>Two and three years in respect of meeting financial targets. One year in relation to strategic targets.</p> <p>The vesting of any LTIP is subject to either the good leaver provisions in the incentive plan or continued employment with the Company on the date that the Company's financial report is lodged with the ASX for the year ending 30 June 2024.</p>																																					
Performance hurdles	<p>Subject to the Executive KMP remaining employed for the performance period, vesting of the Performance Rights is subject to the achievement of two performance hurdles:</p> <p>a) Financial targets</p> <ul style="list-style-type: none"> – The Company's CAGR in underlying EPS which applies to 40.0% of the Performance Rights; and – Absolute average ROCE over the performance period which applies to 25.0% of the Performance Rights. <p>The following vesting schedules apply to Performance Rights (with vesting on a straight-line basis between each level of performance).</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="4" style="background-color: #808080; color: white;">Underlying EPS (CAGR)</th> </tr> <tr> <th style="background-color: #00a6c9; color: white;">Performance Period</th> <th style="background-color: #d9d9d9;">Level of performance (%)</th> <th style="background-color: #d9d9d9;">Percentage of awards vesting</th> <th style="background-color: #d9d9d9;">Allocation of total grant</th> </tr> </thead> <tbody> <tr> <td rowspan="2" style="background-color: #d9d9d9;">3 years to FY24</td> <td style="background-color: #d9d9d9;"><3.6%</td> <td style="background-color: #d9d9d9;">-</td> <td style="background-color: #d9d9d9;">-</td> </tr> <tr> <td style="background-color: #d9d9d9;">3.6%-7.7%</td> <td style="background-color: #d9d9d9;">50%-100%</td> <td style="background-color: #d9d9d9;">40.0%</td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="4" style="background-color: #808080; color: white;">Average ROCE</th> </tr> <tr> <th style="background-color: #00a6c9; color: white;">Performance Period</th> <th style="background-color: #d9d9d9;">Level of performance (%)</th> <th style="background-color: #d9d9d9;">Percentage of awards vesting</th> <th style="background-color: #d9d9d9;">Allocation of total grant</th> </tr> </thead> <tbody> <tr> <td rowspan="2" style="background-color: #d9d9d9;">2 years to FY23</td> <td style="background-color: #d9d9d9;"><36.0%</td> <td style="background-color: #d9d9d9;">-</td> <td style="background-color: #d9d9d9;">-</td> </tr> <tr> <td style="background-color: #d9d9d9;">36.0%-41.0%</td> <td style="background-color: #d9d9d9;">50%-100%</td> <td style="background-color: #d9d9d9;">12.5%</td> </tr> <tr> <td rowspan="2" style="background-color: #d9d9d9;">3 years to FY24</td> <td style="background-color: #d9d9d9;"><36.0%</td> <td style="background-color: #d9d9d9;">-</td> <td style="background-color: #d9d9d9;">-</td> </tr> <tr> <td style="background-color: #d9d9d9;">36.0%-41.0%</td> <td style="background-color: #d9d9d9;">50%-100%</td> <td style="background-color: #d9d9d9;">12.5%</td> </tr> </tbody> </table> <p>Calculation of Underlying EPS (CAGR) shall be based on comparing the underlying EPS results in the final year of the performance period to the Underlying EPS results for FY21 as the base year (excluding any impairment losses recognised in the base year).</p> <p>The ROCE performance condition is based on the Company's average ROCE over the performance period.</p> <p>b) Strategic objectives</p> <p>Strategic objectives are set by the Board across key strategic areas in FY22 as follows:</p> <ul style="list-style-type: none"> – Capital management (including implementation of secure and diversified funding sources including implementing the warehouse and securing arrangement(s) with other financier(s); – Productivity (including delivery of productivity benefits and core business growth through sales conversion and effective response to the auto supply dynamic by implementing strategic initiatives to improve sales outcomes); and – Growth (including outperform market growth in novated through enhanced engagement and improved sales execution, outperform market growth in NDIS plan management and support services and deliver non-organic extensions in GRS and/or Plan Partners). 	Underlying EPS (CAGR)				Performance Period	Level of performance (%)	Percentage of awards vesting	Allocation of total grant	3 years to FY24	<3.6%	-	-	3.6%-7.7%	50%-100%	40.0%	Average ROCE				Performance Period	Level of performance (%)	Percentage of awards vesting	Allocation of total grant	2 years to FY23	<36.0%	-	-	36.0%-41.0%	50%-100%	12.5%	3 years to FY24	<36.0%	-	-	36.0%-41.0%	50%-100%	12.5%
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Element	Description
Process for assessing performance conditions	<p>To determine the full extent to which the performance hurdles are satisfied, the PCRC relies on the audited financial results and vesting is determined in accordance with the LTIP Rules.</p> <p>The PCRC believes this method of assessment provides an appropriate and objective assessment of performance. The PCRC considers adjustments for one off material items to ensure metrics are correctly adjusted to take into account these changes.</p> <p>In the event that the Executive KMP takes approved unpaid leave for a period exceeding three months during FY22, FY23 or FY24, the vesting criteria outlined above with respect to the performance hurdles and the executive's continued employment will be deemed on a pro-rata basis to reflect the period of continuous service during the relevant financial year, unless the Board determines otherwise.</p>
Voting and dividend entitlements	No voting rights or dividend entitlements attach to the Performance Rights.
Malus (i.e. forfeiture of awards)	If the Board determines that an act of fraud, defalcation, gross misconduct, or that any other circumstance has occurred in relation to the affairs of the Group and the Board determines an inappropriate benefit has been obtained by the Participant, the Participant will forfeit any right or interest in the Shares, Rights or Options or other entitlements under the Plan.
Treatment upon cessation of employment	If the Executive KMP leaves employment with the Company prior to the date specified in the Invitation Letter, the Rights will lapse without any payment to the employee (subject to the discretion of the Board).
Change of control	On a change of control, the Board has discretion to waive the performance conditions attached to the Performance Rights.
Hedging	No Executive KMP can enter a transaction that is designed or intended to hedge the executive's exposure to any unvested option or right. Executive KMPs are required to provide declarations to the Board on their compliance with this policy from time to time.

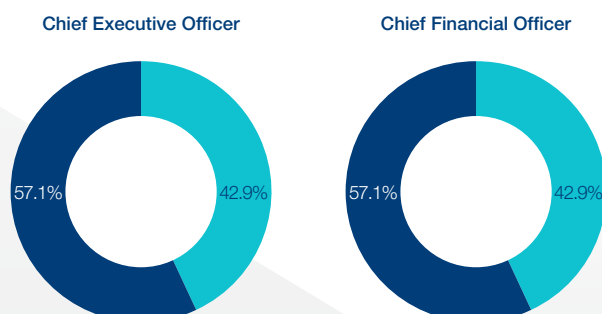
(e) Pay mix

FY22 Reward Mix

We set out below the mix between fixed remuneration and LTIP at maximum for current Executive KMP.

KEY

- Fixed remuneration
- Long-term incentive



Remuneration Report (audited)

5. FY22 Outcomes and the Link to Performance

(a) MMS financial performance FY20 to FY22

The table below sets out the Company's performance over the past three years in respect of key financial and non-financial indicators.

Indices	FY22	FY21	FY20
Net profit attributable to Company members	\$70,348,376	\$61,065,330	\$1,269,264
Underlying net profit after income tax (UNPATA) ¹	\$82,071,918	\$79,212,985	\$69,028,191
Normalised UNPATA ²	\$83,765,889	\$71,898,226	N/A
NPAT growth	15.2%	>100%	(98.0%)
UNPATA growth	3.6%	14.8%	(22.2%)
Dividends paid	\$50,375,103	\$23,369,094	\$59,591,464
Dividend payout ratio ³	100%	66%	42%
Share price as at 30 June	\$9.74	\$12.95	\$9.08
Market capitalisation (A\$m)	\$753.7	\$1,002.1	\$702.6
Earnings per share (cents)	90.9	78.9	1.6
Underlying earnings per share (cents) ⁴	106.1	102.4	87.4
ROCE ⁵	39%	33%	20%

1 UNPATA is calculated as net profit before-tax but before the after-tax impact of acquisition related items and non-business operational items (as outlined within Note 2.1 of the Financial Report).

2 Normalised refers to adjustments made for the negative earnings transitional period for the implementation of the funding warehouse, OnBoard Finance ("Warehouse"). It normalises for the Warehouse's in year operating and establishment expenses and for an adjustment for commissions that would have otherwise been received in period had the sales been financed via a principal and agency funder rather than through the Warehouse. Normalised financials are stated for FY22 and FY21 (for comparative purposes) and are currently expected to be stated up to and including FY25. For FY21 normalisations only include an adjustment to remove the impact of JobKeeper.

3 Dividend payout ratio is calculated as total dividends declared for the financial year divided by Normalised UNPATA for the financial year and issued shares at 30 June 2022.

4 Underlying earnings per share is based on UNPATA.

5 Return on capital employed (ROCE) is adjusted to reflect twelve months' trading for acquisitions made in the financial year based on underlying earnings before interest and tax (EBIT). Underlying EBIT is before the pre-tax impact of acquisition related and non-business operational items (as outlined within Note 2.1 of the Financial Report). Capital employed (excluding lease liabilities) used in the calculations includes the add back of impairment of acquired intangible asset charges incurred in the respective financial period..

(b) Company performance outcomes linked to the LTIP

The following table outlines the performance against the LTIP financial performance measures that have been used across the KMP in FY22.

Alignment between Performance and Remuneration

FY20 Grants – 3 Year Performance LTIP Metric	FY19 ¹	FY20	FY21	FY22	Metric Achieved	Vesting Target Range	Vesting Target Met
ROCE ^{2,3}	N/A	10.4%	29.5%	35.5%	25.1%	21.5% - 24.0%	Yes
Underlying EPS growth (cps) ²	107.3	24.8	81.0	98.9	(2.7%)	6.0% - 10.5%	No

FY21 Grant – 2 & 3 Year Performance LTIP Metrics	FY20 ¹	FY21	FY22	Metric Achieved	Period Achieved	Vesting Target Range	Vesting Target Met
ROCE ^{2,3}	N/A	29.5%	35.5%	32.5%	2 year	29.5% - 32.5%	Yes
					3 year	31.5% - 34.5%	To be tested
Underlying EPS growth (cps) ²	87.4	81.0	98.9	6.3%	2 year	11.5% - 15.5%	No
					3 year	9.5% - 13.5%	To be tested

FY22 Grant – 2 & 3 Year Performance LTIP Metrics	FY21 ^{1,2}	FY22	Metric Achieved	Period	Vesting Target Range	Vesting Target Met
ROCE ^{2,3}	N/A	34.8%	34.8%	2 year	36.0% - 41.0%	To be tested
				3 year	36.0% - 41.0%	To be tested
Underlying EPS growth (cps) ²	81.0	96.7	19.4%	3 year	3.6% - 7.7%	To be tested

FY22 Grant – Tranches for strategic targets	Allocation of Grant	Vesting Target Met	Vesting Allocation
Successful execution of sales initiatives to respond to the auto supply dynamic	7.0%	Yes	7.0%
NL sales conversion rate/unit sales	7.0%	No	-
Successfully develop and implement a funding warehouse	3.5%	Yes	3.5%
Successful execution of Westpac Auto sale negotiations and transition to new funder	3.5%	Yes	3.5%
Deliver strong organic customer growth in plan management	7.0%	No	-
Successful completion of acquisitions in Plan Management and/or GRS	7.0%	No	-
Total	35.0%		14.0%

1 Base year for underlying EPS.

2 ROCE and EPS metrics exclude the impact of Warehouse in FY20 and FY21.

3 ROCE is based on the average in the performance period.

Remuneration Report (audited)

(c) Incentive outcomes

The table below outlines the LTI that qualified for vesting based on the performance against the metrics in FY22. The vesting entitlement is subject to KMP's meeting the employment condition or good leaver provisions.

	Proportion vesting		
	FY20 Grant ¹	FY21 Grant ²	FY22 Grant ³
Mr M. Salisbury	17.5%	17.5%	14.0%
Mr A. Conn	-	17.5%	14.0%

1 The achievement of the FY20 grants by Mr M. Salisbury was based on having met the ROCE objectives in tranche 4 which makes up 17.5% of the total grant

2 The achievement of the FY21 grants by Mr M. Salisbury and Mr A. Conn was based on having met the ROCE objectives in tranche 2 which makes up 17.5% of the total grant.

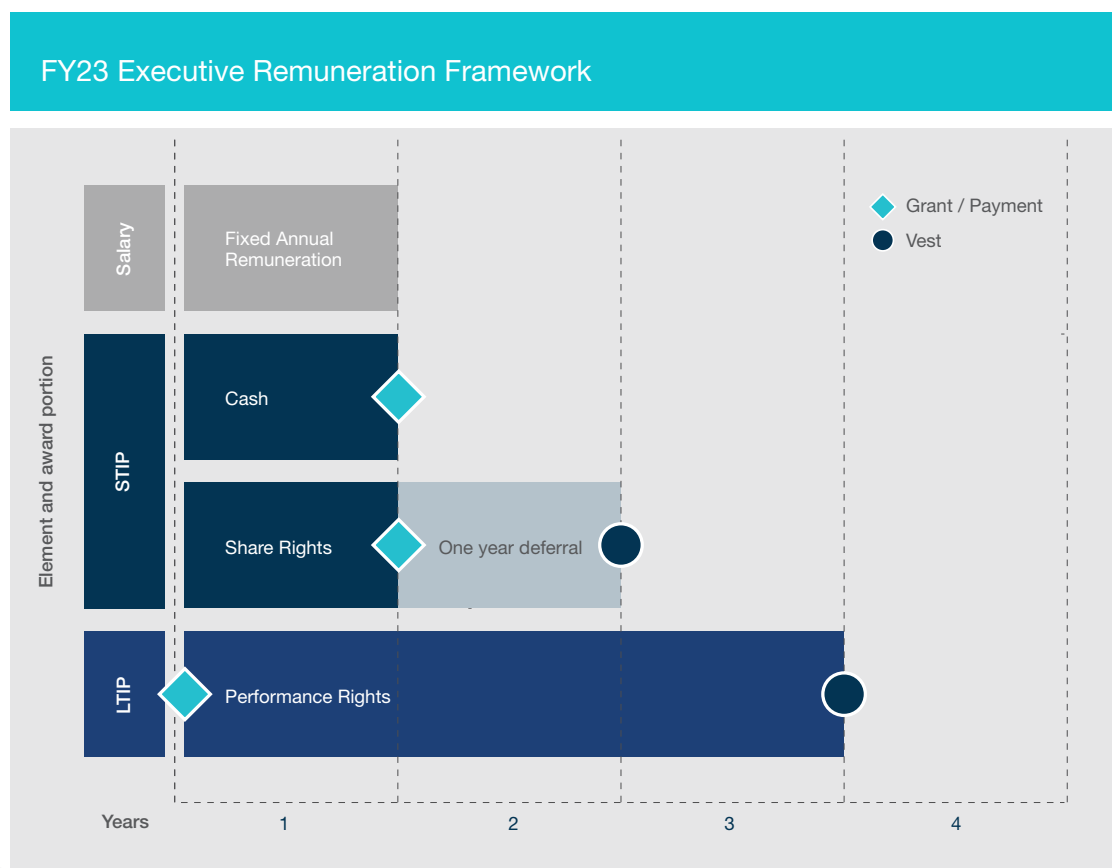
3 The achievement of the FY22 grants by Mr M. Salisbury and Mr A. Conn was based on having met a portion of the strategic objectives in tranche 1 which makes up 35.0% of the total grant.

The Rights that have qualified and are subject to meeting the relevant employment conditions in the table above will result in 55,395 ordinary MMS shares being provided to the Executive KMPs detailed above and will be issued by the MMS Employee Share Trust. Mr M. Salisbury has met the employment condition requirement under the good leaver provision in LTIP rules.

6. FY23 Executive Remuneration Framework changes

The PCRC and Board of the Company are committed to ensuring our executive remuneration framework remains fit-for-purpose going forward. A review of the remuneration framework has been completed and a decision made to introduce a short term incentive program (STIP). The FY23 remuneration structure is summarised as follows:

- Fixed annual remuneration (base salary plus super plus allowances)
- A STIP will be part delivered in cash following a one year performance period and part delivered in rights following a one year service based deferral. An annual scorecard will apply an appropriate mix of financial and non financial metrics.
- LTIP will be an annual grant of performance rights with a single three year performance window set at the beginning of year one and measured at the end of year three.



The Board believes this is an appropriate mix to ensure that Executives are focussed on generating value for shareholders over the short and long term (based on targeted metrics).

Remuneration Report (audited)

7. Remuneration Governance

(a) Responsibility for setting remuneration

Responsibility for setting a remuneration policy and determining Executive and Non-Executive Director remuneration rests with the Board.

The Board has established the PCRC and its objectives are to oversee the formulation and implementation of remuneration policy and make recommendations to the Board on remuneration policies and packages applicable to the Directors and Executive KMP. For further details on the composition and responsibilities of the PCRC, please refer to the Corporate Governance Statement on our website www.mmsg.com.au/overview/#governance.

The following chart outlines key stakeholders in the governance of remuneration at MMS.



(b) Use of independent remuneration consultant

The PCRC obtains external independent advice from remuneration consultants when required, and will use it to guide and inform their decision-making. During FY22, no remuneration recommendations (as defined in the *Corporations Act 2001* (Cth)) were received.

(c) Board discretion

The Board has adopted a set of guiding principles when it considers adjustments to performance outcomes under the LTIP. The process for adjustments and principles applied are:

- 1. Transparency:** for any adjustments made, MMS will provide clear disclosure and rationale. Where possible, disclosures will be made in advance that may result in necessary adjustments ensuring early communication to shareholders.
- 2. Timing of adjustments:** adjustments will be made only to reward outcomes at the time of vesting, applying to both positive and negative adjustments.
- 3. Shareholders and management alignment:** adjustments will be made in the interests of balancing the shareholder and management alignment ensuring consistency in Company objectives.

(d) Details of executive service agreements

The table below sets out key information in respect of the service agreements of the CEO and other Executive KMP.

Element	Description
Duration	Ongoing
Notice period	<ul style="list-style-type: none">– CEO: 9 months' written notice by the Company or CEO. The agreement may, however, be terminated by the Company for cause without notice or any payment.– Executive KMP: 6 month's written notice by the Company or the Executive KMP. The agreement may, however, be terminated by the Company for cause without notice or any payment.
Termination payments	The Company has discretion to make a payment in lieu of notice in respect of the above notice periods. No contracted retirement benefits are in place with any of the Company's Executives.
Restraint of trade	A restraint period not exceeding 12 months.

(e) Minimum shareholding requirements

The Company has minimum shareholding requirements for its Executive KMP and Non-Executive Directors to facilitate share ownership and encourage an 'ownership' mindset. Refer section 7(f) for further details on current senior executive KMP and director share ownership.

The table below sets out key information in respect of this Policy. Please refer to the 'Share Ownership and Retention Policy' on the Company's website for further detail www.mmsg.com.au/overview/#governance.

Directors and officers	Description	Requirement
Executive KMP	50% of one year's fixed remuneration	The later of: <ul style="list-style-type: none">– 5 years from September 2017; or– 5 years from date of commencement as Executive KMP
Non-Executive Directors ¹	100% of one year's base director fees	The later of: <ul style="list-style-type: none">– 5 years from September 2017; or– 5 years from date of commencement as Non-Executive Director

¹ Share Ownership and Retention Policy reviewed and updated 26 June 2020.

Remuneration Report (audited)

8. Executive Remuneration Tables

(a) Executive remuneration

The following table sets out the executive remuneration for FY22 in accordance with the requirements of the Accounting Standards and *Corporations Act 2001* (Cth). No options or rights were exercised or sold during FY22.

Executive KMP		Cash salary/ fees	Annual Leave Entitlements	Other Benefits ¹	Superannuation	Long Service Leave	Rights ^{2,3}	Total remuneration	Percentage of remuneration as rights	Value of remuneration received ^{4,5}
		\$	\$	\$	\$	\$	\$	\$	%	\$
Mr M. Salisbury ⁴ (CEO and Managing Director)	FY22	817,692	12,086	11,645	21,755	13,314	402,368	1,278,860	31%	851,092
	FY21	876,309	21,175	30,892	25,000	15,282	300,294	1,268,952	24%	932,201
Mr R. De Luca ⁴ (CEO and Managing Director)	FY22	74,657	7,527	-	2,719	1,628	-	86,531	n/a	77,376
	FY21	-	-	-	-	-	-	-	n/a	-
Mr A. Conn ⁵ (Group CFO and Company Secretary)	FY22	587,046	12,159	9,490	23,568	10,277	170,830	813,370	21%	620,104
	FY21	407,218	12,514	-	15,853	6,996	60,222	502,803	12%	423,071
Total Remuneration	FY22	1,479,395	31,772	21,135	48,042	25,219	573,198	2,178,761	26%	1,548,572
	FY21	1,283,527	33,689	30,892	40,853	22,278	360,516	1,771,755	-	1,355,272

1 Other benefits reflect motor vehicle packaging payments, travel benefits, housing allowance and car parking benefits.

2 The equity value comprises the value of Performance Rights issued. No shares were issued to any Non-Executive Director (and no Performance Rights were granted to any Non-Executive Director) during the financial years ended 30 June 2021 and 30 June 2022. The value of Performance Rights issued to Executive KMP (as disclosed above) are the assessed fair values at the date that the Performance Rights were granted to the Executives, allocated equally over the period from when the services are provided to vesting date. Fair values at grant date are determined using a binomial pricing model that takes into account the exercise price, the expected term of the option or right, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option or right.

3 The expense in FY22 comprises the fair value expense of Performance Rights granted in FY20, FY21 and FY22 based on the number of Rights estimated to vest based on the Company's performance against the EPS and ROCE performance targets (subject to continuing employment) with vesting periods in FY22, FY23 and FY24.

4 Mr R. Salisbury retired on 16 May 2022 and Mr R. De Luca commenced on 16 May 2022. Mr M. Salisbury was paid out Annual Leave and Long Service Leave entitlements on 16 May 2022.

5 Value of remuneration received comprises salary, benefits and superannuation salary packaged, annual and long service leave used and bonuses paid in the year (excludes the value of Rights).

(b) Detail of LTIP securities

The terms and conditions of each grant of Performance Options and Performance Rights to Executive KMP affecting their remuneration in FY22 and each relevant future financial year are set out below.

Grant Date	Type of LTI securities	Expiry Date	Share price at valuation date	Exercise Price	Value per option at grant date ¹	Date Exercisable
1/07/2019	3 Year Performance Right	Date that the FY22 financial statements are lodged	\$12.37	-	\$10.18	3 Year Lodgement Date (expected to be September 2022)
22/10/19 ²	3 Year Performance Right	Date that the FY22 financial statements are lodged	\$14.85	-	\$12.83	3 Year Lodgement Date (expected to be September 2022)
20/10/20 ³	3 Year Performance Right	Date that the FY23 financial statements are lodged	\$9.46	-	\$8.51	3 Year Lodgement Date (expected to be September 2023)
30/10/20	3 Year Performance Right	Date that the FY23 financial statements are lodged	\$9.34	-	\$8.40	3 Year Lodgement Date (expected to be September 2023)
15/10/21	3 Year Performance Right	Date that the FY24 financial statements are lodged	\$14.52	-	\$12.82	3 Year Lodgement Date (expected to be September 2024)
22/11/21 ⁴	3 Year Performance Right	Date that the FY24 financial statements are lodged	\$13.18	-	\$11.54	3 Year Lodgement Date (expected to be September 2024)

1 Reflects the fair value at grant date for options or rights granted as part of remuneration, calculated in accordance with AASB2 Share-based Payment.

2 The issue to Mr Mike Salisbury occurred on 22 October 2019, after shareholder approval at the Company's AGM.

3 The issue to Mr Mike Salisbury occurred on 20 October 2020, after shareholder approval at the Company's AGM.

4 The issue to Mr Mike Salisbury occurred on 22 November 2021, after shareholder approval at the Company's AGM.

Remuneration Report (audited)

Details of the LTIP securities over ordinary shares in the Company provided as remuneration to each Executive KMP are set out below.

Executive KMP (Name)	Date of grant	Type of LTIP securities	Number of securities granted	Value of securities granted during the year \$	Number of securities vested during year	Vested %	Number of securities forfeited / lapsed	Forfeited or lapsed %	Year in which securities may vest	Maximum value of securities yet to vest ¹
Mr M. Salisbury	22/10/2019	3 Year Performance Rights	69,178	-	-	-	(31,131)	45%	FY23	\$17,829
	20/10/2020	3 Year Performance Rights	103,763	-	-	-	(22,491)	22%	FY24	\$99,236
	22/11/2021	3 Year Performance Rights	71,731	\$11.54	-	-	(52,223)	73%	FY25	\$122,111
Mr A Conn	30/10/2020	3 Year Performance Rights	48,362	-	-	-	(4,836)	10%	FY24	\$94,429
	15/10/2021	3 Year Performance Rights	47,322	\$12.82	-	-	(14,906)	31%	FY25	\$230,042

¹ There is no minimum value attached to the securities at the vesting date. Maximum value is defined as the fair value at grant less amount expensed.

(c) Movement of LTIP securities granted

The table below reconciles the Performance Rights held by each Executive KMP from the beginning to the end of FY22.

Executive KMP	LTI Securities	Balance at the start of the year	Number Granted during year ¹	Vested during the year	Exercised during the year	Forfeited during year	Other changes during the year	Vested and exercisable at the end of the year	Unvested at the end of the year
Mr M Salisbury	Performance Rights	131,434	71,731	-	-	(41,743)	-	-	161,422
Mr A Conn	Performance Rights	43,526	47,322	-	-	-	-	-	90,848

¹ Granted pursuant the Company's LTIP.

(d) Shares issued on Performance Options

No ordinary shares in the Company were issued following the exercise of Performance Options by Executive KMP during FY22.

(e) Other transactions and balances with KMP

There were no loans made during the year, or remaining unsettled at 30 June 2022, between the Company and its KMP and/or their related parties.

(f) **Executive KMP and Director share ownership**

The following table sets out the number of shares held directly, indirectly or beneficially by Directors and Executive KMP (including their related parties).

	Balance at the start of the year	Shares acquired through option exercise	Other changes during the year	Balance at the end of the year	Value of Shares ¹ \$	Minimum Shareholding Requirement ² \$
Non-Executive Directors						
Ms H. Kurincic	20,000	-	-	20,000	194,800	211,085
Mr B. Akhurst	25,000	-	-	25,000	243,500	148,174
Mr J. Bennetts	3,068,025	-	-	3,068,025	29,882,564	115,525
Mr R. Chessari	6,050,941	-	-	6,050,941	58,936,165	115,525
Ms K. Parsons	8,000	-	-	8,000	77,920	150,685
Mr T. Poole	30,000	-	-	30,000	292,200	138,128
Executive KMP						
Mr M. Salisbury	16,526	-	-	16,526	160,963	N/A ³
Mr R. De Luca	-	-	-	-	-	400,000
Mr A. Conn	-	-	-	-	-	310,052

1 Calculated as the number of shares multiplied by the share price as at 30 June 2022 of \$9.74.

2 Minimum shareholding required as outlined under section 6(e) based on the FY22 fixed remuneration.

3 Mr M. Salisbury retired on 16 May 2022 as Managing Director & CEO.

Remuneration Report (audited)

9. Non-Executive Director Remuneration

(a) Remuneration policy and arrangements

The Board sets the fees for the Chair and the other Non-Executive Directors. The Board's policy is to remunerate the Chair and Non-Executive Directors:

- **at market competitive rates**, having regard to the fees paid for comparable companies, the need to attract Directors of the requisite calibre and expertise and their workloads (taking into account the size and complexity of the Company's operations and their responsibility for the stewardship of the Company); and
- **in a matter which preserves and safeguards their independence**. Neither the Chair nor the other Non-Executive Directors are entitled to any performance-related pay. The primary focus of the Board is on the long-term strategic direction of the Company.

The Non-Executive Directors are remunerated for their services from the maximum annual aggregate amount approved by the shareholders of the Company on 22 November 2021 (currently \$1,200,000 per annum).

(b) Fees and other benefits

The table below sets out the annual fees payable (inclusive of superannuation) to the directors of MMS. The fee schedule has been determined having regard to fees paid to comparable roles within MMS' peers.

Fees are inclusive of superannuation, contributions required under legislation are made by the Company on behalf of Non-Executive Directors. There is no scheme for the payment of retirement benefits or termination payments (other than payments relating to accrued superannuation entitlements).

Role		FY22 Fee
Chair		\$211,085
Non-executive Directors		\$115,525
Audit, Risk and Compliance Committee	Chair	\$25,114
	Membership	\$12,557
People, Culture and Remuneration Committee	Chair	\$20,091
	Membership	\$10,046
Nomination Committee	Chair	\$Nil
	Membership	\$Nil

(c) Non-Executive Director remuneration – statutory disclosure

The fees paid or payable to the directors of the Company in respect of the 2022 financial year are set out below.

		Cash salary/fees	Other Benefits ¹	Superannuation	Total value of remuneration received	Total remuneration
Non-Executive Directors		\$	\$	\$	\$	\$
Ms H. Kurincic (Non-Executive Chair)	FY22	191,895	-	19,190	211,085	211,085
	FY21	171,797	-	16,321	188,118	188,118
Mr B. Akhurst ² (Non-Executive Director)	FY22	134,703	-	13,470	148,173	148,173
	FY21	33,676	-	3,199	36,875	36,875
Mr J. Bennetts ³ (Non-Executive Director)	FY22	105,023	-	10,502	115,525	115,525
	FY21	116,438	-	11,062	127,500	127,500
Mr R. Chessari ⁴ (Non-Executive Director)	FY22	105,023	-	10,502	115,525	115,525
	FY21	114,155	-	10,845	125,000	125,000
Mr I. Elliot ⁵ (Non-Executive Director)	FY22	-	-	-	-	-
	FY21	92,466	-	8,784	101,250	101,250
Ms K. Parsons ⁶ (Non-Executive Director)	FY22	131,243	5,743	13,699	150,685	150,685
	FY21	133,630	1,454	12,833	147,917	147,917
Mr T. Poole (Non-Executive Director)	FY22	125,571	-	12,557	138,128	138,128
	FY21	145,669	-	13,839	159,508	159,508
Total Remuneration	FY22	793,458	5,743	79,920	879,121	879,121
	FY21	807,831	1,454	76,883	886,168	886,168

1 Other benefits comprise salary packaging.

2 Mr B. Akhurst was appointed as a Non-Executive Director of the Company with effect from 1 April 2021.

3 Mr J. Bennetts ceased being a member of the Audit, Risk and Compliance Committee effective 1 April 2021.

4 Mr R. Chessari ceased being a member of the Remuneration and Nomination Committee effective 1 April 2021.

5 Mr I. Elliot resigned as a Non-Executive Director of the Company with effect from 1 April 2021.

6 Ms K. Parsons was appointed as a Non-Executive Director of the Company with effect from 22 May 2020 and Chair of the ARCC from 1 September 2020.

Signed in accordance with a resolution of the Directors made pursuant to s.298(2) of the *Corporations Act 2001*.

On behalf of the Directors.



Bruce Akhurst
Non-Executive Chair of the PCRC



Helen Kurincic
Non-Executive Chair of the Board

End of the audited Remuneration Report

Directors' Report

Unissued shares

At the date of this Annual Report, there were no unissued ordinary shares of the Company under option. No options were granted to the Directors or any of the five highest remunerated officers of the Company since the end of the financial year.

Directors' interests

At the date of this Annual Report, the relevant interest of each Director in the securities issued by the Company and its controlled entities, as notified by the Directors to the Australian Securities Exchange Limited (ASX) in accordance with section 205G(1) of the *Corporations Act 2001* (Cth), is as follows:

Director	Rights	Options	Ordinary shares
Ms H. Kurincic (Chair)	-	-	20,000
Mr R. De Luca	-	-	-
Mr B. Akhurst	-	-	25,000
Mr J. Bennetts	-	-	3,068,025
Mr R. Chessari	-	-	6,050,941
Ms K. Parsons	-	-	8,000
Mr. T. Poole	-	-	30,000

No Director during FY22, became entitled to receive any benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by the Directors shown in the Remuneration Report or the fixed salary of a full time employee of the Company) by reason of a contract made by the Company or a controlled entity with the Director or an entity in which the Director has a substantial financial interest or a firm in which the Director is a member.

Environmental regulations

The Directors believe that the Company and its controlled entities have adequate systems in place for the management of relevant environmental requirements and are not aware of any breach of those environmental requirements as they apply to the Company and its controlled entities.

Indemnification and insurance

Under the Company's Constitution, the Company indemnifies the Directors and officers of the Company and its wholly-owned subsidiaries to the extent permitted by law against any liability and all legal costs in connection with proceedings incurred by them in their respective capacities.

The Company has also entered into a Deed of Access, Indemnity and Insurance (Deed) with each Director and each Company Secretary which protects individuals acting as officeholders during their term of office and after their resignation. Under the Deed, the Company also indemnifies each officeholder to the full extent permitted by law.

The Company has a Directors & Officers Liability Insurance policy in place for all current and former officers of the Company and its controlled entities. The policy affords cover for loss in respect of liabilities incurred by Directors and officers where the Company is unable to indemnify them and covers the Company for indemnities provided to its Directors and officers. This does not include liabilities that arise from conduct involving dishonesty. The Directors have not included the details of the premium paid with respect to this policy as this information is confidential under the terms of the policy.

Non-audit services

Details of the amounts paid or payable to the auditor of the Company, Grant Thornton Audit Pty Ltd and its related practices, for non-audit services provided, during FY22, are disclosed in Note 8.6 to the Financial Statements.

The ARCC has reviewed the services other than the statutory audit provided by Grant Thornton Audit Pty Ltd during the financial year ended 30 June 2022. The other services related to non-statutory audit services and other assurance services which are compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001 (Cth)*. This has been formally advised to the Board. Consequently, the Directors are satisfied that the provision of non-audit services during the year by the auditor and its related practices did not compromise the auditor independence requirements of the *Corporations Act 2001 (Cth)*.

Corporate governance practices

Our full corporate governance statement is available on our website at www.mmsg.com.au/overview/#governance

Auditor's independence declaration

A copy of the auditor's independence declaration, as required under section 307C of the *Corporations Act 2001 (Cth)*, is set out on page 103 of this Annual Report.

Directors' declaration

The Directors have received and considered written representations from the Chief Executive Officer and the Chief Financial Officer in accordance with the ASX Principles. The written representations confirmed that:

- the financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operating results of the Company and its controlled entities and are in accordance with all relevant accounting standards; and
- the above statement is founded on a sound system of risk management and internal compliance and control that implements the policies adopted by the Board and that compliance and control is operating efficiently and effectively in all material respects.

Signed in accordance with a resolution of the Directors.



Helen Kurincic
Chair



Rob De Luca
Managing Director &
Chief Executive Officer

16 September 2022
Melbourne, Australia

Directors' Report

Five year summary

	2022 ⁹	2021	2020	2019	2018
Financial Performance					
Group					
Revenue (\$m)	594.1	544.5	494.0	549.7	545.4
NPAT (\$m) ⁸	70.3	61.1	1.3	63.7	50.3
UNPATA (\$m) ^{1,8}	82.1	79.2	69.0	88.7	93.5
Normalised UNPATA (\$m) ²	83.8	71.9	N/A	N/A	N/A
Group Remuneration Services segment					
Segment revenue (\$m)	206.5	202.6	214.8	221.9	207.7
Segment NPAT (\$m) ⁸	46.7	55.8	60.9	66.1	64.1
Segment UNPATA (\$m) ^{3,8}	46.7	55.8	60.9	66.1	64.1
Normalised segment UNPATA (\$m) ²	48.4	49.4	N/A	N/A	N/A
Plan and Support Services segment					
Segment revenue (\$m)	41.2	26.2	-	-	-
Segment NPAT (\$m) ⁸	5.3	5.4	-	-	-
Segment UNPATA (\$m) ^{3,8}	6.6	5.4	-	-	-
Normalised segment UNPATA (\$m) ²	6.6	5.4	N/A	N/A	N/A
Asset Management Services segment					
Segment revenue (\$m)	346.1	315.5	229.3	245.8	243.7
Segment NPAT (\$m) ⁸	21.1	1.4	(9.9)	12.4	25.5
Segment UNPATA (\$m) ^{3,8}	30.3	19.6	6.0	17.2	21.6
Normalised segment UNPATA (\$m) ²	30.3	18.5	N/A	N/A	N/A
Retail Financial Services segment					
Segment revenue (\$m)	-	-	49.5	80.7	92.5
Segment NPAT (\$m) ⁸	-	-	(47.3)	(14.0)	(38.5)
Segment UNPATA (\$m) ^{3,8}	-	-	3.0	6.4	8.6
Shareholder Value					
Dividends per share (cps)	108	61.3	34.0	74.0	73.0
Dividend payout ratio (%) ⁴	100	66	42	69	65
Basic earnings per share (cps)	90.9	78.9	1.6	77.0	60.9
Return on Equity (%)	29	31	21	23	4
Underlying earnings per share (cps) ⁵	106.1	102.4	87.4	107.3	113.2
Return on capital employed (%)	39	31	20	21	20
Other					
Employees (FTE) ⁶	1,294	1,286	1,295	1,334	1,283
Employee engagement score (%) ⁷	83	85	87 ⁸	79	No survey

1 FY22 UNPATA excludes impairment of CLM goodwill of \$6.0m, acquisition and disposal related costs of \$3.3m and adjustments related to new accounting standards of \$0.4m. FY21 UNPATA excludes UK restructuring costs of \$14.6m and impairment of CLM goodwill for \$2.0m. FY20 UNPATA excludes one-off adjustments for Deferred Income and DAC of \$9.8m (post tax), class action settlement and legal costs of \$5.1m (post tax) and share buyback costs \$0.4m (post tax).

2 Normalised UNPATA is UNPATA adjusted for the Warehouse in FY22 and JobKeeper in FY21

3 Segment UNPATA does not include unallocated public company costs and interest from Group treasury funds.

4 In FY22, dividend payout ratio is calculated as total dividend declared for the financial year divided by normalised UNPATA.

5 Underlying earnings per share is based on UNPATA.

6 As at 30 June.

7 Employee engagement survey conducted biennially with regular Pulse Survey's conducted in intervening periods; the 2022 result represents the May 2022 Pulse Survey Sustainability Engagement score.

8 In FY20 and FY21 NPAT and UNPATA includes JobKeeper of \$7.3m (net of tax) for FY21 and \$7.0m (net of tax) for FY20 which has been recognised as an offset against employee benefit expenses.

9 In FY22 the reportable segments of the Group changed. Plan and Support Services is now reported as a separate segment (previously included in Group Remuneration Services) and Retail Financial Services is now included as part of Asset Management Services. The FY21 comparatives have been restated on this basis.



MMS
McMillanShakespeareGroup

Financial Report

FOR THE YEAR ENDED
30 JUNE 2022

Statements of Profit or Loss and Other Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2022

	Note	Consolidated Group		Parent Entity	
		2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Revenue					
Revenue from contracts with customers	2.2	593,773	544,222	-	-
Interest income		365	229	-	106
Dividends received	2.3	-	-	50,375	128,109
Revenue from continuing operations		594,138	544,451	50,375	128,215
Fair value on previously held equity interest	6.1	-	1,805	-	-
Expenses					
Employee benefit expenses		(154,824)	(130,690)	(1,202)	(1,006)
Leasing and vehicle management expenses		(177,393)	(141,189)	-	-
Brokerage commissions and incentives		(25,004)	(27,489)	-	-
Depreciation and amortisation expenses	2.4	(69,036)	(67,113)	-	-
Net claims incurred		(3,305)	(12,264)	-	-
Other operating expenses	2.4	(54,538)	(46,473)	(2,877)	(1,196)
Finance costs		(5,022)	(8,386)	(21)	(161)
Operational expenses excluding impairment & other non-operational items		(489,122)	(433,604)	(4,100)	(2,363)
Impairment of intangible assets	2.4	(6,028)	(13,541)	-	-
Impairment of financial assets	2.4	-	(2,270)	-	(5,541)
Gain/(loss) on loss of control of subsidiary		(1,221)	305	-	-
Related party loan forgiveness		-	-	-	52,640
Impairment & other non-operational items		(7,249)	(15,506)	-	47,099
Total expenses		(496,371)	(449,110)	(4,100)	44,736
Profit / (loss) before income tax		97,767	97,146	46,275	172,951
Income tax (expense) / benefit	2.5	(27,418)	(36,081)	1,165	687
Net profit / (loss) for the year		70,349	61,065	47,440	173,638
Net profit / (loss) attributable to:					
Owners of the Company		70,349	61,065	47,440	173,638
Net profit / (loss) attributable to Owners of the Company		70,349	61,065	47,440	173,638
Other comprehensive income					
<i>Items that may be re-classified subsequently to profit or loss:</i>					
Changes in fair value of cash flow hedges		3,216	1,514	-	-
Exchange differences on translating foreign operations		(1,862)	652	-	-
Reclassification of exchange differences on disposal of foreign operation		266	34	-	-
Income tax on other comprehensive income		(965)	(454)	-	-
Other comprehensive income / (loss) for the year		655	1,746	-	-
Total comprehensive income / (loss) for the year		71,004	62,811	47,440	173,638
Total comprehensive income / (loss) for the year is attributable to:					
Owners of the Company		71,004	62,811	47,440	173,638
Non-controlling interest		-	-	-	-
Total comprehensive income / (loss) for the year		71,004	62,811	47,440	173,638
Basic earnings per share (cents)	2.6	90.9	78.9		
Diluted earnings per share (cents)	2.6	90.6	78.4		

Statements of Financial Position

AS AT 30 JUNE 2022

	Note	Consolidated Group		Parent Entity	
		2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Current assets					
Cash and cash equivalents	4.1	160,796	157,997	580	74
Trade and other receivables	3.2	35,267	40,975	496	481
Finance lease receivables	3.3	14,609	21,478	-	-
Assets under operating lease	3.4	73,945	62,877	-	-
Inventories	3.6	15,574	15,312	-	-
Prepayments		5,525	4,660	-	19
Deferred acquisition costs	3.7	-	5,218	-	-
Derivative financial instruments		2,931	-	-	-
Total current assets		308,647	308,517	1,076	574
Non-current assets					
Finance lease receivables	3.3	13,531	29,770	-	-
Assets under operating lease	3.4	149,722	147,441	-	-
Right-of-use assets	3.5	35,982	40,511	-	-
Property, plant and equipment		11,322	4,174	-	-
Intangible assets	3.1	135,548	134,852	-	-
Deferred tax assets	2.5	25,145	13,753	-	-
Deferred acquisition costs	3.7	-	6,912	-	-
Other financial assets	6.2	-	-	254,822	253,303
Total non-current assets		371,250	377,413	254,822	253,303
TOTAL ASSETS		679,897	685,930	255,898	253,877
Current liabilities					
Trade and other payables	3.8	83,819	102,085	25,942	12,372
Contract liabilities	3.9	7,823	7,181	-	-
Other liabilities	3.9	18,842	8,090	-	-
Provisions	3.10	13,383	13,722	-	-
Unearned premium liability	3.7	-	19,142	-	-
Current tax liability		1,158	4,148	2,906	2,824
Borrowings	4.2	15,851	23,886	-	5,761
Lease liabilities	3.5	4,212	1,602	-	-
Derivative financial instruments		-	213	-	-
Total current liabilities		145,088	180,069	28,848	20,957
Non-current liabilities					
Unearned premium liability	3.7	-	22,748	-	-
Provisions	3.10	1,195	1,484	-	-
Borrowings	4.2	151,933	152,444	-	3,991
Lease liabilities	3.5	46,852	47,273	-	-
Deferred tax liabilities	2.5	43,398	12,717	391	942
Total non-current liabilities		243,378	236,666	391	4,933
TOTAL LIABILITIES		388,466	416,735	29,239	25,890
NET ASSETS		291,431	269,195	226,659	227,987
Equity					
Issued capital	4.5	76,257	76,257	76,257	76,257
Reserves		(7,248)	(9,510)	2,861	1,254
Retained earnings		222,422	202,448	147,541	150,476
TOTAL EQUITY		291,431	269,195	226,659	227,987

The above Statements of Financial Position should be read in conjunction with the accompanying notes.

Statements of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2022

		Consolidated Group						
2022		Issued capital \$'000	Retained earnings \$'000	Share-based payment reserve \$'000	Cash flow hedge reserve \$'000	Foreign currency translation reserve \$'000	Acquisition reserve \$'000	Total \$'000
	Note							
Equity as at beginning of year	4.5	76,257	202,448	1,254	(228)	(3,332)	(7,204)	269,195
Net profit for the year		-	70,349	-	-	-	-	70,349
Other comprehensive income for the year		-	-	-	2,251	(1,596)	-	655
Total comprehensive income for the year		-	70,349	-	2,251	(1,596)	-	71,004
<i>Transactions with owners in their capacity as owners:</i>								
Share-based expense	5.1	-	-	1,607	-	-	-	1,607
Dividends paid	4.6	-	(50,375)	-	-	-	-	(50,375)
Equity as at 30 June 2022		76,257	222,422	2,861	2,023	(4,928)	(7,204)	291,431

		Consolidated Group						
2021		Issued capital \$'000	Retained earnings \$'000	Share-based payment reserve \$'000	Cash flow hedge reserve \$'000	Foreign currency translation reserve \$'000	Acquisition reserve \$'000	Total \$'000
	Note							
Equity as at beginning of year	4.5	76,419	164,545	360	(1,288)	(4,018)	(7,132)	228,886
Net profit for the year		-	61,065	-	-	-	-	61,065
Other comprehensive income for the year		-	-	-	1,060	686	-	1,746
Total comprehensive income / (loss) for the year		-	61,065	-	1,060	686	-	62,811
<i>Transactions with owners in their capacity as owners:</i>								
Share-based expense	5.1	-	-	1,101	-	-	-	1,101
Treasury shares	4.5	(162)	-	-	-	-	-	(162)
Reclassification of share-based payment reserve		-	207	(207)	-	-	-	-
Adjustment to acquisition reserve		-	-	-	-	-	(72)	(72)
Dividends paid	4.6	-	(23,369)	-	-	-	-	(23,369)
Equity as at 30 June 2021		76,257	202,448	1,254	(228)	(3,332)	(7,204)	269,195

Statements of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2022

		Parent				
2022		Issued capital \$'000	Retained earnings \$'000	Share-based payment reserve \$'000	Cash flow hedge reserve \$'000	Total \$'000
	Note					
Equity as at beginning of year	4.5	76,257	150,476	1,254	-	227,987
Profit attributable to owners of the Company		-	47,440	-	-	47,440
Other comprehensive income for the year		-	-	-	-	-
Total comprehensive income for the year		-	47,440	-	-	47,440
<i>Transactions with owners in their capacity as owners:</i>						
Share-based expense	5.1	-	-	1,607	-	1,607
Dividends paid	4.6	-	(50,375)	-	-	(50,375)
Equity as at 30 June 2022		76,257	147,541	2,861	-	226,659

		Parent				
2021		Issued capital \$'000	Retained earnings \$'000	Share-based payment reserve \$'000	Cash flow hedge reserve \$'000	Total \$'000
	Note					
Equity as at beginning of year	4.5	76,419	-	360	-	76,779
Profit attributable to owners of the Company		-	173,638	-	-	173,638
Other comprehensive income for the year		-	-	-	-	-
Total comprehensive income for the year		-	173,638	-	-	173,638
<i>Transactions with owners in their capacity as owners:</i>						
Share-based expense	5.1	-	-	1,101	-	1,101
Treasury shares		(162)	-	-	-	(162)
Reclassification of share-based payment reserve		-	207	(207)	-	-
Dividends paid	4.6	-	(23,369)	-	-	(23,369)
Equity as at 30 June 2021		76,257	150,476	1,254	-	227,987

The above Statements of Changes in Equity should be read in conjunction with the accompanying notes.

Statements of Cash Flows

FOR THE YEAR ENDED 30 JUNE 2022

	Note	Consolidated Group		Parent Entity	
		2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Cash flows from operating activities					
Receipts from customers		584,831	551,400	-	-
Payments to suppliers and employees		(425,591)	(371,002)	(2,582)	(514)
Proceeds from sale of assets previously under lease		99,468	81,758	-	-
Proceeds from sale of lease portfolio		-	34,909	-	-
Payments for assets under lease		(117,091)	(76,942)	-	-
Government subsidies		-	14,809	-	-
Interest received		365	229	331	106
Interest paid		(8,223)	(9,938)	(21)	(161)
Dividends received		-	-	50,375	23,369
Income taxes paid		(13,814)	(30,258)	-	-
Net cash from / (used) in operating activities	4.1	119,945	194,965	48,103	22,800
Cash flows from investing activities					
Payments for capitalised software	3.1	(8,188)	(7,572)	-	-
Payments for plant and equipment		(1,066)	(2,367)	-	-
Payments for joint venture subordinated loans	6.2	-	(3,520)	-	-
Cash transferred on disposal of subsidiaries, net of cash consideration received		(22,401)	(565)	-	-
Acquisition of subsidiary, net of cash consideration paid	6.1	(10,736)	5,963	-	-
Net cash used in investing activities		(42,391)	(8,061)	-	-
Cash flows from financing activities					
Dividends paid by parent entity	4.6	(50,375)	(23,369)	(50,375)	(23,369)
Proceeds from borrowings	4.1	73,707	124,792	-	-
Repayments of borrowings	4.1	(89,910)	(215,070)	(9,752)	(5,124)
Payments for lease liabilities		(7,486)	(6,726)	-	-
Payment for treasury shares	4.5	-	(162)	-	(162)
Proceeds from loans from controlled entities		-	-	12,530	5,709
Net cash from financing activities		(74,064)	(120,535)	(47,597)	(22,946)
Net increase / (decrease) in cash and cash equivalents		3,490	66,589	506	(146)
Effect of exchange changes on cash and cash equivalents		(691)	220	-	-
Cash and cash equivalents at beginning of year		157,997	91,408	74	220
Cash and cash equivalents at end of year	4.1	160,796	157,997	580	74

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

1 Introduction to the Report

2 Performance

- 2.1 Segment reporting
- 2.2 Revenue from contracts with customers
- 2.3 Dividends received
- 2.4 Profit and Loss Information
- 2.5 Income tax
- 2.6 Earnings Per Share

3 Assets and Liabilities

- 3.1 Intangible Assets
- 3.2 Trade and Other Receivables
- 3.3 Finance Lease Receivables
- 3.4 Assets under Operating Lease
- 3.5 Right-of-use Assets and Lease Liabilities
- 3.6 Inventories
- 3.7 Unearned Premium Liability, Deferred Acquisition Costs (DAC) and Outstanding Claims Liability
- 3.8 Trade and Other Payables
- 3.9 Customer receipts in advance
- 3.10 Provisions

4 Capital Management

- 4.1 Cash and Cash Equivalents
- 4.2 Borrowings
- 4.3 Financial Risk Management
- 4.4 Financial Instruments
- 4.5 Issued Capital
- 4.6 Dividends

5 Employee Remuneration and Benefits

- 5.1 Share-based Payments
- 5.2 Key Management Personnel Compensation
- 5.3 Other Employee Benefits

6 Group Structure

- 6.1 Business combinations
- 6.2 Other financial assets
- 6.3 Investment in Joint Venture
- 6.4 Deed of Cross Guarantee

7 Unrecognised Items

- 7.1 Commitments
- 7.2 Contingent liabilities

8 Other Disclosures

- 8.1 Reserves
- 8.2 Goods and Services Tax
- 8.3 Interest
- 8.4 Property Plant and Equipment
- 8.5 Related Party Transactions
- 8.6 Auditor's remuneration
- 8.7 New Accounting Standards and Interpretations Adopted during the Year
- 8.8 Accounting Standards Issued but not yet Effective
- 8.9 Events subsequent to the reporting date

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

1 Introduction to the Report

The financial report of McMillan Shakespeare Limited (Company or parent entity) in respect of the Company and the entities it controlled at the reporting date or during the year ended 30 June 2022 (Group or Consolidated Group) was authorised in accordance with a resolution of the Directors on 16 September 2022.

Reporting entity

The Company is a for-profit company limited by shares which is incorporated and domiciled in Australia and listed on the Australian Securities Exchange (ASX).

Basis of preparation and accounting policies

The financial report and notes is a general purpose financial report which has been prepared in accordance with the Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001 (Cth)*. The financial report also complies with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

Except for cash flow information, the financial statements have been prepared on an accrual and historical cost basis except for certain financial instruments measured at fair value as explained in the notes to the financial statements (the Notes).

The accounting policies adopted are consistent with those of the previous financial year unless stated otherwise. The financial report presents reclassified comparative information where required for consistency with current year's presentation.

Key judgements, estimates and assumptions

The preparation of the financial statements requires judgement and the use of estimates and assumptions in applying the Group's accounting policies, which affects amounts reported for assets, liabilities, income and expenses.

Judgements, estimates and assumptions are continuously evaluated and are based on:

- > historical experience
- > current market conditions
- > reasonable expectations of future events

Actual results may differ and uncertainty about these judgements, estimates and assumptions could result in a material adjustment to the carrying amount of assets or liabilities in future periods. Significant judgement was required to derive reasonable estimates of the significant uncertainties including COVID-19 on future business plans, operating capability and cash flow projections.

The key areas involving judgement or significant estimates and assumptions are set out below:

Note	Item	Judgements, Estimates and Assumptions
3.1	Intangible assets	Assessment of recoverable amount
3.4	Assets under operating lease	Lease assets residual value
4.3(b)	Trade and other receivables and finance lease receivables	Impairment of financial assets

Detailed information about each of these judgements, estimates and assumptions are included in the Notes together with information about the basis of calculation for each affected line item in the financial statements.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

The Notes

The Notes include information which is required to understand the financial statements and is material and relevant to the operations, financial performance and position of the Group. Information is considered material and relevant where:

- > the amount in question is significant because of its size or nature;
- > it is important for understanding the results of the Group; or
- > it helps explain the impact of significant changes in the Group's business.

The Notes are organised into the following sections:

- 2. Performance:**
information on the performance of the Group, including segment results, earnings per share (EPS) and income tax.
- 3 Assets and Liabilities:**
details the assets used in the Group's operations and the liabilities incurred as a result.
- 4 Capital Management:**
information relating to the Group's capital structure and financing as well as the Group's exposure to various financial risks.
- 5 Employee Remuneration and Benefits:**
information relating to remuneration and benefits provided to employees and key management personnel.
- 6 Group Structure:**
information relating to subsidiaries and other material investments of the Group.
- 7 Unrecognised Items:**
information about items that are not recognised in the financial statements but could potentially have a significant impact on the Group's financial performance or position in the future.
- 8 Other Disclosures:**
other disclosures required by Australian Accounting Standards that are considered relevant to understanding the Group's financial performance or position.

Basis of consolidation

Subsidiaries are consolidated from the date the Group gains control until the date on which control ceases. Control is achieved when the Group is exposed to, or has rights to, variable returns from its involvement in the entity and has the ability to affect those returns through its power to direct the activities of the entity. The Group's share of results of its equity accounted investments is included in the consolidated financial statements from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. The Group's share of all intercompany balances, transactions and unrealised profits are eliminated.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies.

Foreign currency

The consolidated financial statements of the Group are presented in Australian dollars which is the presentation currency. The financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency").

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Differences resulting at settlement of such transactions and from the translation of monetary assets and liabilities at reporting date are recognised in the profit or loss.

Non-monetary items are not retranslated at reporting date and are measured at historical cost (being the exchange rates at the dates of the initial transaction), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Group companies

On consolidation of the financial results and affairs of foreign operations, assets and liabilities are translated to the presentation currency at prevailing exchange rates at reporting date and income and expenses for the year at average exchange rates. The resulting exchange differences on consolidation are recognised in other comprehensive income (OCI) and accumulated in equity. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

Accounting policies

Accounting policies that summarise the classification, recognition and measurement basis of financial statement line items and that are relevant to the understanding of the consolidated financial statements are provided throughout the notes.

Current versus non-current classification

Assets and liabilities are presented in the Statements of Financial Position based on current / non-current classification.

An asset is current when it is:

- > expected to be realised or intended to be sold or consumed in the Group's normal operating cycle;
- > held primarily for the purpose of trading;
- > expected to be realised within twelve months after reporting date; or
- > cash or a cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after reporting date.

The Group classifies all other assets as non-current.

A liability is current when:

- > it is expected to be settled in the Group's normal operating cycle;
- > it is held primarily for the purpose of trading;
- > it is due to be settled within twelve months after reporting date; or
- > there is no unconditional right to defer the settlement of the liability for at least twelve months after reporting date.

The Group classifies all other liabilities as non-current.

Rounding of amounts

The amounts contained in the financial report have been rounded to the nearest thousand dollars (unless specifically stated to be otherwise) under the option available to the Company under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

2 Performance

2.1 SEGMENT REPORTING

Description of segments

During the period the Group changed the structure of its internal organisation and reporting lines in a manner that caused the composition of the reportable segments to change. This was based on internal reports reviewed and used by the Group's Chief Operating Decision Maker (the CEO) to determine business performance and resource allocation. Operating segments have been identified after considering the nature of the products and services, type of customer and distribution methods.

The corresponding comparative period has been restated to reflect the change in reportable segments.

Reportable Segment	Services provided
Group Remuneration Services (GRS)	Administrative services in respect of salary packaging and facilitates motor vehicle novated leases for customers Ancillary services associated with motor vehicle novated lease products
Asset Management Services (AMS)	Financing and ancillary management services associated with motor vehicles, commercial vehicles and equipment with operations in AU, NZ and the UK Retail brokerage services, aggregation of finance originations (but not the provision of finance) and previously provided extended warranty cover prior to the disposal of the RFS Retail business on 30 September 2021 (refer Note 6.1)
Plan and Support Services (PSS)	Plan management and support coordination services to participants in the National Disability Insurance Scheme (NDIS)

Underlying net profit after-tax and amortisation (UNPATA), being net profit after-tax but before the after-tax impact of acquisition related and non-business operational items (as outlined in the following tables), is the key measure by which management monitors the performance of the segments. Segment revenue and expenses are reported as attributable to the shareholders of the Company and excludes outside equity interests share.

Normalised UNPATA refers to adjustments made for the negative earnings transitional period for the implementation of the funding warehouse, OnBoard Finance ("Warehouse"). It normalises for the Warehouse's in year operating and establishment expenses and for an adjustment for commissions that would have otherwise been received in period had the sales been financed via a principal and agency funder rather than through the Warehouse. Normalised financials are stated for FY22 and FY21 (for comparative purposes) and are currently expected to be stated up to and including FY25. For FY21 normalisations only include an adjustment to remove the impact of JobKeeper.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

2.1 SEGMENT REPORTING (CONTINUED)

2022	GRS \$'000	AMS \$'000	PSS \$'000	Unallocated ¹ \$'000	Consolidated \$'000
Revenue from contracts with customers	206,480	346,059	41,234	-	593,773
Interest revenue	-	6	27	332	365
Segment revenue	206,480	346,065	41,261	332	594,138
Timing of revenue recognition:					
– At a point in time	126,932	240,390	13,683	-	381,005
– Over time	79,548	105,669	27,551	-	212,768
Segment revenue from contracts with customers	206,480	346,059	41,234	-	593,773
Normalised UNPATA	48,382	30,257	6,605	(1,478)	83,766
Warehouse	(2,420)	-	-	-	(2,420)
Income tax related to normalised UNPATA adjustments	726	-	-	-	726
UNPATA	46,688	30,257	6,605	(1,478)	82,072
Reconciliation to statutory net profit after-tax attributable to members of the parent entity					
Amortisation of intangible assets acquired on business combination	-	(1,695)	(904)	-	(2,599)
Impairment of CLM goodwill	-	(6,028)	-	-	(6,028)
Loss on disposal of subsidiaries	-	(1,221)	-	-	(1,221)
Acquisition & disposal related expenses ³	-	(271)	(955)	(1,648)	(2,874)
Other ⁴	-	(556)	-	-	(556)
Income tax related to UNPATA adjustments	-	564	558	433	1,555
UNPATA adjustments after-tax	-	(9,207)	(1,301)	(1,215)	(11,723)
Statutory net profit / (loss) after-tax attributable to members of the parent entity	46,688	21,050	5,304	(2,693)	70,349
Assets and liabilities					
Segment assets	176,422	379,830	11,627	112,018	679,897
Segment liabilities	136,905	241,356	8,509	1,696	388,466
Additions to segment non-current assets	16,936	2,568	13,078	107,289	139,871
Segment depreciation and amortisation ²	13,594	59,864	1,606	-	75,064

1 Unallocated revenue and assets include cash and bank balances of segments other than AMS, maintained as part of the centralised treasury and funding function of the Group and interest earned on those balances.

2 Depreciation and amortisation includes impairment of goodwill and other intangibles of \$6.0 million (2021: \$13.5 million).

3 Costs incurred in relation to the acquisition and disposal of Group subsidiaries which included the acquisition of Plan Tracker Pty Ltd which completed on 1 July 2021, the disposal of Davantage Group Pty Ltd and Presidian Management Services Pty Ltd (the RFS Retail business) which completed on 30 September 2021 and the disposal of CLM UK which completed on 31 May 2022.

4 Impact of IFRIC and IFRS Interpretation Committee agenda decisions adopted during the period (refer Note 3.6 of the financial report).

Segment profit includes the segment's share of centralised general management and operational support services which are shared across segments based on the lowest unit of measurement available to allocate shared costs that reasonably measure each segment's service level requirements and consumption. Segment profit does not include corporate costs of the parent entity including Director's fees and finance costs relating to borrowings not specifically sourced for segment operations, costs directly incurred in relation to acquisitions and divestments or interest revenue not directly attributable to a segment.

Included in Segment revenue for GRS are revenues of \$61,715,952 (2021: \$64,200,316) from the Group's largest contract. This is the only customer representing greater than 10% of total segment revenue.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

2.1 SEGMENT REPORTING (CONTINUED)

2021	GRS \$'000	AMS \$'000	PSS \$'000	Unallocated ¹ \$'000	Consolidated \$'000
Revenue from contracts with customers	202,552	315,441	26,229	-	544,222
Interest revenue	-	79	-	150	229
Segment revenue	202,552	315,520	26,229	150	544,451
Timing of revenue recognition:					
– At a point in time	123,527	197,145	4,949	-	325,621
– Over time	79,025	118,296	21,280	-	218,601
Segment revenue from contracts with customers	202,552	315,441	26,229	-	544,222
Normalised UNPATA	49,432	18,520	5,437	(1,491)	71,898
JobKeeper (refer Note 2.4 e)	8,987	1,463	-	-	10,450
Income tax related to normalised UNPATA adjustments	(2,696)	(439)	-	-	(3,135)
UNPATA	55,723	19,544	5,437	(1,491)	79,213
Reconciliation to statutory net profit after-tax attributable to members of the parent entity					
Amortisation of intangible assets acquired on business combination	-	(2,049)	-	-	(2,049)
United Kingdom (UK) restructuring expenses – cash	-	(1,805)	-	-	(1,805)
UK restructuring expenses – non-cash ³	-	(12,755)	-	-	(12,755)
Impairment of CLM goodwill	-	(1,962)	-	-	(1,962)
Acquisition costs	-	-	-	(69)	(69)
Income tax related to UNPATA adjustments	-	471	-	21	492
UNPATA adjustments after-tax	-	(18,100)	-	(48)	(18,148)
Statutory net profit / (loss) after-tax attributable to members of the parent entity	55,723	1,444	5,437	(1,539)	61,065
Assets and liabilities					
Segment assets	138,165	384,474	56,202	107,089	685,930
Segment liabilities	106,207	248,916	48,904	12,708	416,735
Additions to segment non-current assets	40,415	76,445	20	-	116,880
Segment depreciation and amortisation ²	14,798	64,558	1,298	-	80,654

1 Unallocated assets include cash and bank balances of segments other than AM, maintained as part of the centralised treasury and funding function of the Group.

2 Depreciation and amortisation includes impairment of goodwill and other intangibles of \$6.0 million (2021: \$13.5 million).

3 Includes the impairment of Maxxia Limited, impairment of the joint venture (the JV) subordinated loan and impairment of deferred tax asset.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Other segment information

Assets are allocated based on the operations of the segment. The parent entity's borrowings are not considered to be segment liabilities.

Geographical segment information

Revenue from continuing operations by location of operations and assets are detailed below.

	Revenue from external customers		Non-current assets ¹	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Australia	442,775	425,169	302,023	280,415
United Kingdom	131,925	102,776	19,024	56,303
New Zealand	19,106	16,356	24,403	26,942
	593,806	544,301	345,450	363,660

1 Non-current assets do not include deferred tax assets.

2.2 REVENUE FROM CONTRACTS WITH CUSTOMERS

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Remuneration services	206,480	202,552	-	-
Sale of leased and other assets	166,224	123,394	-	-
Lease rental services	105,890	102,131	-	-
Brokerage commissions and financial services	71,903	89,518	-	-
Plan and support services	41,234	26,229	-	-
Other	2,042	398	-	-
Total revenue from contracts with customers	593,773	544,222	-	-

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Revenue	Description
Remuneration services	<p>Administration fees for the provision of salary packaging and ancillary services including novated leasing and finance procurement, motor vehicle administration and other services, but not the provision of financing. Fees are recognised at the point in time that the services are rendered, net of any rebates payable to the employer organisation. Fee rates are contractually agreed with each client employer and the provision of administration services are considered to have been satisfied for each period completed.</p> <p>Interest is received for managing funds held in trust for clients pursuant to the contractual agreement and is recognised when received (refer Note 4.1).</p> <p>Fees derived from the origination of financing and insurance products are recognised at a point in time when the customer has executed the lease finance or activated the insurance cover and the Group has no outstanding obligations. The Group acts as an agent and does not include the premium on policies as revenue.</p> <p>Volume based rebates from providers are estimated and recognised based on the period of entitlement.</p>
Sale of leased and other assets	<p>The Group assumes control of motor vehicles at the termination of lease contracts and disposes of the asset as principal. The net proceeds are recognised when settlement is completed and ownership of the motor vehicle passes to the purchaser.</p>
Lease rental services	<p>Rental income received for operating lease assets is recognised on a straight line basis over the term of the lease.</p> <p>Interest from finance leases is recognised over the term of the lease for a constant periodic return on the amount invested in the lease asset.</p> <p>Fees for tyre and maintenance services are recognised to the extent that services are completed based on the percentage of costs incurred relative to total expected costs.</p> <p>Fleet administration fees are recognised in the period that services are provided.</p>
Brokerage commissions and financial services	<p>Volume based incentives (VBI) are received based on the volume of financial products introduced by the network of dealers and brokers with financiers using contracted rates. VBI's are recognised in the period the financier activates the finance originations net of rebates provided to dealers and brokers in the network.</p> <p>Commission income is received from brokerage services for the procurement of lease finance to motor vehicle fleet operators and other customers as agent under a principal and agency arrangement (P&A) with financiers. Income is recognised when the financing arrangements are funded free from any service deliverables net of estimated clawback of commissions from future terminations. Under a P&A arrangement the Group acts as agent for the procurement of lease asset financing and does not possess credit risk or carry on risks of ownership of the underlying finance or asset with the customer.</p> <p>Fees from the sale of wholesale warranty discretionary products are recognised over time based on the risk and earning pattern analysis measured using the historical profile of claims to estimate probable future performance obligations net of premium clawbacks. Underwriting premium revenue is subject to clawback for policy terminations and is estimated based on a historical profile of termination rates.</p>
Plan and support services	<p>Fees for the provision of set up & renewal fees and support coordination services are recognised at the point in time of providing the service. Fees for the provision of plan management services are recognised over time based on the individual plans.</p>

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

2.3 DIVIDENDS RECEIVED

Dividends are recognised when the Company's right to receive payment is established.

2.4 PROFIT AND LOSS INFORMATION

(a) Impairment of intangible assets

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Impairment of goodwill	6,028	12,537	-	-
Impairment of other intangible assets	-	1,004	-	-
	6,028	13,541	-	-

Impairment of goodwill in financial year 2022 relates to the impairment of CLM Fleet Management plc (CLM) goodwill which was recognised in the half-year ended 31 December 2021 as outlined within Note 3.1.

Impairment of goodwill and other intangible assets in financial year 2021 includes the impairment of CLM Fleet Management plc (CLM) and Maxxia Limited (ML) goodwill which was recognised in the half-year ended 31 December 2020.

Refer Note 3.1 for the assumptions used in the assessments.

(b) Impairment of financial assets

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Impairment of subordinated loan	-	3,520	-	-
Trade debtors specific and expected credit loss allowance / (gain)	53	(833)	-	-
Finance receivables specific loss allowance gain	-	(80)	-	-
Finance lease receivable expected credit loss allowance / (gain)	(534)	(337)	-	-
Impairment of investment in subsidiaries	-	-	-	5,541
	(481)	2,270	-	5,541

Group

The subordinated loan loss allowance in 2021 of \$3,520,000 related to the net investment in ML in the UK to which the Group had a joint venture arrangement prior to obtaining control on 31 December 2020.

Finance lease receivables Expected Credit Loss (ECL) allowance gain of \$534,000 is affected largely by the reduction of the carrying value of Finance Lease receivables of \$28,140,000 from \$51,248,000 in 2021. The Group uses the assessment criteria from its credit management system and adds forward looking indicators to reflect macro-economic factors to estimate ECL including the downgrade of the credit rating of some clients due to their industry COVID-19 risk.

Parent entity

In FY21 the carrying value of investments in controlled entities were assessed for recoverable value that resulted in an impairment of \$5,541,000 in 2021 (refer Note 6.2).

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

(c) Other operating expenses

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Consulting and professional services	8,585	7,161	1,914	245
Marketing	10,405	8,601	-	-
Property and other corporate costs	10,373	8,637	348	431
Technology and communication	19,714	16,692	-	-
Other	5,461	5,382	615	520
	54,538	46,473	2,877	1,196

(d) Other expense items

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Depreciation and amortisation expenses				
Depreciation of assets under operating lease	48,689	47,445	-	-
Amortisation of software development	9,444	8,181	-	-
Depreciation of plant and equipment	1,974	2,843	-	-
Amortisation of intangible assets	2,431	2,050	-	-
Depreciation of right-of-use (ROU) assets	6,498	6,594	-	-
	69,036	67,113	-	-
Superannuation				
Superannuation contribution expense	10,899	9,010	-	-

(e) Government subsidies

JobKeeper	-	10,450	-	-
Coronavirus Job Retention Scheme	10	700	-	-
	10	11,150	-	-

In FY21 the Group received the Federal Government economic response subsidy, JobKeeper, for the period from July 2020 to September 2020. The UK entities received the Coronavirus Job Retention Scheme, a temporary relief to provide financial support to assist in the retention of employees who may otherwise be laid off during the COVID-19 pandemic. The JobKeeper subsidy assisted the Group to retain its employees and reduce stand downs. In the UK, the subsidy was a pass through for those employees that were furloughed.

The subsidies have been accounted for as a reduction to employee benefit expenses in the Consolidated Statement of Profit or Loss.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

2.5 INCOME TAX

Components of tax expense / (benefit)

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Current tax expense / (benefit)	10,131	29,305	(661)	(781)
Adjustments for current tax of prior years	(1,014)	(38)	46	(34)
Deferred tax expense / (benefit)	18,301	6,814	(551)	128
Income tax expense / (benefit)	27,418	36,081	(1,165)	(687)

The tax expense included in the Statements of Profit or Loss consist of current and deferred income tax.

Current income tax is:	Deferred income tax is:
> the expected tax payable on the current period's taxable income	> recognised using the liability method
> calculated using tax rates for each jurisdiction enacted or substantively enacted at the end of the reporting period in the countries where the entities in the Group operate and generate taxable income	> based on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases
> inclusive of any adjustment to income tax payable or recoverable of prior years	> calculated using the tax rates that are expected to apply when the assets are recovered or liabilities settled, based on those rates which are enacted or substantially enacted
	> not recognised if they arise from the initial recognition of goodwill

Current and deferred income tax is recognised in the Statements of Profit or Loss. However, when it relates to items charged directly to the Statements of Other Comprehensive Income or Statements of Changes in Equity, the tax is recognised in OCI or equity respectively.

The prima facie tax payable on profit / (loss) before income tax is reconciled to the income tax expense / (benefit) as follows:

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Profit / (loss) before income tax	97,767	97,146	46,275	172,951
Prima facie tax payable on profit before income tax at 30% (2020: 30%)	29,330	29,144	13,883	51,885
Add tax effect of:				
– Non-deductible impairment expense	1,145	2,382	-	1,662
– Non-deductible costs	310	604	16	25
– Non-deductible loss on business disposal	174	-	-	-
– Overseas tax rate differential of subsidiaries	(67)	1,477	-	-
– Other	(2,460)	694	-	-
– Impairment of deferred tax asset	-	2,161	-	-
– (Over) under provision of tax from prior year	(1,014)	(38)	45	(34)
	27,418	36,424	13,948	53,538
Less tax effect of:				
– Dividends received	-	-	(15,113)	(38,433)
– Non-assessable fair value on previously held equity interest	-	(343)	-	-
– Non-assessable loan forgiveness	-	-	-	(15,792)
Income tax expense / (benefit)	27,418	36,081	(1,165)	(687)

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Deferred tax asset / (liability)

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
The balance comprises temporary differences attributed for:				
Amounts recognised in profit or loss				
Doubtful debts	386	487	-	-
Provisions	6,620	6,760	-	-
Property, plant and equipment	(37,359)	(13,783)	-	-
Accrued expenses	6,224	5,756	110	64
Finance and other receivables / prepayments	7,609	3,245	(855)	(1,051)
Other	(110)	131	106	45
Losses	319	646	-	-
Deferred acquisition expenses	504	271	248	-
Intangible assets	(4,657)	(4,386)	-	-
Unearned income	2,155	1,583	-	-
	(18,309)	710	(391)	(942)
Amounts recognised in equity				
Derivatives recognised directly in equity	(774)	(46)	-	-
Share-based payments reserve	830	372	-	-
Closing balance at 30 June	(18,253)	1,036	(391)	(942)
Recognised as:				
Deferred tax asset (DTA)	25,145	13,753	-	-
Deferred tax liability (DTL)	(43,398)	(12,717)	(391)	(942)
	(18,253)	1,036	(391)	(942)
Movements in deferred tax asset / (liability)				
Opening balance at 1 July	1,036	8,453	(942)	(814)
Charged to profit or loss	(18,301)	(6,814)	551	(128)
Charged to other comprehensive income	(965)	(454)	-	-
Adjustment to acquisition of Outside Equity Interest	-	(72)	-	-
Foreign exchange translation	(23)	(77)	-	-
Closing balance at 30 June	(18,253)	1,036	(391)	(942)

The carrying value of DTA's are reduced to the extent that it is probable future taxable profits will be available to utilise these temporary differences. DTA's and DTL's are offset only if certain criteria are met with respect to legal enforceability and within the same tax jurisdiction. DTA's and DTL's are not recognised for temporary differences between the carrying amounts and tax bases of investments in subsidiaries where the parent entity is able to control the timing of reversal and it is probable that the differences will not reverse in the foreseeable future.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Unrecognised temporary differences

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Temporary differences that have not been tax effected:				
Unused tax losses and deferred tax assets	44,593	31,406	-	-
Foreign currency translation reserve for investment in subsidiaries	4,928	3,332	-	-
	49,521	34,738	-	-

Unused tax losses relate to subsidiaries that are dormant and/or are unlikely to generate sufficient taxable income to use these losses.

Foreign exchange translation differences in overseas investments will only be realised when the investments are disposed of in the foreseeable future.

Tax consolidation

The Company and its wholly-owned Australian resident entities are members of a tax consolidated group under Australian taxation law. The Company is the head entity in the tax consolidated group. Entities within the tax consolidated group have entered into a tax funding agreement and a tax-sharing agreement with the head entity. Under the terms of the tax funding arrangement, the Company and each of the entities in the tax consolidated group have agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the head entity.

2.6 EARNINGS PER SHARE

	Consolidated Group	
	2022	2021
Basic EPS – cents per share	90.9	78.9
Diluted EPS – cents per share	90.6	78.4
Earnings used to calculate basic and diluted EPS (\$'000)		
Net profit after-tax (\$'000)	\$70,349	\$61,065
Weighted average number of ordinary shares used in the calculation of basic EPS ('000)	77,381	77,381
Weighted average number of options and rights on issue outstanding ('000)	232	555
Weighted average number of ordinary shares used in the calculation of diluted EPS ('000)	77,613	77,936

Basic EPS is calculated by dividing the profit attributable to members of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted EPS is calculated from earnings and the weighted average number of shares used in calculating basic EPS adjusted for the dilutive effect of all potential ordinary shares from the employee incentive plan.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

3 Assets and Liabilities

3.1 INTANGIBLE ASSETS

The Group's intangible assets comprise brands, dealer relationships, customer lists and relationships, software development costs, contract rights and goodwill.

2022	Consolidated Group							
	Goodwill \$'000	Brands – indefinite life \$'000	Brands – finite life \$'000	Dealer relationships \$'000	Customer lists and relationships \$'000	Software development costs \$'000	Contract rights \$'000	Total \$'000
Useful life (range)	<i>Not applicable</i>	<i>Indefinite</i>	<i>2-6 years</i>	<i>6-13 years</i>	<i>5-13 years</i>	<i>3-5 years</i>	<i>Contract life</i>	
Cost	201,026	23,073	6,598	14,010	7,942	77,972	13,139	343,761
Accumulated depreciation	-	-	(6,598)	(2,399)	(4,024)	(49,290)	(13,139)	(75,451)
Accumulated impairment loss	(112,601)	(13,171)	-	(6,990)	-	-	-	(132,762)
Net carrying value	88,425	9,902	-	4,621	3,918	28,682	-	135,548
Reconciliation of written down values								
Balance beginning of year	87,862	9,272	-	6,106	965	30,647	-	134,852
Additions	-	-	-	-	-	8,188	-	8,188
Additions from business combinations (refer Note 6.1)	7,215	630	-	-	4,057	377	-	12,279
Disposal of subsidiary	-	-	-	-	-	(291)	-	(291)
Accounting standard adoption reclassification (refer Note 3.6)	-	-	-	-	-	(795)	-	(795)
Impairment	(6,028)	-	-	-	-	-	-	(6,028)
Amortisation	-	-	-	(1,345)	(1,085)	(9,444)	-	(11,874)
Changes in foreign currency	(624)	-	-	(140)	(19)	-	-	(783)
Closing balance	88,425	9,902	-	4,621	3,918	28,682	-	135,548

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

2021	Consolidated Group							
	Goodwill \$'000	Brands – indefinite life \$'000	Brands – finite life \$'000	Dealer relationships \$'000	Customer lists and relationships \$'000	Software development costs \$'000	Contract rights \$'000	Total \$'000
Useful life (range)	<i>Not applicable</i>	<i>Indefinite</i>	<i>6 years</i>	<i>6-13 years</i>	<i>5-13 years</i>	<i>3-5 years</i>	<i>Contract life</i>	
Cost	208,164	22,443	6,598	26,183	6,874	71,355	13,139	354,756
Accumulated depreciation	-	-	(6,598)	(13,087)	(5,909)	(40,708)	(13,139)	(79,441)
Accumulated impairment loss	(120,302)	(13,171)	-	(6,990)	-	-	-	(140,463)
Net carrying value	87,862	9,272	-	6,106	965	30,647	-	134,852
Reconciliation of written down values								
Balance beginning of year	89,326	9,272	-	7,348	1,573	32,894	-	140,413
Additions	-	-	-	-	-	7,572	-	7,572
Additions from business combinations (refer Note 6.1)	10,575	-	-	-	-	-	-	10,575
Disposal of subsidiary	-	-	-	-	-	(682)	-	(682)
Impairment	(12,537)	-	-	-	-	(958)	-	(13,495)
Amortisation	-	-	-	(1,384)	(666)	(8,181)	-	(10,231)
Changes in foreign currency	498	-	-	142	58	2	-	700
Closing balance	87,862	9,272	-	6,106	965	30,647	-	134,852

Goodwill

Goodwill represents the excess of the cost of the business combination over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquired entity. Goodwill is measured at cost less any accumulated impairment losses and is reviewed for impairment annually, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Any impairment is recognised immediately in the Statement of Profit or Loss.

Identifiable intangible assets acquired from business combination

Brands, dealer relationships and customer lists and relationships acquired in a business combination are recognised at their fair value at the date of acquisition. Following initial recognition, these assets are carried at their initial value less any accumulated amortisation and accumulated impairment.

Identifiable intangible assets with finite lives are amortised over their estimated useful lives on a straight-line basis and assessed for impairment annually. Brand names that have indefinite useful lives are not amortised but are subject to annual impairment assessments. Brands are assessed for impairment as part of the relevant CGU. Brand names that have an indefinite life are pursuant to the Group's plan for its continued use into the foreseeable future are expected to continue to generate cash flows indefinitely. The useful life assessment is reviewed annually.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Capitalised software development costs

Software development costs which are not acquired from a business combination are initially measured at cost and subsequently re-measured at cost less amortisation and impairment.

Costs are capitalised when it is probable that future economic benefits will flow to the entity through revenue generation and/or cost reduction. Costs include external direct costs for services, materials and internal labour related costs directly involved in the development of the software and are amortised from the date of commissioning on a straight line basis over three to five years, during which the benefits are expected to be realised.

Software-as-a-Service (SaaS) arrangements are service contracts providing the Group with the right to access the cloud provider's application software over the contract period. As such the Group does not receive a software intangible asset at the contract commencement date. Fees for the use of the application software and customisation costs are recognised as an operating expense over the contract term if not distinct while other configuration, data conversion, testing and training costs are expensed as the service is received. Other costs which give rise to a separate intangible asset are recognised as capitalised software development costs.

Contract rights

Contract costs not acquired from a business combination are initially measured at cost being the amounts paid plus any expenditure directly attributable to the transactions and subsequently measured at cost less amortisation and impairment. Contracts are amortised over the life of the contract and reviewed annually for indicators of impairment.

Impairment test of goodwill

An impairment loss is recognised in profit or loss for the amount that the asset's carrying value exceeds the recoverable amount. Recoverable amount is determined as the higher of the asset's fair value less costs to sell and value-in-use (VIU). For the purpose of assessing fair value, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of cash inflows from other assets (cash-generating units). Where the asset does not generate independent cash flows, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of goodwill is allocated to the Group's cash-generating units (CGUs) below based on the organisation and management of its businesses.



Key judgement: Assessment of recoverable amount

Recoverable amounts of cash generating units have been determined using the value-in-use methodology. The variables used require the use of assumptions that affect earnings projections and the estimation of a discount rate that uses a cost of capital and risk premium specific to the cash generating unit amongst other factors.

Cash projections used in the financial models to assess the recoverable amount of goodwill and indefinite life intangible assets required significant estimates in uncertain economic and business environments. These are discussed in more detail below.

Consolidated Group

	Goodwill	Intangibles	Total	Goodwill	Intangibles	Total
	2022 \$'000	2022 \$'000	2022 \$'000	2021 \$'000	2021 \$'000	2021 \$'000
Maxxia Pty Limited (Maxxia)	24,190	21,321	45,511	24,190	25,211	49,401
Remuneration Services (Qld) Pty Limited (RemServ)	9,102	5,077	14,179	9,102	4,047	13,149
CLM Fleet Management plc (CLM)	-	-	-	5,959	-	5,959
Anglo Scottish Asset Finance Limited (ASF)	16,024	3,592	19,616	16,717	4,693	21,410
Retail Financial Services aggregation business (RFS Aggregation)	31,894	11,536	43,430	31,894	11,956	43,850
Plan Tracker Pty Ltd (Plan Tracker)	7,215	4,160	11,375	-	-	-
Other	-	1,437	1,437	-	1,083	1,083
	88,425	47,123	135,548	87,862	46,990	134,852

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Key assumptions used for VIU calculations

Cash flow projections

Cash flow projections are based on the financial year 2023 (FY2023) budgets. Growth assumptions used for subsequent years reflect strategic business plans and forecast growth rates. Financial projections take into account any risk exposures in changes to the trading, market and regulatory environments.

The after-tax discounted cash flow (DCF) models were based on after-tax cash flows discounted by an after-tax discount rate.

Cash flows beyond five years are extrapolated using conservative growth rates of 2.0% (lower than long term CPI).

GRS CGUs

The Maxxia and RemServ CGUs that form the GRS segment operate largely in the same business environment and are exposed to similar risks. The equivalent pre-tax discount rate of 17% (2021:16%) was applied in the VIU calculation.

Cash flow projections for GRS are substantially higher than the carrying value of goodwill and any reasonable changes to the key assumptions would not cause an impairment. A key assumption in the GRS segment is that there is no significant change to Australian tax legislation that could affect the salary packaging and novated lease businesses.

PSS CGUs

The Plan Tracker business was acquired 1 July 2021 with goodwill and other intangibles recognised on acquisition. Goodwill has been allocated to the Plan Tracker CGU given that they will benefit from the synergies of the business combination. The equivalent pre-tax discount rate of 17% was applied in the VIU calculation.

We have reviewed actual and forecast performance and there are no indications of impairment. The impairment analysis (via DCF) has been conducted and no impairment is required. The FY23 draft budget is driven by continuing the growth achieved in FY22. The Group has considered the impact of changes in key assumptions on the impairment testing results and the recoverable amount exceeds the carrying amount when testing for any reasonably possible changes in key assumptions.

AM CGUs

ASF and CAPEX

The UK consumer new car finance market reported higher new business volumes in this market than in 2021. There is continued strength in used vehicle values and growth in Anglo Scottish net amount financed. Goodwill is considered to be supportable and no impairment has been brought to account base do the VIU model. The equivalent pre-tax discount rate of 13.5% (2021: 13.2%) was applied in the VIU calculation. The Group has considered the impact of changes in key assumptions on the impairment testing results and the recoverable amount exceeds the carrying amount when testing for any reasonably possible changes in key assumptions.

CLM

On 24 February 2022, the Group announced an \$6,028,000 impairment of CLM goodwill, reducing the carrying value to \$nil, with no further impairment testing being required. CLM UK was disposed on 31 May 2022.

RFS Aggregation

During FY22 the RFS Aggregation business experienced an increase in the net amount financed of 15.8%. For the impairment analysis the volume of finance originations is expected to increase and the net yields expected to remain constant. An equivalent pre tax discount rate of 17% (2021: 16%) was applied in VIU calculation. From sensitivity tests applied, a 0.25% increase to the discount rate caused a reduction in carrying value of \$0.5m and a 5% decrease in gross margin reduced the carrying value by \$4.2m.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

3.2 TRADE AND OTHER RECEIVABLES

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Current				
Trade receivables	31,781	34,016	-	-
Other receivables	3,486	6,959	-	-
Amounts receivable from wholly owned entities	-	-	496	481
	35,267	40,975	496	481

Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business and held with the objective of collecting cash flows. They are generally settled within 30 days and the carrying amount includes a loss allowance of \$978,000 (FY21: \$924,000) and specific doubtful debts allowance of \$284,000 (2021: \$284,000). The carrying amount is generally considered to equal their fair value.

Other receivables

Other receivables include transactions accruing and customer related funds that are to be recovered.

None of the other receivables are impaired or past due.

3.3 FINANCE LEASE RECEIVABLES

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Current finance lease receivables	14,609	21,478	-	-
Non-current finance lease receivables	13,531	29,770	-	-
	28,140	51,248	-	-

AM finance lease contracts entered into are recognised as finance lease receivables and classified as financial assets measured at amortised cost as the contract transfers substantially all the risks and rewards of ownership of an underlying asset. The net investment in the lease equals the net present value of the future minimum lease payments. Finance lease income is recognised as income in the period to reflect a constant periodic rate of return.

	Consolidated Group			
	Minimum lease payments	Present value of lease payments	Minimum lease payments	Present value of lease payments
	2022 \$'000	2022 \$'000	2021 \$'000	2021 \$'000
Amounts receivable under finance lease receivables				
Within one year	15,564	14,609	23,608	21,478
Later than one but not more than five years	15,182	13,421	32,287	29,551
Later than five years	118	110	234	219
	30,864	28,140	56,129	51,248
Less: unearned finance income	(2,724)	-	(4,881)	-
Present value of minimum lease payments	28,140	28,140	51,248	51,248
Fair value of finance lease receivables		28,541		50,657

The fair value of finance lease receivables due within one year are considered to approximate their carrying amount. Fair values were calculated based on cash flows discounted using an average of current lending rates appropriate for the geographical markets the leases operate of 4.81% (2021: 4.03%). They are classified as level 3 fair values in the fair values hierarchy due to the inclusion of unobservable inputs.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

3.4 ASSETS UNDER OPERATING LEASE

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Assets under operating lease terminating within the next 12 months – current	73,945	62,877	-	-
Assets under operating lease terminating after more than 12 months – non-current	149,722	147,441	-	-
Assets under operating lease - total	223,667	210,318	-	-

	Consolidated Group	
	2022 \$'000	2021 \$'000
Depreciation rate (range)	20% - 33%	20% - 33%
At cost	359,901	339,842
Accumulated depreciation	(136,234)	(129,524)
	223,667	210,318
Movements during the year		
Balance at the beginning of year	210,318	215,942
Additions	102,488	64,949
Reclassification from finance lease receivables ¹	-	13,601
Disposals / transfers to assets held for sale	(43,649)	(36,457)
Depreciation expense	(48,689)	(47,445)
Addition from business combinations (refer Note 6.1)	-	(2,178)
Residual value adjustment	2,901	1,840
Change in foreign currency	298	66
Balance at 30 June	223,667	210,318

¹ Reclassification resulting from the acquisition of Maxxia Ltd (refer Note 6.1) where leases previously recognised as finance leases were reclassified as substantially all the risk and rewards of ownership now remain with the Group.

Assets held under operating leases are for contracts with customers other than finance leases. The initial investment in the lease is added as a cost to the carrying value of the leased assets and recognised as lease income on a straight line basis over the term of the lease. Operating lease assets are depreciated as an expense on a straight line basis over the term of the lease based on the cost less residual value of the lease.

Assets held under operating lease include an accumulated provision for impairment loss at reporting date of \$3,899,000 (2021: \$5,071,000).

Provision for residual value

The provision estimates the probable diminution in value of operating lease and rental assets at the end of lease contract dates. The estimate is based on the deficit in estimated recoverable value from contracted cash flows.

A residual value provision is also recognised for the estimated loss in recoverable value of lease assets which are transferred to the Group at the end of the lease term pursuant to some P&A arrangements with financiers and other residual value guarantees. The asset from the financier is acquired at its residual value on termination of the lease which creates an exposure of the carrying value to the expected market price for which the potential impact is assessed at reporting and the shortfall provided for.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022



Key judgement: Lease assets residual value

Operating leases carry an inherent risk for the residual value of the asset. Estimates of significance are used in determining the residual values of operating lease and rental assets at the end of the contract date. The assessment includes forecasts of the future value of the asset lease portfolio at the time of sale and considers the potential impact of economic and vehicle market conditions and dynamics.

Under the P&A financing arrangement with external financiers, the Group acquires the lease assets on the termination of the lease contract and is thereby exposed to the residual value of the underlying asset. A provision is recognised and this assessment similarly includes an assessment of the future value of these P&A funded assets.

If the estimated residual values reduced by 5%, this would result in an increase in the impairment loss provision by \$2.2m.

3.5 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

This note discloses the Group as lessee for operating lease arrangements for the use of property and equipment.

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Right-of-use assets (ROU assets)				
At cost	78,631	78,770	-	-
Accumulated depreciation	(42,649)	(38,259)	-	-
	35,982	40,511	-	-
Balance at beginning of year	40,511	15,953	-	-
New assets leased in the period	3,778	31,418	-	-
Depreciation included in profit or loss	(6,498)	(6,594)	-	-
Impairment included in profit or loss	-	(89)	-	-
Disposal of subsidiary	(1,736)	(243)	-	-
Change in foreign currency	(73)	66	-	-
Balance at 30 June	35,982	40,511	-	-

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Lease liabilities				
Balance at beginning of year	48,875	24,436	-	-
New assets leased in the period	3,778	31,418	-	-
Finance charge included in profit or loss	1,769	2,357	-	-
Disposal of subsidiary	(1,887)	(324)	-	-
Lease payments	(8,696)	(9,083)	-	-
Lease incentive	7,300	-	-	-
Change in foreign currency	(75)	71	-	-
Balance at 30 June	51,064	48,875	-	-
Carrying value of lease liabilities				
Current	4,212	1,602	-	-
Non-current	46,852	47,273	-	-
	51,064	48,875	-	-

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Recognition and measurement of lease assets and liabilities

ROU assets and the lease liability are initially measured on a present value basis. Leases brought to account are for the value of the property and exclude non-lease components.

Lease liabilities include the net present value of fixed rental payments less any lease incentives receivable plus any rental adjustments where the extensions available under the lease will probably be exercised. Lease payments are discounted using the Group's incremental borrowing rate.

ROU asset is measured at cost comprising the amount of the initial measurement of the lease liability, any initial direct costs and any provision for make-good or restoration. ROU asset is depreciated over the shorter of the asset's useful life and lease term on a straight line basis.

Short-term leases of less than 12 months and low-value leases are expensed on a straight line basis to the profit or loss.

The principal portion of payments is included in financing activities in the Statements of Cash Flows and the finance charges is included in operating activities.

3.6 INVENTORIES

Motor vehicles are stated at the lower of cost and net realisable value. Following termination of a lease or rental contract the relevant assets are transferred from Assets under Operating Lease to Inventories at their carrying amount. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs to make the sale. AASB 102 Inventories does not define costs necessary to sell inventories when determining net realisable value. The IFRS Interpretations Committee agenda decision on Costs necessary to sell Inventories (issued June 2021) confirmed that an entity cannot limit the costs it includes to those that are only incremental in determining which of its costs are necessary to sell its inventories. The Group reviewed the decision during the half-year ended 31 December 2021 which resulted in a \$0.3m (pre-tax) increase in the accumulated provision for impairment loss recognised against assets under operating lease.

3.7 UNEARNED PREMIUM LIABILITY, DEFERRED ACQUISITION COSTS (DAC) AND OUTSTANDING CLAIMS LIABILITY

On 30 September 2021, the Group disposed of its 100% equity interest in its subsidiaries Davantage Group Pty Ltd and Presidian Management Services Pty Ltd (refer Note 6.1). Balance sheet amounts related to unearned premium liability, DAC and outstanding liability claims were solely related to this business.

In FY21, the Group assessed the risk attached to unexpired wholesale warranty discretionary products based on the risk and earning pattern analysis to ascertain whether the unearned premium liability (contract liability) is sufficient to cover all expected future claims against current warranty contracts. Underwriting premium revenue that is not recognised in the period is deferred as an unearned premium liability. DAC incurred in deriving warranty income were deferred and recognised as contract assets where they could be reliably measured and where it was probable that the associated warranty contract gave rise to warranty revenue in subsequent reporting periods. DAC were amortised systematically in accordance with the expected pattern of the incidence risk under the warranty contracts to which they relate. A liability for outstanding claims was recognised for claims authorised but unpaid and claims reported which were not authorised for payment but were assessed for a probability of payment at reporting date.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

3.8 TRADE AND OTHER PAYABLES

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Unsecured liabilities				
Trade payables	18,282	30,458	-	-
GST payable	2,339	5,003	-	-
Accrued expenses	39,598	45,134	-	-
Sundry creditors	23,600	21,490	366	481
Amounts payable to wholly owned entities	-	-	25,576	11,891
	83,819	102,085	25,942	12,372

Trade and other payables from normal business activities are non-interest bearing and are short term in nature. They are recognised initially at fair value and subsequently at amortised cost.

3.9 CUSTOMER RECEIPTS IN ADVANCE

Other liabilities

Other liabilities relate to customer receipts in advance which represent payments for future vehicles sales not yet delivered and fees in advance for volume based rebates received upfront as part of the transition to a new funder in GRS during FY22.

Contract liabilities

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Maintenance fees received in advance	5,606	5,146	-	-
Rebates and cancellations	2,217	2,035	-	-
	7,823	7,181	-	-

Maintenance fees received in advance

Maintenance fees received in advance is income from maintenance service contracts that are unearned based on the historical profile of costs incurred to date over the expected total cost. Profit attributed over the life of the contract and losses that are provided in full in the period that the loss-making contract is first determined, is adjusted in the amount of revenue recognised.

Rebates and cancellations

Brokerage commissions from the provision of financial services allow that rebates paid to its dealer/broker network and commissions received from the origination business may be clawed back by the financial service providers. The potential for rebates and clawback are calculated based on the historical profile of rebates and commissions.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

3.10 PROVISIONS

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Current				
Employee benefit liabilities	13,163	13,281	-	-
Other provisions	220	441	-	-
	13,383	13,722	-	-
Non-current				
Employee benefit liabilities	1,195	1,484	-	-
	1,195	1,484	-	-

	Employee benefit liabilities		Other provisions	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Balance at start of the year	14,765	13,408	441	721
Employee benefits earned and accrued in the year	8,225	8,034	-	-
Payments in the year	(8,632)	(6,677)	(271)	(436)
Provision made in the year	-	-	50	156
Balance at the end of the year	14,358	14,765	220	441

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and where it is probable that the Group is required to settle the obligation, and the obligation can be reliably estimated. Provisions are measured at the present value of expenditure expected at settlement.

Employee benefits

Employee entitlements to annual and long service leave have been provided for based on amounts expected to be paid when the leave entitlements are used.

Annual leave and long service leave that are not expected to be settled wholly within twelve months have been measured at the present value of the estimated future cash outflows. Expected future payments are discounted using interest rates attaching to high quality corporate bonds with terms to maturity that match, as closely as possible, the estimated future cash outflows.

Employee liabilities other than annual leave and long service leave are included in other payables.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

4 Capital Management

This section provides information relating to the Group's capital structure and its exposure to financial risks, how they affect the Group's financial position and performance, and how the risks are managed.

The Group's capital management strategy aims to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Group monitors capital on the basis of the gearing ratio and key banking covenants.

The capital structure of the Group is reviewed on an ongoing basis and considers the allocation and type of capital and the associated risks and returns.

4.1 CASH AND CASH EQUIVALENTS

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Cash on hand	-	5	-	-
Bank balances	160,543	157,750	580	74
Short-term deposits	253	242	-	-
	160,796	157,997	580	74

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 subject to an insignificant risk of changes in value. Cash and cash equivalents is controlled by the Group and the contractual rights transfer to the Company substantially all of the benefits and risks of ownership.

Cash at bank and short term deposits earn interest at floating rates with the floating interest rates for the year for cash at bank at an average interest rate of 0.60% (2021: 0.28%). Short-term deposits have an average maturity of 90 days (2021: 90 days) and are highly liquid.

Cash and cash equivalents held in trust and not recognised in the Statement of Financial Position

Pursuant to contractual arrangements with clients, GRS administers cash flows on behalf of clients as part of the remuneration benefits administration service. Cash held in trust for clients are therefore not available for use in the Group's operations. For some clients, cash is held in bank accounts specified in their name and other client monies are held in bank accounts specially designated as monies in trust for clients. All client monies are segregated from the Group's own cash and not included in the Consolidated Statement of Financial Position. At reporting date, the balance of monies held in bank accounts in trust for clients representing all client contributions to operate their accounts were as follows:

	Consolidated Group		Consolidated Group	
	2022		2021	
	Average interest rate %	\$'000	Average interest rate %	\$'000
Client monies in trust, accruing to the Group	0.40%	418,944	0.51%	435,376
Client monies in trust, accruing to clients	0.32%	20,750	0.49%	23,828
		439,694		459,204

The parent entity does not hold any client monies.

Pursuant to contractual agreement with clients, the Group received the following interest for managing client monies and as part of the administration service fees at an average interest rate of 0.40% (2021: 0.51%). Interest received is recognised within Remuneration Services revenue from contracts with customers.

	Consolidated Group	
	2022 \$'000	2021 \$'000
Interest received on client monies in trust	1,560	2,283

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Cash Flow Information

Reconciliation of cash flow from operations with profit / (loss) from operating activities after-tax	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Profit / (loss) for the year	70,349	61,065	47,440	173,638
Non-cash flows in profit / (loss) from operating activities				
Amortisation	2,431	10,231	-	-
ROU assets depreciation	6,498	6,594	-	-
Impairment	6,028	16,790	-	5,541
Gain on previously held equity interest	-	(1,805)	-	-
(Gain) loss on disposal of subsidiary	1,221	(305)	-	-
Depreciation	60,107	50,289	-	-
Loss allowance / (gain)		(417)	-	-
Share-based expense	1,607	1,101	1,607	1,101
Other	(253)	(833)	-	(52,640)
Changes in assets and liabilities, net of the effects of purchase of subsidiaries				
Decrease / (increase) in trade receivables and other assets	766	22,165	(355)	(104,736)
Decrease in finance lease receivables principle repayments and disposals	22,393	25,668	-	-
Increase in assets under lease	(55,679)	(76,942)	-	-
Decrease in written down value of assets sold	40,203	70,419	-	-
(Decrease) / increase in trade payables and accruals	(24,635)	(3,658)	(120)	377
(Decrease) / increase in income taxes payable	(2,933)	(1,428)	82	(609)
Decrease / (increase) in deferred taxes	19,227	7,332	(551)	128
(Decrease) / Increase in unearned revenue	(4,021)	9,639	-	-
Decrease / (increase) in provisions and accruals	(23,364)	(940)	-	-
Net cash from operating activities	119,945	194,965	48,103	22,800

Cash from operating activities

Cash flows other than investing or financing are classified as cash from operating activities. As the AM segment provides operating and finance leases for motor vehicles and equipment, the cash outflows to acquire the lease assets as well as interest received and interest paid are classified as operating cash outflows.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Net debt reconciliation

A summary of the movement in borrowings (excluding capitalised borrowing costs) affecting financing cash flows during the year is provided below:

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Financing cash flow from liabilities				
Borrowings (excluding capitalised borrowing costs)	167,967	176,808	-	9,752
Payable due to wholly owned entities	-	-	25,576	11,410
Financing liabilities	167,967	176,808	25,576	21,162
Movements during the year				
Liabilities at the start of the period	176,808	265,381	21,162	130,234
Cash flows relating to borrowings	(16,203)	(90,278)	(9,752)	(5,124)
Cash flows relating to payables due to wholly owned entities	-	-	13,013	7,022
Non-cash settlement of payables due to wholly owned entities	9,711	-	1,153	(58,330)
Related party loan forgiveness	-	-	-	(52,640)
Foreign exchange adjustments	(2,349)	1,705	-	-
Liabilities at the end of the period	167,967	176,808	25,576	21,162

4.2 BORROWINGS

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Current				
Bank loans – at amortised cost	15,851	23,886	-	5,761
Non-current				
Bank loans – at amortised cost	142,222	152,444	-	3,991
Other external loans payable	9,711	-	-	-
Total bank loans	167,784	176,330	-	9,752

Borrowings are initially recorded at fair value, net of transaction costs and subsequently measured at amortised cost using the effective interest rate method. The effective interest rate method exactly discounts the estimated cash flows through the expected life of the borrowing. Transaction costs comprise fees paid for the establishment of loan facilities and are amortised over the term of the borrowing facilities.

The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. The fair value of current borrowings approximates the carrying amount, as the impact of discounting is not significant.

Other external loans payable relates to the promissory note payable to Davantage Group Pty Ltd as a result of the conversion of the amount payable to wholly owned entities of the Group upon disposal of the subsidiary (refer Note 6.1). The loan has been discounted to present value based on an average interest rate of 1.86%.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Security and financial covenants

The parent entity guarantees all bank loans of subsidiaries in the Group, totalling \$167,601,000 (2021: \$167,056,000).

Fixed and floating charges are provided by the Group in respect to financing facilities provided by its syndicate of financiers.

The assets identified in Note 3.4 form part of the security.

Loans are also secured by the following financial undertakings from all entities in the Group:	<ul style="list-style-type: none">> Negative pledge that imposes certain covenants including a restriction to provide other security over its assets, cap on its maximum finance debt, acquire assets which are non-core business to the Group, not to dispose of a substantial part of its business and reduction of its capital;> Maintenance of certain financial thresholds for shareholders' equity, gearing ratio and fleet asset portfolio performance; and> Various business parameters of the Interleasing Group and Maxxia Finance Ltd.
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The Group operated with significant headroom against all of its borrowing covenants at all times.

The Groups' gearing ratio was 17% (2021: 20%) calculated as net debt of \$58,052,000 (2021: \$67,208,000) divided by total debt and equity of \$347,183,000 (2021: \$336,403,000).

4.3 FINANCIAL RISK MANAGEMENT

We proactively manage the risks facing the business, this includes the early identification and assessment of risks, the implementation of controls and the active monitoring and reporting of risks. Our approach to risk management, underpinned by the Group's risk management policy and framework, and overseen by the Audit, Risk and Compliance Committee, is embedded in our culture and reflected in our decision making.

Senior Executives identify and/or review key risks as part of our normal business activities, and formally at least quarterly. The results of these reviews are recorded in the MMS risks register, which is used by the Management Risk and Compliance Committee and key risks within the risk register are reported to the Board Audit, Risk and Compliance Committee (ARCC) for monitoring.

Financial risks of the Group are monitored by the Board through:	<ul style="list-style-type: none">> ARCC obtains management confirmation of adherence with the Risk Management Policy and Framework;> regular reporting of compliance with, and/or breaches of, the Risk Appetite Statement;> monthly board meetings which include financial and operational reports from senior management;> regular reports from the ARCC; and> discussions with senior management.
Other monitoring occurs through:	<ul style="list-style-type: none">> dedicated Group Risk Manager responsible for overall monitoring and reporting of financial risks;> a risk report is presented to the ARCC at least four times per year; and> Credit and Interest Committees which oversee Group credit risk, liquidity risk and interest rate risk with reporting provided to the Board.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

In the normal course of business, the Group is exposed to various risks as set out below:

Risk	Exposure	Response
Liquidity risk	<p>Risk that the Group will not be able to meet its financial obligations as they fall due.</p> <p>The AM businesses borrowings exposes the Group to potential mismatches between the refinancing of its assets and liabilities.</p>	<p>Maintain continuity and flexibility of funding through the use of committed revolving bank club facilities based on common terms, asset subordination and surplus cash to match asset and liability requirements.</p> <p>Ensure there is sufficient liquidity through access to committed available funds to meet at least twelve months of average net asset funding requirements augmented with uncommitted P&A facilities. This level is expected to cover any short-term financial market constraint for funds.</p> <p>The Group monitors daily operating cash flows and forecast cash flows for a twelve month period. Significant cash deposits have been maintained which enable the Group to settle obligations as they fall due without the need for short term financing facilities.</p>
Credit risk	<p>Risk of financial loss if a customer or counter-party to a financial instrument fails to meet its contractual obligations.</p> <p>Exposure to credit risk is through the receivables' balances, customer leasing commitments, deposits with banks and counterparty risks associated with interest and currency swaps.</p>	<p>For deposits with banks, only independently rated institutions with upper investment-grade ratings are used, in accordance with the Board approved Investment Policy.</p> <p>Leasing credit risk is managed pursuant to the Board approved Credit Policy. The policy is reviewed annually and prescribes minimum criteria in the credit assessment process that includes the credit risk rating of the customer, concentration risk parameters, type and intended use of the asset and the value of the exposure.</p> <p>A two-tiered Credit Committee structure is in place to stratify credit applications for assessment; a Local Credit Committee and an Executive Credit Committee reviewing applications based on volume, nature and value of the application.</p> <p>The Board receives a monthly report from the Credit Committee and periodically reviews concentration limits that effectively spread the risks as widely as possible across asset classes, client base, industries, regions and asset manufacturers.</p> <p>Credit risk concentration is spread through exposure to individual customers, industry sectors, asset types, asset manufacturers or regions.</p> <p>Where customers are independently rated, these ratings are taken into account. If there is no independent official rating, the credit quality is assessed using the Group's internal risk rating tool, taking into account information from an independent national credit bureau, its financial position, business segment, past experience and other factors using an application scorecard or other risk-assessment tools.</p> <p>Collateral is obtained where appropriate, to mitigate the risk of financial loss from defaults. Debtor ageing and the provision for impairment is reviewed monthly by the Board.</p>
Market risk <i>Interest rate risk</i>	<p>Movements in interest rates could directly affect the margins from existing contracts and the pricing of new contracts for assets leased and income earned from surplus cash.</p> <p>Borrowings issued at variable rates expose the Group to repricing interest rate risk.</p>	<p>Treasury and pricing policies aim to minimise mismatches between the amortised value of lease contracts and the sources of financing to mitigate repricing and basis risk. Mismatch and funding graphs including sensitivity analysis, are reported monthly to the Board.</p> <p>The Group has entered into interest rate swaps with counterparties rated as AA- by Standard & Poor's to exchange, at specified periods, the difference between fixed and variable rate interest amounts calculated on contracted notional principal amounts.</p> <p>Swaps are designated to hedge underlying borrowing obligations and match the interest-repricing profile of the lease portfolio in order to preserve the contracted net interest margin.</p>

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Risk	Exposure	Response
<i>Foreign currency risk</i>	Foreign currency risk arises from holding financial instruments that are denominated in a currency other than the functional currency in which they are measured. This includes the Group's inter-company receivables and payables which do not form part of the net investment in the UK and New Zealand entities.	<p>Translation related risks from financial and non-financial items of the UK and New Zealand entities do not form part of the Group's risk exposure given these entities are part of longer term investments and consequently, their sensitivity to foreign currency movements are not measured.</p> <p>The Group's transactions are predominantly denominated in Australian dollars which is the predominant functional currency and the presentation currency of the Group.</p>
Asset risk	<p>Asset risk is mainly from the residual value of assets under lease and the tyre and maintenance obligations to meet claims for these services sold to customers. Residual value is an estimate of the value of an asset at the end of the lease. The estimate is formed at the inception of the lease and any subsequent impairment, exposes the Group to potential loss from resale if the market price is lower than the value as recognised.</p> <p>Risk relating to tyre and maintenance services arises where the costs to meet customer claims over the contracted period exceed estimates made at inception.</p>	<p>Continuous review of the portfolio's residual values via a Residual Value Committee comprising experienced senior staff with a balance of disciplines and responsibilities, who measure and report all matters of risk that could potentially affect residual values and maintenance costs and matters that can mitigate the Group from these exposures.</p> <p>The asset risk policy sets out a framework to measure and factor into their assessment such critical variables as used car market dynamics, economic conditions, government policies, the credit market and the condition of assets under lease.</p>

(a) Liquidity risk

Financing arrangements

Committed borrowing facilities for the AM and GRS segments to finance their fleet management portfolio and other borrowing requirements not used to finance the fleet management portfolio are as follows:

Borrowing facilities in local currency (AUD '000)	2022			2021		
	Facility	Used	Unused	Facility	Used	Unused
AM borrowing facilities	204,945	158,256	46,689	251,834	160,761	91,073
Warehouse borrowing facilities	100,000	-	100,000	-	-	-
Other borrowing facilities	-	-	-	16,047	16,047	-
Total Borrowings¹	304,945	158,256	146,689	267,881	176,808	91,073

¹ Borrowings do not include capitalised borrowing costs of \$183,000 (2021: \$478,000)

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Details of the fleet management portfolio facilities in local currency are as follows:

AM secured bank borrowings (excluding borrowing costs)	Maturity dates	2022			2021		
		Facility	Used	Unused	Facility	Used	Unused
AUD'000 ¹	31/03/2023	-	-	-	75,000	45,800	29,200
AUD'000 ¹	31/03/2024	58,000	58,000	-	58,000	48,000	10,000
AUD'000 ¹	31/03/2025	95,000	57,600	37,400	20,000	5,300	14,700
AUD'000 ³	05/02/2026	100,000	-	100,000	-	-	-
NZD'000 ¹	31/03/2023	-	-	-	11,000	6,600	4,400
NZD'000 ¹	31/03/2024	29,000	23,100	5,900	29,000	23,100	5,900
NZD'000 ¹	31/03/2025	11,000	6,600	4,400	-	-	-
GBP'000 ¹	31/03/2023	-	-	-	15,000	-	15,000
GBP'000 ²	31/03/2023	9,000	9,000	-	18,500	18,500	-

1 AM Revolving facility

2 AM Amortising facility

3 Onboard Warehouse Trust 2021-1 facility

Revolving facilities above have been provided by a financing club of three major Australian banks operating under common terms and conditions. Borrowings are denominated in the local currency of the principal geographical markets to remove associated foreign currency cash flow exposure.

The borrowing facilities are further augmented by P&A facilities of \$194.0million (\$90.2 million utilised) and associated residual value facilities totalling \$123.0 million (\$59.7m million utilised). The Group carries a residual value exposure in relation to some P&A facilities that revert the lease asset to the Group at the termination of the lease. The residual value was assessed at the lower of book value and estimated disposal value resulting in a provision for loss in value of \$0.7 million for assets identified to be possibly below book value.

The Group believes that the balanced arrangement of internal funded fleet assets and the use of P&A facilities improves liquidity, provides funding diversification and helps to optimise capital management.

The other facilities are borrowed in local currency as follows:

Secured bank borrowings (excluding borrowing costs)	Maturity dates	2022			2021		
		Facility	Used	Unused	Facility	Used	Unused
AUD'000	31/12/2022	-	-	-	5,739	5,739	-
AUD'000	29/09/2022	-	-	-	4,013	4,013	-
GBP'000	30/06/2023	-	-	-	3,422	3,422	-

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Maturities of financial liabilities

The table below summarises the maturity profile of the Group and the parent entity's financial liabilities based on undiscounted contractual payments at the expected settlement dates. Contracted payments are based on amounts brought to account on the Statement of Financial Position and property lease commitments not brought to account.

Consolidated Group – at 30 June 2022: Contractual maturities of financial liabilities	Less than 6 months \$'000	6–12 months \$'000	1–2 years \$'000	2–5 years \$'000	Over 5 years \$'000	Total contractual cash flows \$'000	Carrying amount / liabilities \$'000
Trade payables	18,282	-	-	-	-	18,282	18,282
Other creditors and liabilities	32,494	6,582	-	-	-	39,076	40,271
Lease liabilities	4,488	4,185	7,881	19,989	32,389	68,932	51,064
Borrowings	9,748	10,150	82,387	64,367	-	166,652	167,967
	65,012	20,917	90,268	84,356	32,389	292,942	277,584

Consolidated Group – at 30 June 2021: Contractual maturities of financial liabilities	Less than 6 months \$'000	6–12 months \$'000	1–2 years \$'000	2–5 years \$'000	Over 5 years \$'000	Total contractual cash flows \$'000	Carrying amount / liabilities \$'000
Trade payables	30,458	-	-	-	-	30,458	30,458
Other creditors and liabilities	78,709	6,640	-	-	-	85,349	86,833
Lease liabilities	4,488	4,185	7,881	19,989	32,389	68,932	48,875
Borrowings	14,002	14,231	77,666	75,596	-	181,495	176,808
	127,657	25,056	85,547	95,585	32,389	366,234	342,974

Parent – at 30 June 2022: Contractual maturities of financial liabilities	Less than 6 months \$'000	6–12 months \$'000	1–2 years \$'000	2–5 years \$'000	Over 5 years \$'000	Total contractual cash flows \$'000	Carrying amount (assets) / liabilities \$'000
Amounts payable to wholly owned entities and other payables	25,942	-	-	-	-	25,942	25,942
Financial guarantee contracts	9,748	10,150	82,387	64,367	-	166,652	-
	35,690	10,150	82,387	64,367	-	192,594	25,942

Parent – at 30 June 2021: Contractual maturities of financial liabilities	Less than 6 months \$'000	6–12 months \$'000	1–2 years \$'000	2–5 years \$'000	Over 5 years \$'000	Total contractual cash flows \$'000	Carrying amount (assets) / liabilities \$'000
Amounts payable to wholly owned entities and other payables	12,372	-	-	-	-	12,372	12,372
Borrowings	2,939	2,919	4,009	-	-	9,867	9,752
Financial guarantee contracts	11,063	11,312	73,657	75,596	-	171,628	-
	26,374	14,231	77,666	75,596	-	193,867	22,124

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

(b) Credit risk

The following carrying amount of financial assets represent the maximum credit exposure at reporting date.

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Trade and other receivables	35,267	40,975	498	481
Deposits with banks	160,796	157,997	580	74
Finance lease receivables	28,140	51,248	-	-
Operating lease assets	223,667	210,318	-	-
	447,870	460,538	1,078	555

Operating lease assets represent future lease rentals not yet invoiced which are secured against underlying assets.

Impairment of trade receivables and finance lease receivables



Key judgement: Impairment of financial assets

Finance lease, trade and other receivables are assessed for impairment at the end of each reporting period on an expected credit loss (ECL) basis. The Group applies the AASB 9 simplified model of recognising lifetime expected credit losses for all receivables as these items do not have a significant financing component. In measuring the expected credit losses, the trade receivables and finance lease receivables have been grouped based on substantially shared credit risk characteristics.

ECL for finance lease receivables includes the inherent risk attached to the credit assessment of each customer, estimate of customer default risk, environment and inventory risk and other factors affecting recoverability. COVID-19 affected the credit quality of many customers at varying levels.

Recoverability of trade receivables is reviewed on an ongoing basis. The expected loss rate for trade receivables is based on the credit loss history on sales over the previous 36 months and adjusted for forward looking factors.

Impairment of financial assets is most sensitive to the failure of a significant customer.

Trade receivables

The loss allowance for trade receivables have been estimated as follows:

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Expected loss rate	2.96%	2.62%	-	-
Gross carrying amount	33,042	35,224	-	-
Loss allowance	978	924	-	-
Specific loss allowance	284	284	-	-
Total loss allowance	1,262	1,208	-	-

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Ageing and expected credit loss of trade receivables	2022			2021		
	Total \$'000	Loss allowance \$'000	Amount not impaired \$'000	Total \$'000	Loss allowance \$'000	Amount not impaired \$'000
Not past due	28,154	(1,058)	27,096	29,060	(803)	28,257
Past due 30 days	1,428	(56)	1,372	2,806	(48)	2,758
Past due 31-60 days	568	(23)	545	1,324	(33)	1,291
Past due 61-90 days	279	(12)	267	403	(15)	388
Past due >90 days	2,614	(113)	2,501	1,631	(309)	1,322
	33,043	(1,262)	31,781	35,224	(1,208)	34,016

The Group's maximum exposure to credit risk at reporting date by geographic region is predominantly in Australia, New Zealand and the UK based on the location of originating transactions and economic activity.

Finance lease receivables

The finance lease receivables loss provision and movements during the year is set out below:

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Balance at start of year	747	1,139	-	-
Expected loss allowance	(534)	(337)	-	-
Loss allowance discharged	-	(80)	-	-
Changes in foreign currency	(4)	25	-	-
Balance at end of year	209	747	-	-
Expected credit loss provision	209	629	-	-
Specific provision	-	118	-	-
	209	747	-	-

The expected credit loss rate is calculated using the credit management system's default rate assigned for each customer adjusted by the expected recoverable rate plus deflators for duration and other economic or business environmental factors.

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2021 \$'000	2021 \$'000
Expected credit loss rate	0.73%	1.18%	-	-
Gross carrying amount	28,672	53,323	-	-
Loss allowance	209	629	-	-

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

(c) Market risk

Interest rate risk

At reporting date, the Group had the following variable rate borrowings under long-term facilities attributable to the AM business and other loan facilities drawn on.

	2022		2021	
	Borrowings \$'000	Weighted average interest rate %	Borrowings \$'000	Weighted average interest rate %
AUD'000	115,600	2.76%	108,852	1.20%
NZD'000	29,700	3.48%	29,700	1.57%
GBP'000	9,000	3.02%	21,922	1.46%
Total AUD '000	158,073	2.91%	176,808	1.31%

The weighted average interest rate on borrowings is used as an input to asset repricing decisions for geographical markets operated in. Analysis of maturities is provided in Note 4.3(a).

Borrowings for the AM business of \$157,440,000 (2021: \$125,668,000) were covered by interest rate swaps at a fixed rate of interest of 2.32% (2021: 1.72%).

Interest rate risk also arises from cash at bank and deposits, which are at floating interest rates.

At reporting date, the Group had the following variable rate financial assets and liabilities outstanding:

	2022 \$'000	2021 \$'000
Cash and deposits	160,796	157,997
Bank loans ¹	(158,073)	(176,808)
Interest rate swaps (notional amounts)	157,441	125,668
Net exposure to cash flow interest rate risk	160,164	106,857

¹ Excluding capitalised borrowing costs of \$183,000 (2021: \$478,000) for AM.

Sensitivity analysis – floating interest rates:

If the Australian interest rate weakened or strengthened by 25 basis points, being the Group's view of possible fluctuation, and all other variables were held constant, the Group's post-tax profit for the year would have been \$721,000 (2021: \$947,000) higher or lower and the parent entity \$26,000 (2021: \$17,000) higher or lower, depending on which way the interest rates moved based on the balances at reporting date.

(d) Asset risk

The portfolio of motor vehicles under operating lease and the residual value of assets under P&A and other facilities of \$317,766,000 (2021: \$327,180,000) included a residual value provision of \$4,239,000 (2021: \$5,071,000). Refer to Note 3.4 for further details.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

4.4 FINANCIAL INSTRUMENTS

Fair value measurement

The fair value of financial assets and financial liabilities is estimated for recognition and measurement for disclosure purposes.

The below table is an analysis of financial instruments that are measured at fair value on a recurring basis subsequent to initial recognition, grouped into the following three levels based on the degree to which the fair value is observable.

Level 1	Derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2	Derived from inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3	Derived from inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial asset/ (financial liability)	Fair value at			Valuation technique and key input
	2022 \$'000	2021 \$'000	Fair value hierarchy	
Interest rate swaps	2,931	(213)	2	Discounted cash flow using estimated future cash flows based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted to reflect the credit risk of various counterparties.

Except as detailed above and in Note 3.3, the carrying amounts of financial assets and financial liabilities recognised approximate their fair values. The fair value of borrowings is not materially different to their carrying amounts since the interest payable is close to market rates. The carrying amount of cash, trade and other receivables, trade and other payables are assumed to be the same as their fair values, due to their short term nature.

Derivative financial instruments

In accordance with the Group's treasury policy, derivative interest rate products entered into include interest rate swaps, forward rate agreements and options as cash flow hedges to mitigate both current and future interest rate volatility that may arise from changes in the fair value of its borrowings.

Hedge accounting

Where the Group undertakes a hedge transaction it documents at inception of the transaction the type of hedge, the relationship between the hedging instruments and hedged items and its risk management objective and strategy. The documentation also demonstrates, both at hedge inception and on an ongoing basis that the hedge has been, and is expected to continue to be, highly effective.

The Group uses derivative financial instruments for cash flow hedging purposes and designates them as such.

Cash flow hedge	Derivatives or other financial instruments that hedge the exposure to variability in cash flows from external borrowings that are priced using variable interest rates. Cash flows hedges are used to manage interest rate exposure to interest rate volatility and its impact on leasing product margins. This process seeks to have more control in balancing the spread between interest rates charged on lease contracts and interest rates and the level of borrowings assumed in its financing as required.
Recognition date	Inception
Measurement	Fair value
Changes in fair value	Any gains or losses arising from changes in the fair value of the hedge contracts are taken to other comprehensive income (OCI) to the extent of the effective portion of the cash flow hedge and the ineffective portion recognised in the Statement of Profit or Loss. These gains or losses in OCI are accumulated in a component in equity and are re-classified to the Statement of Profit or Loss to match the timing and relationship with the amount that the derivative instruments was intended to hedge.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

4.5 ISSUED CAPITAL

Share capital – Group and Parent

There was no change to the number of shares on issue or ordinary share value during FY22.

Movements in share capital:

	Number of shares	Issue price	Ordinary shares \$'000
Shares issued at 1 July 2021	77,381,107		76,419
Treasury shares acquired on-market	(16,899)		(162)
Shares held by external shareholders at the beginning of the year	77,364,208		76,257
Treasury shares distributed in the year on the exercise of employee rights	16,899		-
Shares held by external shareholders at 30 June 2021	77,381,107		76,257
Shares held by external shareholders at 30 June 2022	77,381,107		76,257

Ordinary shares and premiums received on issue of options are classified as issued capital.

Costs attributable to the issue of new shares or options are deducted from the equity proceeds, net of any income tax benefit, except with the acquisition of a business which are included as part of the business combination.

Shares purchased by the Company or any entity in the Group are classified as treasury shares and the incremental cost of acquiring those shares are deducted from share capital.

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of members' shares held. At members' meetings, each fully paid ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Treasury shares

The Group maintains the McMillan Shakespeare Limited Employee Share Plan Trust (EST) to facilitate the distribution of McMillan Shakespeare Limited shares under the Group's Long Term Incentive Plan (LTIP). The EST is controlled by McMillan Shakespeare Limited and forms part of the Group.

Treasury shares are shares in McMillan Shakespeare Limited that are held by the EST for the purpose of issuing shares under the McMillan Shakespeare Limited LTIP. Treasury shares are deducted from issued shares to show the number of issued shares held by external shareholders.

Options

At 30 June 2022, there were nil (2021: 12,500) unissued ordinary shares for which options were outstanding. In FY21 they were exercisable at an average price of \$13.45. Details relating to options issued, exercised and lapsed during the year and options outstanding at the end of the year is set out in Note 5.1.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

4.6 DIVIDENDS

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Final fully-franked ordinary dividend for the year ended 30 June 2021 of \$0.311 (2020: Nil) per share franked at the tax rate of 30% (2020: Nil)	24,065	-	24,065	-
Interim fully-franked ordinary dividend for the year ended 30 June 2022 of \$0.34 (2021: \$0.302) per share franked at the tax rate of 30% (2021: 30%)	26,310	23,369	26,310	23,369
	50,375	23,369	50,375	23,369
Franking credits available for subsequent financial years based on a tax rate of 30% (2020 – 30%)	111,500	112,284	111,500	112,284

Dividends are brought to account when declared and appropriately authorised before the end of the financial year but not distributed at reporting date.

The consolidated amounts include franking credits that would be available to the parent entity if distributable profits of subsidiaries were paid as dividends.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

5 Employee Remuneration and Benefits

5.1 SHARE-BASED PAYMENTS

The Company operates a LTIP for certain executives and employees under the McMillan Shakespeare Limited Employee Share Plan. The Company issues Performance Rights annually with a three-year vesting period. The issuance to the previous Managing Director was granted on 22 November 2021 following shareholder approval on that day.

No executive can enter into a transaction that is designed or intended to hedge the exposure. Executives are required to provide declarations to the Board on their compliance with this policy regularly.

Voluntary Options

Voluntary options allow the participant to acquire a fully paid ordinary share in the Company by the payment of the exercise price at the exercise date. Entitlement to exercise is not contingent upon continued employment with the Company nor are there performance hurdles. Voluntary Options are offered to certain executives for an additional opportunity to invest in the Company, who can acquire for a consideration up to a maximum of \$20,000. Consideration was set at a 25% discount to the face value of the option at the date of grant. However, if the participant leaves employment before vesting date, the participant will forfeit 25% of their entitlement for \$1 (the amount forfeited being equal to the 25% discount to the face value that applied to the consideration price of the option at the date of the conditional offer and acceptance).

Performance Rights

A Performance Right is an entitlement to acquire a fully paid ordinary share in the Company for Nil consideration at grant for conversion to a share, subject to the achievement of performance hurdles and service conditions being satisfied. Performance Rights carry no dividend or voting rights.

Performance hurdles and vesting entitlements

Refer page 27 for details of the terms and conditions for Performance Rights issued in the year.

Recognition and measurement

The Performance Options and Rights are accounted for as equity-settled share-based payments and recognised at the fair value at grant date as an employee benefit expense over the period from issue date to vesting date with a corresponding increase in equity (share-based payment reserve). Fair value is determined using a Black-Scholes pricing model and incorporates market conditions and does not include any conditions that are not market based. The cumulative expense recognised is adjusted to reflect the Directors' best estimate of the number of rights that will ultimately vest based on the vesting conditions attached to the rights, such as the employees having to remain with the Group until vesting date, or such that employees are required to meet financial targets. No expense is recognised for rights that do not ultimately vest.

Voluntary Options

Consolidated Group and parent entity – 2022

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Exercised or sold during the year	Forfeited during the year	Balance at end of the year	Exercisable at end of the year
3 July 2017	30 September 2021		12,500	-	-	(12,500)	-	-
Weighted average exercise price		\$13.45	-	-	\$13.45	-	-	\$13.45

Voluntary Options

Consolidated Group and parent entity – 2021

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Exercised or sold during the year	Forfeited during the year	Balance at end of the year	Exercisable at end of the year
3 July 2017	30 September 2020	\$13.45	8,979	-	-	(8,979)	-	-
3 July 2017	30 September 2021	\$13.45	12,500	-	-	-	12,500	12,500
			21,479	-	-	(8,979)	12,500	12,500
Weighted average exercise price		\$13.45	\$13.45	-	-	\$13.45	\$13.45	\$13.45

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Rights

Set out below is a summary of Performance Rights granted under the Plan:

2022		Balance at the start of the year	Granted during the year	Distributed during the year	Forfeited during the year ¹	Balance at end of the year	Exercisable at end of the year
Grant	Exercise date ¹						
1 July 2019	30 September 2022	135,200	-	-	(39,477)	95,723	-
22 October 2019	30 September 2022	38,047	-	-	-	38,047	-
20 October 2020	30 September 2023	93,387	-	-	(12,115)	81,272	-
30 October 2020	30 September 2023	386,670	-	-	(98,292)	288,378	-
15 October 2021	30 September 2024	-	71,731	-	(29,628)	42,103	-
22 November 2021	30 September 2024	-	297,507	-	(14,440)	283,067	-
		653,304	369,238	-	(193,952)	828,590	-

2021		Balance at the start of the year	Granted during the year	Distributed during the year	Forfeited during the year ¹	Balance at end of the year	Exercisable at end of the year
Grant	Exercise date ¹						
3 July 2018	30 September 2021	83,978	-	-	(83,978)	-	-
23 October 2018	30 September 2021	18,937	-	-	(18,937)	-	-
1 July 2019	30 September 2022	277,513	-	-	(142,313)	135,200	-
22 October 2019	30 September 2022	69,178	-	-	(31,131)	38,047	-
18 December 2019	31 October 2020	16,899	-	(16,899)	-	-	-
20 October 2020	30 September 2023	-	103,763	-	(10,376)	93,387	-
30 October 2020	30 September 2023	-	429,633	-	(42,963)	386,670	-
		466,505	533,396	(16,899)	(329,698)	653,304	-

¹ The first available exercise date is the date that the Company's financial statements for the respective years are lodged with ASX. For the purpose of this summary it is assumed to be 30 September of that year.

Fair value of Performance Rights granted

The fair value at grant date was estimated by discounting the Company's share price at this date by the dividend yield of the Company as follows:

Grant	Share price at grant date	Expected life (years)	Expected dividend yield	Fair value
15 October 2021	\$14.52	3.0	4.2%	\$12.82
22 November 2021	\$13.18	2.9	4.6%	\$11.54

Expenses arising from share-based payment transactions

	Consolidated Group		Parent Entity	
	2022 \$	2021 \$	2022 \$	2021 \$
Voluntary Options issued under the LTIP	-	1,607	-	-
Performance Rights issued under the LTIP	1,605,688	1,099,680	-	-
	1,605,688	1,101,287	-	-

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

5.2 KEY MANAGEMENT PERSONNEL COMPENSATION

	Consolidated Group		Parent Entity	
	2022 \$	2021 \$	2022 \$	2021 \$
Short-term employment benefits	2,329,448	3,249,595	1,720,753	2,155,883
Post-employment benefits	130,017	149,443	106,449	111,896
Long-term employment benefits	25,219	(63,529)	14,942	(81,581)
Share-based payments	573,198	406,980	402,368	380,509
	3,057,882	3,742,489	2,244,512	2,566,707

Geoffrey Kruyt, Chief Operating Officer, resigned on 10 June 2021 and ceased to be a KMP at this date.

5.3 OTHER EMPLOYEE BENEFITS

Bonuses

A liability for employee benefits in the form of bonuses is recognised in employee benefits. This liability is based upon pre-determined plans tailored for each participating employee measured on an ongoing basis and is dependent on the outcomes for each participating employee.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

6 Group Structure

6.1 BUSINESS COMBINATIONS

Business combinations are accounted for on the date on which control is transferred to the Group. Cost is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange. Transaction costs, other than those associated with the issue of debt or equity instruments that the Group incurs in connection with a business combination, are expensed as incurred.

Upon the loss of control, the Group de-recognises the assets and liabilities of the subsidiary, non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the profit or loss.

Non-controlling interests are measured at their proportionate share of the subsidiaries' net assets.

Acquisition of Plan Tracker

On 1 July 2021, the Group acquired 100% of the equity instruments of Plan Tracker Pty Ltd ("Plan Tracker") thereby obtaining control. Plan Tracker is a well-established New South Wales (NSW) based national plan management provider with a footprint in NSW, Queensland, South Australia and Western Australia.

Consideration transferred

Consideration transferred for the acquisition is summarised as follows:

	2022 \$'000
Cash consideration	11,000
Total consideration transferred	11,000

Reconciliation of consideration to cash flow

	2022 \$'000
Cash consideration	11,000
Cash acquired	(264)
Net cash outflow in period	10,736

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Assets acquired and liabilities assumed at the date of acquisition

Fair Value at acquisition date	2022 \$'000
Cash and cash equivalents	264
Trade and other receivables, and prepayments	175
Current tax receivable	63
Property, plant and equipment	77
Right-of-use assets	97
Intangible assets	5,064
Deferred tax assets	55
Assets acquired	5,795
Trade payables and accrued expenses	388
Provisions	117
Lease liabilities	99
Deferred tax liabilities	1,406
Liabilities assumed	2,010
Identifiable net assets acquired	3,785
Goodwill	7,215
Consideration	11,000

Goodwill of \$7,215,000 primarily represents growth expectations, future profitability, the skill and expertise of Plan Tracker's workforce and expected cost synergies. Goodwill has been allocated to the Plan Tracker CGU and none of the goodwill is expected to be tax deductible. Acquisition-related expenses of \$955,094 have been incurred and expensed on consolidation and included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the period within 'Other operating expenses'.

Impact of acquisition on the results of the Group

The Consolidated Statement of Profit or Loss for the period includes a full 12 months of results as the acquisition was effective 1 July 2021.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Disposal of Davantage Group

On 30 September 2021, the Group disposed of its 100% equity interest in its subsidiaries Davantage Group Pty Ltd and Presidian Management Services Pty Ltd ("RFS Retail business"). At the date of disposal, the carrying amounts of the RFS Retail business' net assets were as follows:

	2022 \$'000
Current assets	
Cash and cash equivalents	20,140
Trade and other receivables	2,074
Promissory note receivable ¹	9,576
Current tax receivable	266
Prepayments	26
Deferred acquisition costs	5,156
Total current assets	37,238
Non-current assets	
Property, plant and equipment	69
Right-of-use assets	51
Intangible assets	283
Deferred tax assets	231
Deferred acquisition costs	6,933
Total non-current assets	7,567
Total assets	44,805
Current liabilities	
Trade and other payables	84
Provisions	833
Unearned premium liability	19,349
Lease liabilities	65
Total current liabilities	20,331
Non-current liabilities	
Provisions	112
Unearned premium liability	23,141
Total non-current liabilities	23,253
Total liabilities	43,584
Net assets	1,221

¹ Promissory note receivable represents the conversion of the amount receivable from wholly owned entities of the Group as at completion and is repayable by the Group to Davantage Group Pty Ltd (refer Note 4.2).

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Disposal of CLM Group

On 31 May 2022, the Group disposed of its 100% equity interest in CLM Fleet Management plc, The Car House Milton Keynes Limited, Corporate Vehicle Rentals Limited and Total Vehicle Mgt Limited.

At the date of disposal, the carrying amounts of the CLM business' net assets were as follows:

	2022 \$'000
Current assets	
Cash and cash equivalents	2,742
Trade and other receivables	3,292
Inventories	33
Total current assets	6,067
Non-current assets	
Property, plant and equipment	191
Right-of-use assets	1,827
Intangible assets	170
Total non-current assets	2,188
Total assets	8,255
Current liabilities	
Trade and other payables	2,965
Provisions	3,190
Lease liabilities	363
Total current liabilities	6,518
Lease liabilities	1,558
Total non-current liabilities	1,558
Total liabilities	8,076
Net assets	179

6.2 OTHER FINANCIAL ASSETS

Investment in subsidiaries

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Shares in subsidiaries at cost	-	-	254,822	253,303

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in the relevant notes above.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Name	Country of Incorporation and principal place of business	% Owned 2022	% Owned 2021	Principal activities
Parent entity				
McMillan Shakespeare Limited	Australia			
Subsidiaries in Group				
Maxxia Pty Limited ¹	Australia	100%	100%	Remuneration services provider
Remuneration Services (Qld) Pty Limited ¹	Australia	100%	100%	Remuneration services provider
Easilease Pty Ltd	Australia	100%	100%	Remuneration services provider
Onboard Finance Pty Ltd	Australia	100%	100%	Remuneration services provider
MaxxiMe Pty Ltd ²	Australia	100%	100%	Remuneration services provider
Interleasing (Australia) Ltd ¹	Australia	100%	100%	Asset management and services
TVPR Pty Ltd ¹	Australia	100%	100%	Asset management and services
Carila Pty Ltd ¹	Australia	100%	100%	Asset management and services
Presidian Holdings Pty Ltd	Australia	100%	100%	Retail financial services
Davantage Group Pty Ltd ²	Australia	-	100%	Retail financial services
Money Now Pty Ltd	Australia	100%	100%	Retail financial services
National Finance Choice Pty Ltd	Australia	100%	100%	Retail financial services
Franklin Finance Group Pty Ltd	Australia	100%	100%	Retail financial services
Australian Dealer Insurance Pty Ltd	Australia	100%	100%	Retail financial services
National Finance Solutions Pty Ltd	Australia	100%	100%	Retail financial services
National Insurance Choice Pty Ltd	Australia	100%	100%	Retail financial services
National Dealer Services Pty Ltd	Australia	100%	100%	Retail financial services
Motorsure Pty Ltd	Australia	100%	100%	Retail financial services
Presidian Management Services Pty Ltd ²	Australia	-	100%	Retail financial services
ADU Investments Pty Ltd	Australia	100%	100%	Retail financial services
United Financial Services Pty Ltd	Australia	100%	100%	Retail financial services
United Financial Services Network Pty Ltd	Australia	100%	100%	Retail financial services
United Financial Services (QLD) Pty Ltd	Australia	100%	100%	Retail financial services
Plan Management Partners Pty Ltd	Australia	100%	100%	Plan management services
Plan Tracker Pty Ltd ³	Australia	100%	-	Plan management services
Maxxia (UK) Limited	United Kingdom	100%	100%	Investment holding
Maxxia Finance Limited	United Kingdom	100%	100%	Asset management
CLM Fleet Management plc ⁴	United Kingdom	-	100%	Fleet management services
Anglo Scottish Asset Finance Limited	United Kingdom	100%	100%	Asset management
Capex Asset Finance Limited	United Kingdom	100%	100%	Asset management
Maxxia Ltd	United Kingdom	100%	100%	Asset management
The Car House Milton Keynes Limited ⁴	United Kingdom	-	100%	Fleet management services
Corporate Vehicle Rentals Limited ⁴	United Kingdom	-	100%	Fleet management services
Total Vehicle Mgt Limited ⁴	United Kingdom	-	100%	Fleet management services
Maxxia Limited	New Zealand	100%	100%	Dormant
Maxxia Fleet Limited	New Zealand	100%	100%	Asset management and services
Wuxi McMillan Software Co. Ltd	Peoples Republic of China	100%	100%	Software development

1 These subsidiaries have been granted relief from the necessity to prepare financial reports in accordance with ASIC Corporations (*Wholly-owned Companies*) Instrument 2016/785 issued by the Australian Securities and Investments Commission. For further information refer to Note 6.4.

2 On 30 September 2021, the Group disposed of 100% of the share capital of Davantage Group Pty Ltd and Presidian Management Services Pty Ltd (the RFS Retail business).

3 On 1 July 2021, the Group acquired 100% of the share capital of Plan Tracker Pty Ltd.

4 On 31 May 2022, the Group disposed of 100% of the share capital of CLM Fleet Management plc, The Car House Milton Keynes Limited, Corporate Vehicle Rentals Limited and Total Vehicle Mgt Limited.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Investments in subsidiaries are accounted for at cost less impairment in the individual financial statements of the parent entity, including the value of options issued by the Company on behalf of its subsidiaries in relation to employee remuneration.

The parent entity recognised impairments for its investments in United Financial Services Pty Ltd, United Financial Services Network Pty Ltd, United Financial Services (QLD) Pty Ltd and Presidian Holdings Pty Ltd of \$Nil (2021: \$5,541,000) based on the assessment of their recoverable value.

Subordinated loan receivable

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Carrying value at start of the financial year	-	-	-	-
New loans during year	-	3,520	-	-
Specific credit loss allowance	-	(3,520)	-	-
Carrying value at end of the financial year	-	-	-	-

The loan receivable is made up of advances to the joint venture with ML ("JV", refer Note 6.3) as part of the working capital facility provided pursuant to the Group's investment arrangement and formed part of the net investment in the JV. The loan was classified as a financial asset at amortised cost prior to the Group obtaining control on 31 December 2020.

During the prior period, the subordinated loan was assessed to be impaired and \$3,520,000 was expensed in the Statement of Profit and Loss.

6.3 INVESTMENT IN JOINT VENTURE

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Acquired	-	337	-	-
Share of losses after income tax	-	(337)	-	-
Carrying value at end of the financial year	-	-	-	-

Until 31 December 2020, a subsidiary had a 50% interest in ML (JV), a company resident in the UK and the principal activity of which is provider of financing solutions and associated management services on motor vehicles. Under the contractual agreement, the Group together with the joint venture partner jointly controlled the economic activities and key decisions of the JV. The arrangement required unanimous consent for key strategic, financial and operating policies that affected the Group's returns. The Group had an option to acquire the residual interest in the joint venture entity from the joint venture partner after five years from acquisition and the joint venture partner had an option to sell its interest to the Group during the same period.

The interest in the JV was equity accounted in the financial statements. The Group's share of losses exceeds its investment cost in the JV and accordingly, the excess is applied to the extent of the loan receivable from the JV that forms part of the net investment until it is reduced to zero, and thereafter the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the joint venture entity.

The Group obtained control of the JV on 31 December 2020.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

6.4 DEED OF CROSS GUARANTEE

McMillan Shakespeare Limited, Maxxia Pty Ltd and Remuneration Services (Qld) Pty Ltd are parties to a deed of cross guarantee entered into during the year ended 30 June 2009 and Interleasing (Australia) Ltd, CARILA Pty Ltd and TVPR Pty Ltd (Interleasing Group) in the year ended 30 June 2010. Under the deeds, each company guarantees the debts of the others and is relieved from the requirement to prepare a financial report and directors' report under ASIC Corporations (*Wholly-owned Companies*) Instrument 2016/785.

The above companies represent a 'Closed Group' for the purposes of the Class Order, and as there are no other parties to the Deed of Cross Guarantee that are controlled by McMillan Shakespeare Limited, they also represent the 'Extended Closed Group'.

Set out below is the financial information of the Closed Group:

Consolidated Statement of Comprehensive Income and summary of movements in consolidated retained earnings

Statement of Comprehensive Income	Consolidated Group	
	2022 \$'000	2021 \$'000
Revenue and other income	326,047	317,695
Employee and director benefits expenses	(111,523)	(94,532)
Depreciation and amortisation expenses and impairment	(54,545)	(54,256)
Leasing and vehicle management expenses	(36,287)	(36,986)
Consulting cost expenses	(7,095)	(5,190)
Marketing expenses	(7,830)	(7,056)
Property and corporate expenses	(2,565)	(2,095)
Technology and communication expenses	(14,556)	(13,182)
Finance costs	(3,390)	(5,623)
Other expenses	(1,075)	(715)
Impairment	-	(9,695)
Profit before income tax	87,181	88,365
Income tax expense	(25,426)	(29,471)
Profit / (losses) attributable to members of the parent entity	61,755	58,894
Other comprehensive income		
Other comprehensive (loss) / income for the year after-tax	-	438
Total comprehensive (loss) / income for the year	61,755	59,332
Movements in consolidated retained earnings		
Retained earnings at the beginning of the financial year	183,993	148,468
Profit / (loss) for the year	61,755	58,894
Dividends paid	(50,375)	(23,369)
Retained earnings at the end of the financial year	195,373	183,993

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

Consolidated Statement of Financial Position

	2022 \$'000	2021 \$'000
Current assets		
Cash and cash equivalents	102,406	83,457
Trade and other receivables	49,086	35,567
Finance lease receivables	2,000	1,534
Assets under operating lease	57,091	49,761
Inventory	7,179	7,767
Total current assets	217,762	178,086
Non-current assets		
Property, plant and equipment	161,857	156,589
Intangible assets	56,825	55,514
Deferred tax asset	29,628	10,918
Finance lease receivables	4,729	6,426
Other financial assets	102,402	102,284
Total non-current assets	354,441	331,731
TOTAL ASSETS	572,203	509,817
Current liabilities		
Trade and other payables	81,191	73,632
Current tax liability	2,974	2,534
Provisions	13,371	13,676
Borrowings	-	5,761
Lease liabilities	3,369	538
Total current liabilities	100,905	96,141
Non-current liabilities		
Provisions	1,193	1,479
Borrowings	115,447	102,747
Lease liabilities	45,167	45,516
Deferred tax liability	40,777	9,469
Total non-current liabilities	202,584	159,211
TOTAL LIABILITIES	303,489	255,352
NET ASSETS	268,714	254,465
Equity		
Issued capital	76,420	76,420
Reserves	(3,077)	(5,948)
Retained earnings	195,371	183,993
TOTAL EQUITY	268,714	254,465

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

7 Unrecognised Items

7.1 COMMITMENTS

Operating lease commitments

All non-cancellable property leases have been recognised in the Statement of Financial Position.

7.2 CONTINGENT LIABILITIES

Financial guarantees

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Guarantee provided for the performance of a contractual obligation not supported by term deposit	11,550	11,550	-	11,550
Guarantees provided for obligations under P&A facilities	13,764	14,862	13,589	14,862
Guarantee provided in respect of a working capital facility	10,520	11,359	10,520	11,359
Guarantees provided in respect of property leases	4,235	4,256	-	4,256
Cross company guarantees	438	473	-	473
	40,507	42,500	24,109	42,500

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

8 Other Disclosures

8.1 RESERVES

(a) Share-based payment reserve

The reserve records amounts for the fair value of share-based payments granted and recognised as an employee benefits expense but not exercised.

The balance in reserves representing share-based equity rights and options are transferred to retained earnings upon vesting.

(b) Cash flow hedge reserve

	Consolidated Group		Parent Entity	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Revaluation - gross	2,931	(213)	-	-
Deferred tax	(908)	(15)	-	-
Balance at the end of the financial year	2,023	(228)	-	-

The hedging reserve is used to record gains and losses on interest rate swaps that are designated and qualify as cash flow hedges.

(c) Foreign currency translation reserve

The foreign translation reserve account accumulates exchange differences arising on translation of foreign controlled entities which are recognised in other comprehensive income. The carrying amount is reclassified to profit or loss when the net investment is disposed of.

(d) Acquisition reserve

The acquisition reserve account records amounts related to acquisition and disposal of equity interests within the Group.

8.2 GOODS AND SERVICES TAX

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Statement of Financial Position.

8.3 INTEREST

Interest income is brought to account on an accrual basis.

8.4 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at cost less accumulated depreciation and impairment loss provision. Cost includes expenditure directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating as intended.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset. The useful lives and residual value of assets are reviewed and adjusted for impairment, if appropriate, at the end of the reporting period.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

8.5 RELATED PARTY TRANSACTIONS

Transactions between the Company and other entities within the wholly owned group during the years ended 30 June 2022 and 2021 consisted of:

- (a) loans advanced to the Company; and
- (b) the payment of dividends to the Company.

Aggregate amounts included in the determination of profit from ordinary activities before income tax that resulted from transactions with entities in the wholly owned group.

	Consolidated Group		Parent Entity	
	2022 \$	2021 \$	2022 \$	2021 \$
Dividend revenue	-	-	50,375,000	128,109,000
Aggregate amounts payable to entities within the wholly owned group at balance date:				
Current receivables	-	-	498,166	481,314
Current payables	-	-	25,576,234	11,891,036

8.6 AUDITOR'S REMUNERATION

	Consolidated Group		Parent Entity	
	2022 \$	2021 \$	2022 \$	2021 \$
Statutory audit services				
Remuneration of the auditor (Grant Thornton Audit Pty Ltd) of the parent entity for statutory audit or review of the financial report of the entity and any other entity in the Consolidated Group	289,500	306,000	-	-
Remuneration of a network firm of the parent entity auditor for statutory audit or review of the financial statements (UK)	172,446	183,018	-	-
Other audit services related to client requirements				
Remuneration of the auditor (Grant Thornton Audit Pty Ltd) for non-statutory audit services	15,200	16,200	-	-
Other assurance services				
Remuneration of the auditor (Grant Thornton Audit Pty Ltd) of the parent entity for assurance related services	248,200	248,200	-	-
Remuneration of a network firm of the parent entity auditor for assurance related services	8,565	8,565	-	-

No non-assurance related services were provided.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

8.7 NEW ACCOUNTING STANDARDS AND INTERPRETATIONS ADOPTED DURING THE YEAR

The amended accounting standards and interpretations issued by the Australian Accounting Standards Board during the year that were mandatory were adopted except as outlined below. None of these amendments or interpretations adopted materially affected any of the amounts recognised or disclosures in the current or prior year. The following IFRS Interpretations Committee (IFRIC) and IFRS Interpretations Committee agenda decisions were not yet adopted during the year.

IFRIC agenda decision on Software-as-a-Service arrangements

The IFRIC has issued two final agenda decisions which impact SaaS arrangements:

- > Customer's right to receive access to the supplier's software hosted on the cloud (March 2019) – this decision considers whether a customer receives a software asset at the contract commencement date or a service over the contract term.
- > Configuration or customisation costs in a cloud computing arrangement (April 2021) – this decision discusses whether configuration or customisation expenditure relating to SaaS arrangements can be recognised as an intangible asset and if not, over what time period the expenditure is expensed.

The Group reviewed the IFRIC agenda decisions and expensed \$0.3m (pre-tax) in the financial year relating to costs incurred to configure and customise software under a SaaS contract. Furthermore, \$0.8m was reclassified from software development costs to prepayments as a result of the agenda decisions.

IFRS Interpretations Committee agenda decision on Costs necessary to sell Inventories (issued June 2021)

AASB 102 *Inventories* does not define costs necessary to sell inventories when determining net realisable value. The agenda decision confirmed that an entity cannot limit the costs it includes to those that are only incremental in determining which of its costs are necessary to sell its inventories.

The Group reviewed the decision which resulted in a \$0.3m (pre-tax) increase in the accumulated provision for impairment loss recognised against assets under operating lease.

8.8 ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A new accounting standard AASB 17 *Insurance Contracts* has been issued but not mandatory for adoption in the year ended 30 June 2021. This Standard is first applicable to the Group for financial periods beginning 1 July 2023. AASB 17 requires all insurance contracts to be accounted for in a consistent manner and requires insurance obligations to be accounted for using current values.

With the Group's disposal of the Davantage group (refer note 6.1) the Standard will not have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2024.

There are no other standards or interpretations that are not yet effective that are expected to have a material impact on the Group or Company.

8.9 EVENTS SUBSEQUENT TO THE REPORTING DATE

Other than the below and the matters disclosed in this report, there were no material events subsequent to the reporting date.

In August 2022 MMS entered into an agreement to obtain new five year debt facilities totalling \$60m to support working capital requirements.

On 29 August 2022 MMS announced that it intends to undertake an off-market buy-back of up to 10% of MMS ordinary shares as part of its ongoing capital management strategy.

Directors' Declaration

The Directors are of the opinion that:

1. the financial statements and notes on pages 42 to 98 are in accordance with the *Corporations Act 2001* (Cth), including:
 - (a) compliance with Accounting Standards, the *Corporations Regulations 2001* (Cth) and other mandatory professional reporting requirements; and
 - (b) giving a true and fair view of the Company and Group's financial position as at 30 June 2022 and financial performance for the financial year ended on that date; and
2. there are reasonable grounds to believe that the Company and Group will be able to pay its debts as and when they become due and payable.
3. at the date of this declaration, there are reasonable grounds to believe that the members of the extended closed group identified in Note 6.4 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in Note 6.4.

Note 1 confirms that the financial statements also comply with International Financial Reporting Standards as disclosed as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by section 295A of the *Corporations Act 2001* (Cth).

This declaration is made in accordance with a resolution of the Directors of McMillan Shakespeare Limited.



Helen Kurincic
Chair

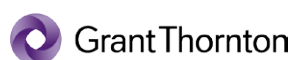


Rob De Luca
Managing Director & Chief Executive Officer

16 September 2022
Melbourne, Australia

Independent Audit Report

AS AT 30 JUNE 2022



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Independent Auditor's Report

To the Members of McMillan Shakespeare Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of McMillan Shakespeare Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the Directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a giving a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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Independent Audit Report

AS AT 30 JUNE 2022

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. These matters were 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 these matters.

Key audit matter	How our audit addressed the key audit matter
Impairment of goodwill and intangible asset balance (Note 3.1)	
<p>At 30 June 2022, the Group has \$88,425,000 of goodwill and \$18,441,000 in other intangible assets (excluding software development costs) contained within separate cash generating units (CGUs).</p> <p>During the year the Group recognised an impairment against goodwill for the CLM Fleet Management CGU of \$6,028,000.</p> <p>Additional goodwill of \$7,215,000 and other intangibles (before amortisation) of \$5,064,000 were recognised from the acquisition of the Plan Tracker business on 1 July 2021.</p> <p>AASB 136 <i>Impairment of Assets</i> requires management to perform an impairment test on goodwill and other indefinite life intangibles at least annually, as well as on intangible assets with finite useful lives if indicators of impairment are identified.</p> <p>We consider this a key audit matter due to the nature of the balances and the judgments required in preparing the value-in-use (VIU) models and due to the judgement in determining CGUs, impairment indicators and triggers. This involves consideration of the future results of the business, growth and the discount rates applied.</p>	<p>Our procedures included, amongst others</p> <ul style="list-style-type: none">• Assessed management's determination of CGUs based on our understanding of how management monitors the entity's operations and makes decisions about groups of assets that generate independent cash flows;• Evaluated management's process for the preparation and reviewed of the impairment assessment VIU models, taking into consideration the impacts of sector specific issues;• Reviewed the impairment assessment VIU models for compliance with AASB 136;• Reviewed the completeness and accuracy of the underlying data used in the impairment assessment VIU models;• Utilised internal valuation specialists to assess the appropriateness of the valuation methodology;• Evaluated the mathematical accuracy of the VIU model calculations;• Assessed the key growth rate assumptions by comparing them to historical results, economic or industry forecasts and the discount rate by reference to the cost of capital for the relevant components and the Group by comparing to historical results, and considering the Group's historical ability to forecast accurately;• Performed sensitivity analyses in relation to the cash flow projections, discount and growth rate assumptions on CGU's with a higher risk of impairment. The impairment analysis considered the individual and collective impacts; and• Assessed the adequacy of the Group's disclosures within the financial statements.

Grant Thornton Australia Limited

Independent Audit Report

AS AT 30 JUNE 2022

Acquisition of Plan Tracker (6.1)

On 1 July 2021, the Group acquired and consolidated 100% of Plan Tracker shares. The Group recognised \$7,215,000 as goodwill relating to the acquisition.

We consider this a key audit matter due to the complex accounting treatment of AASB 3 *Business Combinations*, including the recognition of material goodwill, and the purchase price allocation of the underlying assets and liabilities of the acquirer.

Our procedures included, amongst others

- Reviewed the purchase agreement;
- Assessed the accuracy of the fair value of assets and liabilities recorded at acquisition date;
- Reviewed management's independent valuation for identifiable intangibles, which included:
 - Assessed whether the intangibles meet the definition of an intangible under AASB 138 *Intangible Assets*;
 - Considered whether management omitted any potential intangible assets;
 - Engaged Grant Thornton valuation specialists to review the valuation; and
 - Reviewed of the proposed useful lives of the intangible assets.
- Reviewed of the purchase consideration to ensure employee payments were correctly allocated under AASB 3; and
- Reviewed the financial statement disclosures.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022 but does not include the financial report and our 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 Group's ability 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 have no realistic alternative but to do so.

Grant Thornton Australia Limited

Independent Audit Report

AS AT 30 JUNE 2022

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 the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the remuneration report


Opinion on the remuneration report

We have audited the Remuneration Report included in pages 19 to 37 of the Directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of McMillan Shakespeare Limited, for the year ended 30 June 2022 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.


Grant Thornton Audit Pty Ltd
Chartered Accountants

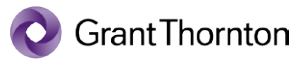

D M Scammell
Partner – Audit & Assurance

Melbourne, 16 September 2022

Grant Thornton Australia Limited

Auditor's Independence Declaration

AS AT 30 JUNE 2022



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Auditor's Independence Declaration

To the Directors of McMillan Shakespeare Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of McMillan Shakespeare Limited (the Company) and its subsidiaries (the Group) for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been:

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

Grant Thornton Audit Pty Ltd
Chartered Accountants

DM Scammell
Partner – Audit & Assurance
Melbourne, 16 September 2022

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Shareholder Information

Additional information required by the ASX Listing Rules and not disclosed elsewhere in this Annual Report is set out below:

SUBSTANTIAL SHAREHOLDINGS

As at 31 July 2022 the number of shares held by substantial shareholders and their associates is as follows:

Shareholder	Number of Ordinary Shares	Percentage of Ordinary Shares ¹
HSBC Custody Nominees (Aust) Ltd	30,231,652	39.07
JP Morgan Nominees Australia Limited	9,596,747	12.40
Citicorp Nominees Limited	7,460,000	9.64
Chessari Holdings Pty Limited ²	6,050,941	7.82
National Nominees Limited	3,214,381	4.15

¹ As at 31 July 2022, 77,381,107 fully paid ordinary shares have been issued by the Company.

² Chessari Holdings Pty Limited is a company associated with Mr Ross Chessari, a Non-Executive Director.

NUMBER OF SHARE & OPTION HOLDERS

As at 30 July 2022, the number of holders of ordinary shares and options in the Company was as follows:

Class of Security	Number of Holders
Fully paid ordinary shares	4,891

VOTING RIGHTS

In accordance with the Constitution of the Company and the *Corporations Act 2001* (Cth), every member present in person or by proxy at a general meeting of the members of the Company has:

- > on a vote taken by a show of hands, one vote; and
- > on a vote taken by a poll, one vote for every fully paid ordinary share held in the Company.

A poll may be demanded at a general meeting of the members of the Company in the manner permitted by the *Corporations Act 2001* (Cth).

DISTRIBUTION OF SHARE & OPTION HOLDERS

As at 30 July 2022, the distribution of share and option holders in the Company was as follows:

Distribution of Shares & Options	Number of Holders of Ordinary Shares & Options
1 – 1,000	2,962
1,001 – 5,000	1,499
5,001 – 10,000	255
10,001 – 100,000	157
100,000+	18

As at 31 July 2002 there were 293 shareholders who held less than a marketable parcel of 41 fully paid ordinary shares in the Company.

BUY-BACK

The Company does not have a current on-market buy-back.

On 29 August 2022 MMS announced that it intends to undertake an off-market buy-back of up to 10% of MMS ordinary shares as part of its ongoing capital management strategy.

Shareholder Information

TOP 20 SHAREHOLDERS

As at 30 July 2022, the details of the top 20 shareholders in the Company are as follows:

No.	Name	Number of Ordinary Shares	Percentage of Ordinary Shares ¹
1	HSBC Custody Nominees (Aust) Ltd	30,231,652	39.07
2	JP Morgan Nominees Australia Limited	9,596,747	12.40
3	Citicorp Nominees Limited	7,460,000	9.64
4	Chessari Holdings Pty Limited ¹	6,050,941	7.82
5	National Nominees Limited	3,214,381	4.15
6	Asia Pac Technology Pty Ltd ²	3,068,025	3.96
7	BNP Paribas Noms Pty Ltd <DRP>	2,024,591	2.62
8	UBS Nominees Pty Ltd	1,501,741	1.94
9	Ann Leslie Ryan	1,008,418	1.30
10	Milton Corporate Limited	803,532	1.04
11	MOHL Invest Pty Ltd <MOHL Super Fund A/C>	590,000	0.76
12	NWC Group Pty Ltd	437,781	0.57
13	AFICO Pty Ltd	385,000	0.50
14	Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	267,122	0.35
15	Mod Enterprises Pty Ltd	129,619	0.17
16	Wal Assets Pty Ltd <The LA Wilson Property A/C>	114,795	0.15
17	Danny Wallis Philanthropic Foundation Pty Ltd <D Wallis Philanthropic A/C>	109,000	0.14
18	BNP Paribas Nominees Pty Ltd HUB24 Custodial Serv Ltd <DRP A/C>	101,526	0.13
19	BNP Paribas Nominees Pty Ltd <IB AU Noms Retail Client DRP>	86,424	0.11
20	J D Edwards Nominees Pty Ltd	78,000	0.10
Totals: Top 20 holders of Issued Capital		67,259,295	86.92
Total Remaining Holders Balance		10,121,812	13.08

1. Chessari Holdings Pty Limited is a company associated with Mr Ross Chessari, a Non-Executive Director.

2. Asia Pac Technology Pty Limited is a company associated with Mr John Bennetts, a Non-Executive Director.

UNQUOTED SECURITIES

As at the date of this Annual Report, there are no unquoted securities in the Company.

Corporate Directory

Registered Office

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Company Auditor

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727 Collins Street
Melbourne Victoria 3008

Share Registry

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford Victoria 3067
Tel: +61 3 9415 4000
www.mmsg.com.au

McMillan Shakespeare Limited

ABN 74 107 233 983
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Level 21, 360 Elizabeth Street
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