2022 Annual Report

BAILADOR TECHNOLOGY INVESTMENTS LIMITED (ASX:BTI)

BAILADOR

Bailador has an established track record of successfully making and realising investments in the fast growth information technology sector

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Bailador provides investors with exposure to quality expansion-stage technology companies at attractive valuations.

Corporate Summary

1 Company

Bailador Technology Investments Limited (ACN 601 048 275) is a listed investment company and its shares are quoted on the Australian Securities Exchange (ASX:BTI).

2 Objective

Bailador invests in information technology focused businesses in Australia and New Zealand that require growth capital. In particular, Bailador focuses on software, internet, mobile, data, and online market-places with proven revenue generation and management capability, demonstrated business models and expansion opportunities.

3 Risk

The Company invests in expansion stage information technology focused businesses. The value of the shares and the income derived may fall or rise depending on a range of factors. Refer to Note 18 of the Financial Report for further information.

4 Capital Structure

The Company's capital structure comprises 140,985,947 Ordinary Shares which trade on the Australian Securities Exchange (ASX:BTI).

Financial KPIs	30-Jun-22	30-Jun-21
Share Price	1.445	1.330
Earnings per share (cents)	24.11	22.00
Total Assets ($000)	277,633	236,407
NAV $ per share (pre-tax)	1.858	1.529
NAV $ per share (post-tax)	1.594	1.367

Investment Manager

The Company has outsourced its investment management function to Bailador Investment Management Pty Ltd (ACN 143 060 511)(AFSL 400811). The Manager is a Sydney-based privately owned investment manager which commenced trading in 2010.

Management Agreement

The Company has an agreement with Bailador Investment Management Pty Ltd for the provision of management services, the details of which are contained in Note 5 of the Financial Report.

Board of Directors

David Kirk

Chairman and Executive Director

- David (appointed 2014) has been Chief Executive of two ASX-listed companies, including diversified media company Fairfax Media Limited, where he led a number of successful internet sector investments. David is currently Chairman of ASX-listed company KMD Brands (ASX:KMD), which is the holding company for outdoor brands Kathmandu, Rip Curl and Oboz, and is Chairman of Forsyth Barr Limited, a privately owned investment firm. He is also Chairman of not-for-profit organisations the Sydney Festival, KiwiHarvest, New Zealand Food Network and the New Zealand Rugby Players Association.
- David is Chairman of Bailador investee company Rezdy and board observer at Mosh. He was previously a Director of Bailador's now exited investments, Instaclustr, Standard Media Index, DocsCorp and Viostream.
- David is a Rhodes Scholar with degrees in Medicine from Otago University and Philosophy, Politics and Economics from Oxford University. David enjoyed a highly successful rugby career, captaining the All Blacks to win the World Cup in 1987. He was awarded an MBE in 1988.
- David holds 9,257,356 ordinary shares in BTI and an indirect interest in a further 837,786 ordinary shares.
- David is a Director and shareholder of Bailador Investment Management Pty Ltd which holds a contract with Bailador Technology Investments Limited to act as Manager. Further details pertaining to this agreement can be found in Note 5 of the Financial Report.

Paul Wilson

Executive Director

- Paul (appointed 2014) has had extensive private equity investment experience as a previous Executive Director of CHAMP Private Equity in Sydney and New York, and with MetLife in London. Paul was also previously Executive Director at Illyria Pty Ltd, a media-focused investment group.
- Paul is a Director of Bailador investee companies SiteMinder (ASX:SDR), Straker Translations (ASX:STG) and InstantScripts. He is also Director of Rajasthan Royals (IPL cricket), Vita Group (ASX:VTG), and VRTUS fitness studio.
- Paul holds a Bachelor of Business from QUT, is a Fellow of the Financial Services Institute of Australasia, a Member of the Institute of Chartered Accountants Australia and New Zealand, and a Member of the Australian Institute of Company Directors.
- Paul holds 4,326,914 ordinary shares in BTI and has an indirect interest in a further 424,745 ordinary shares.
- Paul is a Director and shareholder of Bailador Investment Management Pty Ltd which holds a contract with Bailador Technology Investments Limited to act as Manager. Further details pertaining to this agreement can be found in Note 5 of the Financial Report.

Andrew Bullock

Independent Non-Executive Director

- Andrew (appointed 2014) is a Managing Director at Adamantem Capital, a private equity firm based in Sydney. Prior to joining Adamantem, Andrew was for many years the head of the corporate advisory and private equity practice of Gilbert + Tobin, one of Australia's leading law firms.
- Andrew has a Bachelor of Arts from Sydney University and a Bachelor of Laws from the University of New South Wales.
- Andrew is the Chair of Bailador's Audit and Risk Committee.
- Andrew holds interest in 432,319 ordinary shares in BTI.

Jolanta Masojada

Independent Non-Executive Director

- Jolanta (appointed 2018) is Principal of MasMarket Advisers, providing strategic investor relations and communications advice to listed companies. She has more than 25 years' experience in financial markets and equity research in the media and technology sectors in Australia and the US. Jolanta was formerly Director Equity Research at Credit Suisse and Deutsche Bank, with previous roles at Macquarie Bank and Pierson Sal. Oppenheim in New York.
- Jolanta is a graduate of the University of KwaZulu-Natal and Cambridge University. She is a fellow of the Financial Services Institute of Australasia, a graduate of the Australian Institute of Company Directors, a Certified Investor Relations Officer (CIRO) of the Australasian Investor Relations Association (AIRA) and a Non-executive Director of Cadence Opportunities Fund (ASX:CDO).
- Jolanta is the Chair of Bailador's Nomination and Remuneration Committee.
- Jolanta holds interest in 146,324 ordinary shares in BTI.

Brodie Arnhold

Independent Non-Executive Director

- Brodie (appointed 2019) is an experienced ASX listed board member with over 15 years domestic and international experience in private equity, investment banking and corporate finance.
- Brodie is the Chairman of iSelect (ASX:ISU). Prior to his current role with iSelect, Brodie was the CEO of Melbourne Racing Club. He has also worked for Investec Bank from 2010 to 2013 where he was responsible for building a high-net-worth private client business and for Westpac Banking Corporation where he was Investment Director at Westpac's private equity fund. Brodie has also worked at leading accounting and investment firms including Deloitte (Australia), Nomura (UK) and Goldman Sachs (Hong Kong).
- Brodie is also the Chairman and Non-executive Director of Shaver Shop Group Ltd (ASX:SSG) and is Chairman of private companies Endota Spa Pty Ltd, Industry Beans Pty Ltd, Hungry Hungry Pty Ltd, and Prism Pay Pty Ltd. Brodie is a board member of Curatif Pty Ltd.
- Brodie holds a Bachelor of Commerce and MBA from the University of Melbourne and is a member of the Institutes of Chartered Accountants in Australia and New Zealand.
- Brodie holds interest in 109,897 ordinary shares in BTI.

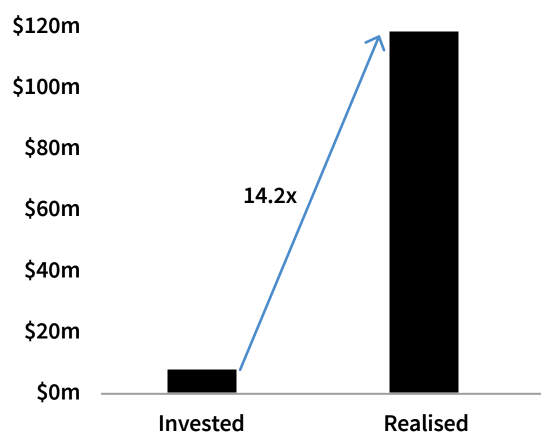
Letter from the Founders

Bailador Technology Investments' (ASX:BTI) net profit after tax in the financial year to 30 June 2022 (FY22) was $34.0m. The value of the fund's investments increased by $70.7m in the financial year, and the increase in Net Tangible Assets per share (before tax) of the fund after all fees was 21.6%. These are all strong results, and we are very pleased to report them to you.

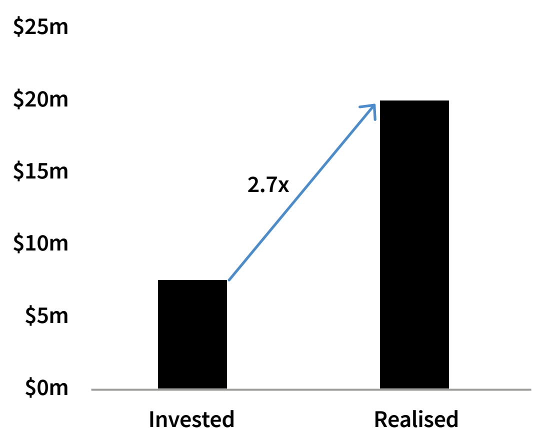
Cash realisations

FY22 was an excellent year for the fund and we enter FY23 in an extremely strong position. Due to foresight, hard work and some luck, we were able to make two major realisations for cash in the second half of FY22. We realised our investment in Instaclustr for $118m of net cash proceeds (a 14.2x money-on-money return and an 80% Internal Rate of Return (IRR)), and our investment in Standard Media Index for $20m of net cash proceeds (a 2.7x money-on-money return and a 15% IRR). Our cash realisations proved to be well timed. Soon after we signed binding agreements, global share markets suffered steep falls. Technology stocks, especially unprofitable ones, fell the hardest. The value of private companies is, with some time lags and leads, linked to the value of comparable publicly listed companies. Accordingly, if we had waited another three months to realise our investments in Instaclustr and Standard Media Index, it is likely we would have received lower values or not been able to sell at all. One of the few certainties in investing is that, other things being equal, lower purchase prices improve investment returns. We enter the next stage of the fund's life with $144m in cash and the opportunity to invest much of that money at valuations significantly lower than those we have seen for a number of years.

Instaclustr investment returned 14.2x invested capital at an IRR of 79.8%



Standard Media Index investment returned 2.7x invested capital at an IRR of 15.0%



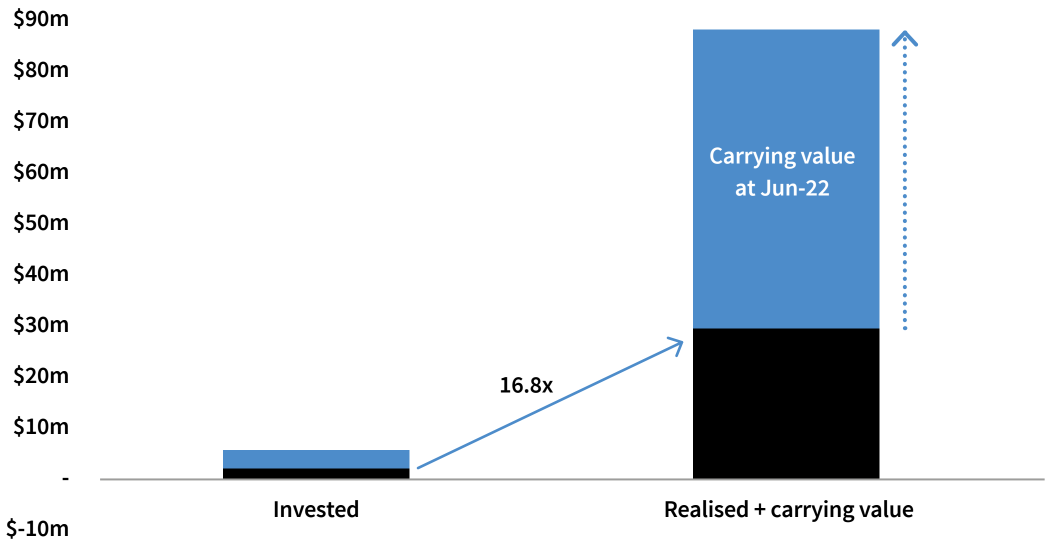
Initial Public Offering (IPO) of SiteMinder (ASX:SDR)

In November 2021, SiteMinder successfully listed on the Australian Securities Exchange with a market capitalisation of $1.4bn. We realised cash of $15m for a small portion of our investment through the IPO, bringing the total cash realised so far from our investment in SiteMinder to $29m. Together with the publicly traded value of our remaining holding position in SiteMinder at 30 June 2022 of $59m, this represents $88m value, compared to our original $5m investment for a total 16.8x return on invested capital and a 51.9% IRR on cash realised. Our remaining shares are escrowed until the release of SiteMinder's results for FY22. Our journey with SiteMinder has been an extremely successful one, and we view SiteMinder as a very high-quality company, with an exceptional management team, product, business model and addressable market. We are happy to continue to have SiteMinder as a cornerstone of the portfolio. Having publicly listed shares in SiteMinder, as well as our position in Straker Translations (ASX:STG), provides Bailador with additional flexibility, and means that a portion of the portfolio is adjusted each month to reflect the prevailing public market pricing.

Capital management policy

Late in the financial year the board spent many hours discussing the fund's capital management policy given the large cash realisations and growing size of the fund. The principal consideration was how much and in what form a portion of the cash generated by investment returns should be returned to shareholders. We were conscious we needed to establish a policy that would be long lasting, would ensure

SiteMinder investment has delivered $29m of cash for 16.8x return and a 51.9% IRR on cash realised



we did not trap shareholder value on the balance sheet in the form of undistributed franking credits and would strike the right balance between distributing cash to shareholders and retaining cash in the company for the team to continue the highly successful investment strategy we are pursuing.

On June 1 we announced our new policies. They are:

- Payment of an annual fully franked dividend equal to 4% of NTA pre-tax per share (2% of NTA pre-tax paid each half-year)
- Continuation of the company Dividend Reinvestment Plan

In addition the Company announced its intention to pay a fully franked special dividend equal to 2% of NTA per share pre-tax co-incident with the release of the FY22 results.

We stress that BTI remains an investment for shareholders seeking long-term capital appreciation. The largest component of BTI investor returns is planned to continue to come from growth in the value of the companies we invest in on your behalf.

The regular distribution of dividends at 4% of NTA pre-tax per share per annum, assuming a small share price discount to NTA per share, will deliver shareholders an annual cash return of something more than 4% per annum, plus, for those shareholders who benefit from it, the additional cash benefit of the franking credits we distribute with the dividend. Added to this will, we believe, be irregular but more substantial increases in the capital value of shareholders' investment. Shareholders will receive a blended return of 4% of NTA pre-tax per share per annum and the capital growth in the underlying investee companies.

Assuming the annual return from growth in the value of the fund's investments is greater than 4%, in theory diverting capital from capital growth in investments to pay dividends reduces the total expected return for shareholders. The board considered this issue carefully and believes that a regular fully franked dividend combined with the expected capital growth will, in practise, provide a more consistent and likely superior return for shareholders. There are a number of reasons for this.

First, the regular dividend payment has the effect of bringing forward and regularising shareholder cash returns. It takes time for new investments to grow and for cash to be realised on those investments. Some of the cash we have recently generated can be used to underwrite consistent shareholder returns while we work with new investments to mature and be realised.

Second, setting the dividend payout as a percentage of NTA per share tethers the share price to the underlying NTA per share of the fund. The BTI share price has often traded at a discount to NTA per share, which, especially given our conservative valuation approach, has demonstrably undervalued the company. To a large extent we believe this discount is explained by longish periods of limited news flow on the companies we invest in. For years we work hard with our portfolio companies, growing their revenue, expanding margins and generally helping them become much more valuable, but there is little to show in crystalised value along the way. Unsurprisingly, some shareholders get bored or have a need to realise cash for another purpose and sell their shares, leading to downward pressure on the share price. A dividend set at 4% of NTA pre-tax per share per annum (plus full franking credits) becomes progressively greater than a 4% per share per annum dividend yield the larger the discount to NTA becomes. Thus, if the dividend yield per share grows, current shareholders and new investors have an increasingly strong reason to buy shares in BTI. We believe it will take some time for the share register to settle and for the various macroeconomic headwinds we are currently seeing to blow through but as this occurs, we feel very confident the average share price discount to NTA per share will reduce materially over the coming years.

Third, franking credits. Franking credits are a record of tax paid by companies on behalf of shareholders. If franking credits are not distributed to shareholders, shareholders are effectively taxed twice on the same profit – first when company tax is paid and again on the after-tax dividend income they receive. We believe it is appropriate for companies to pass franking credits on to shareholders and that a regular dividend is the best way to do this.

Business and valuation cycles

Business cycles are, in simple terms, the ups and downs in economic growth (GDP per capita) we witness in market economies. The down period of a cycle is characterised by reduced consumer spending, reduced business investment and higher unemployment, with the reverse occurring in the up period of a cycle. There are a number of monetary effects associated with the business cycle. In the up period of a cycle, interest rates and consumer debt typically rise and so do asset values, most relevantly the value of houses and businesses. The value of businesses is represented by the combined value of the share market (which is simply a market to exchange ownership of small pieces of businesses). The rise in share markets flows through to private companies too. On the way up in a business cycle, valuations of private businesses rise in concert with publicly listed companies.

Most investment managers link their performance measures to the business cycle by establishing broad benchmarks – such as the S&P/ASX 200 Index or the S&P/ASX All Technology Index – and seek to out-perform the benchmark. These benchmarks move up and down in concert with the business cycle as explained above and good performance is defined as achieving investment returns better than the benchmark. In the down part of the business cycle, it is common for good performance to be something less negative than a negative benchmark. This pitch is not very appealing: “I’ve lost you less than the benchmark.”

We rarely talk about business cycles and their influence on the returns investors should expect from an investment in BTI. This is because we primarily take an absolute return focus to the work we do. That is, we do not aim to deliver a return to shareholders that is better than a benchmark but focus on delivering a high positive return in all market conditions. This is not to say that our returns will not vary with business and valuation cycles. It will be harder (or take longer) to realise investments at stand-out valuations when benchmark valuations fall. But our job is to put ourselves and you in a position where we do not need to realise investments during the down period of the valuation cycle. In addition to managing where we put your money and helping to grow the businesses we invest in, we need to be focused on ‘managing the cycle’. That is, investing more during the down period of the valuation cycle and realising more investments for cash during the up part of the cycle. The last two years have been the (very) high plateau of the up part of the cycle. Here is our scorecard managing the valuation cycle on your behalf:

BTI cash realised, raised and invested - 1 July 2020 to 30 June 2022

Realisations and capital raises (Cash in)		New and follow-on investments (Cash out)	
Cash realisations	$182.9m	New cash investments	$25.5m
Cash raised on market	$ 24.0m	Cash follow-on investments	$22.8m
Total	**$206.9m**	**Total**	**$48.3m**

No one can predict the valuation cycle, including us, so how have we achieved this very positive outcome? Our answer is culture, in particular two attributes of the Bailador culture: urgency and drive to realise cash when valuations are high and discipline in sticking rigidly to our investment strategy when making new investments through the same period.

In a nutshell, this is our investment strategy:

1. Invest in companies that are growing fast and solving important problems for their customers; doing so more effectively or less expensively than legacy alternatives and known technology-enabled competitors
2. Pay great attention to unit economics and the profitability of growth, in particular ensure that new customers can be acquired, serviced and retained (customer acquisition cost) for much less than they provide in revenue and gross margin over their full lifetime (customer lifetime value)
3. Pay great attention to capital efficiency; in short, ensure that the company can grow fast without needing to burn significant amounts of cash
4. Invest only with management teams that are hard-working, smart, humble and aligned with our views on the need for operational excellence, capital efficiency and the need to be globally competitive
5. Make new investments at valuation levels we are highly confident will be higher when we exit

In all market conditions it is difficult to find companies that fulfill all these requirements and over the last two years it has been virtually impossible to find companies that fulfill the fifth requirement regarding valuation levels. Accordingly, we have invested in just three new companies over the last two years. Each of those investments was into a company growing revenue very fast and with significant opportunity for profit margin expansion. At a high level, just three numbers matter for company valuation – revenue growth, margin growth (including improvement in unit economics) and valuation multiple. If we expect to get no help from valuation multiple expansion, we better be very sure on revenue growth and margin expansion.

The team

The team performed exceptionally well in the 2022 financial year. The biggest highlight was the appointment of Bevin Shields as a Partner in the firm. Bevin was instrumental in the process to realise our investment in Standard Media Index and has been deeply involved in our investment in Rezdy, which is going very well. In addition, he continues to steer and lead our extensive work in investor relations.

Again, there were periods in the year when we all worked from home and the team coped and contributed extremely well throughout as our results show. During the year we welcomed Alexander Lenartowicz and Jordan Martenstyn, both of whom have proved to be very smart and great additions to the team. We had an active intern program in FY22, giving experience and gaining important input from nine interns, six of whom were women.

Annual meeting

Our Annual General Meeting this year will be on 11 October 2022. We look forward to engaging with as many of you as we can on the day. Further detail will be provided in our Notice of Meeting available on our website.

David Kirk
Chairman and Executive Director
Dated this 15th day of August 2022

Paul Wilson
Executive Director

Operating and Financial Review

Principal Activities

Bailador Technology Investments Limited invests in information technology focused businesses in Australia and New Zealand that are seeking growth capital. The target businesses typically have an enterprise valuation between $10m and $200m. In particular, the Company focuses on software, internet, mobile, data and online market-place businesses with proven revenue generation and management capability, demonstrated successful business models and expansion opportunities.

There have been no significant changes in the nature of the Company's principal activities during the financial year.

Our Business Model and Objectives

Providing satisfactory returns to shareholders is our primary objective. Our success in achieving this objective is determined by total shareholder return (TSR) over time. The TSR we deliver will, over time, be directly related to the return on invested capital we achieve. In 2022 we instituted a capital management plan that will deliver regular fully franked dividends to shareholders. The regular fully franked dividend announced in FY22 presents investors with an element of de-risking and bringing forward of their return but has not changed the primary value driver of the business. Bailador's business model remains to identify, buy and hold investments in a number of private information technology focused businesses with strong growth prospects. Bailador aims to sell those investments at attractive valuations and, following realisations, continue to make new investments and maintain a portfolio of high growth investments.

Investments made by BTI are typically structured to provide a level of contractual protection superior to that available to investors in ordinary shares, thereby reducing risk. Thorough due diligence is carried out before investments are made and BTI representation on most portfolio company boards ensures BTI's close involvement with operational decisions.

BTI continues to assess a strong pipeline of potential investments and will continue to make investments as attractive opportunities arise.

The Company has been classified under AASB 2013-5 as an Investment Entity whose business purpose is to invest funds solely for returns via capital appreciation and/or investment returns. As the Company has been classified as an Investment Entity, the portfolio investments have been accounted for at fair value through the profit or loss and shown as Marketable Securities and Financial Assets in the Statement of Financial Position.

Operating Results

The profit of the Company for the financial year ended 30 June 2022 was $33,969,000 (2021 $27,580,000), after providing for income tax.

Combined revenue growth of the underlying portfolio companies (portfolio weighted) for the financial year ended 30 June 2022 was 63% (118% ex-travel investments) and we expect growth to continue to return to pre-covid levels over time. Further information on individual investee company growth can be found in the portfolio operating reports.

The performance of the Bailador portfolio, measured as the change in the Net Tangible Assets (NTA) per share between 1 July 2021 and 30 June 2022 (pre-tax, after all fees), was an increase of 22% for the year.

Review of Operations

The 2022 financial year has been a year of excellent achievement for Bailador and for Bailador's portfolio companies. In FY22 Bailador:

- Fully realised its investment in two companies, Instaclustr and Standard Media Index, both at values well above their previous carrying value;
- Successfully listed SiteMinder on the ASX (ASX:SDR);
- Completed investments in three new portfolio companies, InstantScripts, Access Telehealth and Mosh; and
- Completed a follow-on investment in Rezdy

The listing of SiteMinder and cash realisations (net of costs) of Instaclustr ($118m), Standard Media Index ($20m), and SiteMinder ($15m) prompted a revision of Bailador's dividend policy. The dividend policy, announced in June 2022, will see Bailador target a regular semi-annual fully franked dividend of 4% pa of NTA pre-tax being 2% of June NTA pre-tax and 2% of December NTA pre-tax. The dividend policy provides income certainty to shareholders to complement the fund's strong capital growth.

The second half of FY22 has seen a significant decline in market valuations across all sectors, including technology. Bailador has always aimed to hold portfolio companies at conservative valuations that have, in the past, offered a level of protection against short term market fluctuations and the potential for significant valuation upside on realisation. Whilst this remained the case through most of H2 FY22, market declines across May and June 2022 have prompted the fund, to remain conservative, to write down its investments in Nosto and Access Telehealth. Publicly traded prices of SiteMinder (ASX:SDR) and Straker Translations (ASX:STG) were impacted by the falls in the technology market.

The Manager remains confident in the underlying fundamentals of all of the companies in the portfolio.

Realisations

Instaclustr

In April 2022 Bailador announced it had realised 100% of its investment in Instaclustr for $118m in net cash proceeds. Instaclustr was sold at 14.2x Bailador's investment cost, representing an IRR of 80%.

Standard Media Index

In March 2022, Bailador announced it had realised 100% of its investment in Standard Media Index for $20m in net cash proceeds. Standard Media Index was sold at 2.7x Bailador's investment cost, representing an IRR of 15%.

SiteMinder

SiteMinder completed its initial public offering (IPO) in November 2021. As part of the IPO, Bailador realised $15m in net cash proceeds. The realisation was completed at the SiteMinder IPO price of $5.06 representing a valuation 22.7x Bailador's entry cost and an IRR of 44%.

Investments

InstantScripts

Bailador invested $5.5m in digital healthcare platform InstantScripts in July 2021. InstantScripts has performed very well since Bailador's initial investment and Bailador has completed two follow-on investments investing $2.0m at an uplift 5% above our previous carrying value and then a second follow-on of $7.7m at a further 15% uplift to the previous carrying value.

Access Telehealth

In December 2021 Bailador invested $12.5m in specialist telehealth platform Access Telehealth.

Mosh

In December 2021 Bailador invested $7.5m in digital healthcare brand Mosh.

Rezdy

In October 2021 Bailador completed a $4.0m follow-on investment in portfolio company Rezdy. The transaction was completed at a valuation 38% above Bailador's previous carrying value.

Revaluations

The following investments were revalued under BTI's revaluation policy, including independent review, by reference to comparable trading and transaction multiples.

- Brosa was revalued upwards by $1.5m (49.2%) following strong trading performance.
- Access Telehealth was written down by $3.0m (24.0%) to reflect a retraction in market multiples since investment.
- Nosto was written down by $2.3m (20.0%) to reflect a retraction in market multiples and foreign currency movements since the sale of Stackla to Nosto was completed in FY21.

Bailador holds two portfolio companies via marketable securities on the ASX. SiteMinder (ASX:SDR) and Straker Translations (ASX:STG) are marked to the ASX market price at 30 June 2022.

- SiteMinder's share price at 30 June 2022 was $3.51 which is 20% below the price implied by Bailador's private equity valuation at 30 June 2021. SiteMinder was listed in November 2021 at a share price of $5.06 (21% above the June 2021 carrying value), however, the price of SiteMinder has softened in CY22 in line with other publicly traded technology stocks. SiteMinder's value has declined by $8.8m in FY22.
- At 30 June 2022 the Straker Translations share price was $1.02 (2021 $1.94) resulting in a decline on investment for the financial year of $8.4m.

Valuation of Investments

The Board has reviewed the value of the investment portfolio and the Net Tangible Assets of BTI as at 30 June 2022. In conducting their valuation review, the Board has had regard to the BTI investment portfolio Valuation Review Report prepared by BDO Corporate Finance (Qld) Ltd.

Information regarding the valuation of the investment portfolio is set out in Note 19 of the financial statements and in the section below "Operating Reports on Portfolio Companies".

Investments are currently held at fair value via a mark to market, the valuation implied by the latest third-party investment or at a price determined by globally benchmarked revenue multiples and trading performance.

Operating and Financial Review (continued)

Review of Operations (continued)

Operating Reports on Portfolio Companies

SiteMinder

SiteMinder is the world's leading open hotel commerce platform serving 34.7k properties of all sizes in over 150 countries. Its innovative online platform provides hotels with tools to grow reservations through direct customer acquisition and by connecting them to established global and regional travel channels, increase revenue-generating opportunities, get insights on their performance, and eliminate costly manual processes. The business generated $116m of revenues in FY22, of which the majority came from recurring subscription fees.

SiteMinder listed on the ASX in November 2021, and has delivered strong financial results demonstrating accelerating momentum. On a constant currency basis, revenue growth has accelerated from 10% in 1HFY22 to 23% in Q4FY22. The business exited FY22 with an annualised revenue run-rate (ARR) of $129.7m, which represented 25% y/y growth and is 27% higher than the pre-COVID FY19 level on a constant currency basis. The acceleration in the business was driven by the increasing customer uptake of SiteMinder's transaction products with assistance from the recovery in global travel. During FY22, the number of transaction products taken-up by SiteMinder's customers increased 51% YoY to 13k products.

The company's strategy is focused on building scale to lay the foundation for improved unit economics, and for SiteMinder to become free cash flow positive with high organic growth in the future. In FY22, SiteMinder focused its investments on new product initiatives, and the rebuilding of its Go to Market (GTM) capacity following the COVID driven reductions in March 2020. SiteMinder made a number of significant product releases during FY22 with the next generation SiteMinder Platform, the new Little Hotelier Mobile App, and Little Hotelier Basics.

SiteMinder Platform is the outcome of a multi-year program to evolve SiteMinder from a product company to a solutions provider. By integrating SiteMinder's core channel manager product with its full suite of plug-ins, the Platform is expected to help SiteMinder grow average revenue per subscriber by reducing friction for customers looking to more deeply engage with the SiteMinder ecosystem. The Platform also offers customers a more intuitive user experience, improved workflow, increased connectivity, and access to deep insights on their business's performance.

Little Hotelier Basics was rolled out to English speaking regions towards the end of FY22. Featuring digital on-boarding, digital customer support, and a hybrid pricing model, Little Hotelier Basics makes SiteMinder's technology even more accessible to small accommodation providers whose uptake of modern technology solutions remains low.

SiteMinder is well capitalised to achieve its strategic initiatives with $117.7m of liquidity at the end of FY22. This consists of $26.6m of cash and cash equivalents, $62.1m of funds on deposit, and $29m in undrawn debt facilities.

SiteMinder is targeting pre-COVID-19 revenue growth rates (31% from FY17-FY19) in the future but realisation of this target will depend on many factors outside of the Company's control, including the continued abatement of COVID-19 related influences on the accommodation and travel industry.

As a publicly listed company, the valuation of BTI's investment in SiteMinder is determined by the closing share price for the period. As at 30 June 2022, SiteMinder's share price was $3.51 which valued BTI's investment at $58.7m.

Valuation 30 June 2022:	**$58.7m**
Valuation at 30 June 2021:	$82.5m
Realisation since 30 June 2021:	$15m
Basis for valuation:	Marked to market
Securities held:	ASX:SDR 16,711,400 ordinary shares

InstantScripts

InstantScripts is a digital healthcare platform that enables Australians to conveniently access high quality doctor care and routine prescription medication in a safe, secure and clinically responsible manner.

BTI invested $5.5m into InstantScripts in July 2021. BTI increased its investment in InstantScripts through follow-on investments in October 2021 and March 2022 taking its total cash investment to $15.2m.

InstantScripts was founded in 2018 by doctor and entrepreneur, Asher Freilich. Dr Freilich realised the potential for InstantScripts during his training as a GP when he saw the opportunity to optimise and streamline a lot of the inefficiencies that exist in the provision of routine healthcare services.

The platform's express prescription service enables consumers to access doctor-approved routine prescription medication in minutes. It also enables streamlined access to certain routine pathology tests and is developing AI-driven results interpretation tools supplementing the doctor's input. Consumers can also access live medical advice via telehealth consultations. The service's digital healthcare platform is underpinned by doctor-designed clinical questionnaires that streamline the patient eligibility process before a doctor-approved prescription is provided.

InstantScripts enjoys strong support from the pharmacist community, with over 40% of Australian pharmacies already registered with the platform. It also has e-prescription integration and is on the Australian Digital Health Agency (ADHA) conformance register.

InstantScripts has spent FY22 cautiously deploying the capital it raised. The company launched its first mass-market TV advertising campaign which successfully lifted the brand profile of InstantScripts and general awareness of the more convenient digital healthcare category.

The InstantScripts team expanded to over 20 staff members which included the hiring of key executives including the appointment of Richard Skimin, ex-Managing Director of News.com.au, as Chief Operating Officer. The team now in place at InstantScripts are highly capable and well positioned to guide the business on the next phase of its growth journey.

The business has also been adding new product verticals to its platform such as pathology referrals, HIV prevention medication, medicinal marijuana and weight loss management. InstantScripts also partnered with Healthengine.com.au to offer their audience online rapid prescriptions and medical certificates.

InstantScripts was experiencing strong growth prior to the COVID-19 disruptions which has accelerated further as consumers experience the convenience of InstantScripts service. InstantScripts is growing extremely rapidly and has already served over 400,000 Australians. The business interacts with over 1,000 patients on a daily basis and has grown its user base over 250% since BTI first invested.

BTI has valued its investment in InstantScripts at $16.6m at June 2022 which reflects its latest third party valuation.

Valuation 30 June 2022:	**$16.6m**
Investment since 30 June 2021:	$15.2m
Basis for valuation:	Third-party transaction
Securities held:	Preference and ordinary shares

Operating and Financial Review (continued)

Review of Operations (continued)

Rezdy

Rezdy is one of the few global independent providers of connectivity technology and tools to a broad cross-section of the estimated $300bn+ tours and activities industry. Rezdy's B2B marketplace offering combines leading booking software, distribution and in-destination agent tools to drive connectivity of online sales of tours and activities globally.

Rezdy's booking software platform is used by over 4,200 tour and activity operators globally, simplifying back-end operations for customers with inventory, scheduling and reservation engines. Rezdy's booking engine connects operators to both direct-to-consumer website bookings as well as to hundreds of online distribution channels including leading OTAs and thousands of independent agents in over 130 countries.

After a challenging period following the outbreak of COVID-19, FY22 saw a return to strong growth. This is despite the continued grounding of virtually all international travel as populations continued to seek out domestic travel destinations and experiences. It is pleasing to see Rezdy finished FY22 with both revenue and gross booking value (GBV) well above the peak levels achieved prior to the COVID-19 outbreak. Despite macroeconomic conditions deteriorating, the growth prospects for the business in FY23 remain strong as the demand for travel remains high and international borders continue to reopen.

Rezdy's product offering continued to strengthen with several key developments during the period. Management successfully transitioned its booking software customers to new pricing plans which better align the interests of the business and customers whilst delivering a higher take rate on booking volumes transacted on Rezdy's platform. Management also successfully launched its second-generation payments platform, RezdyPay, which has seen strong adoption amongst Rezdy's new and existing customers. Rezdy has also continued to focus on its global expansion with additional senior hires in North America and a number of key product enhancements which resulted in a strong ramp up of new customer activity in the region.

Rezdy continued to execute on its B2B marketplace strategy. During the period Management were successful in securing a large number of enterprise level agreements and strategic partnerships across both supply and demand side channels. Rezdy is well positioned for continued growth as tour suppliers continue to seek technology to manage their business and tap into lucrative online channels. Rezdy also benefits from online demand channels as they seek a greater level of inventory of experiences in both local and overseas markets, and in-destination resellers as they seek a more effective tool to manage their customers demand for experiences.

In October 2021, BTI increased its investment in Rezdy by $4.0m as part of a $7.5m equity raising by the Company. The valuation of the equity raising resulted in a 38% uplift to the valuation of BTI's investment in Rezdy prior to the transaction. Rezdy's annualised recurring revenue has increased over 50% since the time of the equity raising, however BTI has maintained a conservative valuation approach and held Rezdy flat at 30 June 2022.

Valuation 30 June 2022:	**$12.8m**
Valuation 30 June 2021:	$6.4m
Investment since 30 June 2021:	$4.0m
Basis for valuation:	Price of third party transaction
Securities held:	Convertible preference shares, ordinary shares

Access Telehealth

Founded in 2016, Access Telehealth is a specialist telehealth platform that combines technology and a community of doctors to better connect regional communities, aged care residents and National Disability Insurance Scheme (NDIS) participants to high-quality healthcare.

Bailador invested $12.5m in Access Telehealth in December 2021 alongside other sophisticated investors and existing shareholders. The funds raised by the company are being used to accelerate its growth plans, continue product development and rapidly expand the network of medical professionals available to consumers via the platform.

Access Telehealth employs a unique hybrid patient care model that combines both telehealth and in-person care to deliver an ongoing healthcare program for each patient. By utilising telehealth technologies, the company provides patients with convenient and timely access to a large network of specialist medical professionals. The company enjoys strong support from the medical community with over 200 medical specialists active on the Access Telehealth platform.

Since BTI's investment the business has spent considerable effort expanding its team and rolling out software improvements to service the demand the business is experiencing. Access Telehealth's team now consists of over 200 team members consisting of executives, management, doctors and nurses who deliver over 8,000 consultations per month, and work alongside aged care operators right across Australia.

The company is experiencing strong growth. In the last financial year revenue has expanded rapidly and the number of residents under its care has more than doubled in the six months since BTI invested. These strong results have been achieved with little to no marketing effort such is the strong product-market fit the business has found. With approximately 200,000 residents in aged care the business has a large growth runway ahead of it and a community who will benefit from its superior care program.

Despite Access Telehealth's strong fundamental performance BTI wrote down the valuation of Access Telehealth by 24% to $9.5m to reflect the general decline in equity valuations. BTI maintains a positive outlook on Access Telehealth's future prospects underpinned by the strong and resilient demand for healthcare along with the innovative model they are using to deliver superior levels of care to Australian consumers.

Valuation 30 June 2022:	**$9.5m**
Investment since 30 June 2021:	$12.5m
Basis for valuation:	Revenue multiple
Securities held:	Ordinary shares

Operating and Financial Review (continued)

Review of Operations (continued)

Straker Translations

Straker Translations (Straker) is a world-leading AI data-driven language translation platform powering the global growth of businesses. Straker has developed a proprietary, enterprise grade, end-to-end cloud-based translation platform, “Ai RAY”, which utilises a combination of AI, machine-learning and a crowd-sourced pool of over 13,000 freelance translators. This AI-driven technology platform allows Straker to achieve high volume translations with superior accuracy and deliver industry leading gross margins.

The NZ financial year ended 31 March 2022 (FY22) was an exceptional year for Straker. The Company delivered NZ$55.9m of revenue or a 79% increase over the prior year, surpassing management’s minimum revenue forecast by 12%. The business also delivered on its goal of increasing margins, with gross margin reaching 54.3% for the year, up on the prior year’s gross margin of 53.4%. The Company also recorded an adjusted EBITDA profit of NZ$1.2m, up from the EBITDA loss of NZ$0.2m in the prior year.

The strong growth was largely driven by the continued ramp up in the Company’s IBM contract over the year, as well as the impact of acquisitions of *Lingotek* (acquired in Q4 FY21) and *IDEST Communication* (acquired in Q3 FY22). Straker has scaled up rapidly over the past few years through a combination of organic growth and strategic acquisitions. Straker has a growing base of both Enterprise and SME customers across three main regions including Asia-Pacific, Europe and North America. Acquisitions provide Straker an opportunity to add revenue, key customer relationships in strategically important categories, geographic diversity, human capital and generate operating leverage as acquired entities are migrated onto the Company’s proprietary *Ai RAY* technology platform.

The Company remains well funded and has seen a strong rise in operating cashflows to achieve positive cash flows of $1m in the second half of the year. Straker’s A$25m capital raising in the first quarter of the financial year further strengthened its balance sheet the Company ended the year with cash and cash equivalents at NZ$15.1m and no debt.

The prospects for Straker remain strong as the business continues to scale-up its translation platform in the growing US$57bn language services market. Straker’s increased focus on Enterprise customers will remain a key element of the Company’s growth strategy going forward. The acquisition pipeline also remains strong and with a total of nine acquisitions in the last six years, management now has significant acquisition and integration experience enabling a faster integration and margin improvement of the businesses acquired. The Company expects the strong momentum to continue into FY23 and has forecast profitable revenue growth of 20% for FY23 on a gross margin exceeding the 54.3% recorded in FY22.

As a publicly listed company, the valuation of BTI’s investment in Straker is determined by the change in closing share price for the period. As at 30 June 2022, Straker’s share price was $1.02, representing a 47% decrease since 30 June 2021.

Valuation 30 June 2022:	**$9.3m**
Valuation 30 June 2021:	$17.8m
Realisation/investment since 30 June 2021:	$nil
Basis for valuation:	Mark to market
Securities held:	ASX:STG 9,160,354 ordinary shares

nosto

Nosto

In June 2021, Stackla was acquired by Nosto in a predominately share-based transaction. BTI accepted shares in Nosto in consideration for its position in Stackla, and BTI investors received exposure to a larger international business operating a leading personalisation platform in the very fast growth e-commerce space.

Nosto is a leading e-commerce personalisation platform with operations in New York, Los Angeles, London, Paris, Berlin, Stockholm and Helsinki.

Nosto enables retailers to deliver a personalised digital shopping experience at every touchpoint and across every device. Brands use Nosto to craft personalised e-commerce experiences that drive conversion and increase revenue.

Nosto's commerce experience platform allows customers to quickly deploy fully personalised, integrated commerce experiences across product recommendations, content, triggered overlays and popups, category pages, and more.

Nosto is a larger well capitalised business with a leading position in the fast-growing space of e-commerce personalisation. The fundamental proposition for the Nosto platform is that e-commerce sales are growing extremely rapidly worldwide and there is increasing demand for the personalisation of the e-commerce experience. The Nosto platform provides e-commerce personalisation, and the addition of Stackla's UGC tech capability enhances the Nosto offering.

Since Nosto acquired Stackla they've added two new User Generated Content (UGC) related products to the Nosto platform, Visual UGC (the former Stackla product) and Shoppable Instagram, a new product launched in April 2022. The Shoppable Instagram tool gathers UGC from a brand's Instagram account, syncs it with their Nosto product catalogue and highlights it across key store pages as shoppable content.

In January 2022, Nosto acquired SearchNode, a global cloud-based ecommerce search technology company. Nosto plans to integrate the SearchNode technology into its platform, enabling retailers to provide the most relevant search results and personalised experiences across the entire shopping journey. This transaction was the second acquisition for Nosto, following the Stackla acquisition in 2021.

Following the acquisition of Stackla by Nosto in June 2021, the valuation of BTI's investment in Stackla remained unchanged at $11.5m, but it transitioned to a shareholding in Nosto.

In June 2022, BTI made the decision to write down our carrying value in Nosto by 20% to $9.2m, recognising that public markets at first rose and have now fallen, as well as exchange rate movements since the relevant transaction in June 2021.

Valuation 30 June 2022:	**$9.2m**
Valuation 30 June 2021:	$11.5m
Realisation/investment since 30 June 2021:	$nil
Basis for valuation:	Revenue multiple
Securities held:	Ordinary shares

Operating and Financial Review (continued)

Review of Operations (continued)

MOSH

Mosh

Mosh is a digital healthcare brand that makes men's health and wellness accessible, easy and affordable.

BTI invested $7.5m in Mosh in December 2021. BTI holds convertible notes in Mosh and invested alongside a number of other institutional investors.

Mosh was launched in 2019 by David Narunsky and Gabriel Baker who saw the opportunity to create a digital health solution that enabled sensitive men's health conditions to be treated discretely and conveniently.

The company offers subscription treatment plans for hair loss, sexual health, skin care and mental health. Mosh's medical consultations are delivered digitally which increases convenience, accessibility and privacy while also lowering the cost of treatment. The business' all-inclusive treatment plans cover membership, medical treatment, pharmaceuticals and delivery.

Over the course of 2022 Mosh has been carefully investing the capital it raised into TV advertising and sponsorship opportunities to continue growing the Mosh brand and subscriber base. The founders have also been focussed on building out the team across the entire organisation and in key executive positions which will position the business well for its next chapter of growth.

Mosh's core treatment plans are for hair loss, sexual health and skin care. During 2022 the team launched to market revamped treatment plans for both mental health and weight loss. Mosh's new mental health treatment plan enables consumers to access a personalised and Doctor-recommended treatment plan within 24 hours, complete with online counsellor sessions and medications which are discretely shipped to a customer's door.

Mosh is growing rapidly with over 30,000 active subscribers and has developed a strong brand in the fast-growing men's digital healthcare market.

BTI's convertible note converts into equity at a discount to a future valuation and so BTI has valued its investment in Mosh at $7.5m at June 2022 which is in line with the third-party investment cost.

Valuation 30 June 2022:	**$7.5m**
Investment since 30 June 2021:	$7.5m
Basis for valuation:	Third-party transaction
Securities held:	Convertible note

BROSA

Brosa

Brosa is a technology-led, vertically integrated furniture brand and online retailer. Digitally-native brands like Brosa have an advantage over typical retailers, with access to data across the consumer purchasing lifecycle that can inform and optimise future investment in inventory and pricing.

The management of Brosa believes there is an opportunity for digitally native retailers to utilise technology to optimise all parts of the furniture purchase and delivery supply chain, from design to delivery. Brosa is a next generation retailer with a digitally-native mindset and full vertical integration across the supply chain, enabling superior control of the customer experience.

Established in 2014, Brosa is based in Melbourne. The business operates an omni-channel retail model, which includes predominantly online sales supported by physical showrooms in Melbourne and Sydney.

The company has made considerable progress towards establishing itself as the leader in digital-first furniture shopping experiences, and is poised to take advantage of the accelerating structural shift to online shopping.

Brosa continued to upgrade its management team in FY22 and their Chief Commercial Officer was included in Inside Retail's Top 50 people in e-commerce.

Brosa was a net beneficiary from the COVID-19 related lockdowns that saw e-commerce sales accelerate in FY21. Demand for furniture was up as people isolated at home, and Brosa's digital-first model was perfectly placed to take advantage of consumers increased willingness to order goods online, driving record results.

In October 2021, BTI revalued its investment in Brosa up by 49% ($1.5m) to $4.5m to reflect its strong operating performance over the prior 12 months.

Valuation 30 June 2022:	**$4.5m**
Valuation 30 June 2021:	$3.0m
Basis for valuation:	Revenue multiple
Securities held:	Convertible preference shares

Significant Changes in State of Affairs

There was no significant change in the Company's state of affairs during the year.

Events after the Reporting Period

In July 2022 Bailador announced a $5m follow-on investment in portfolio company and digital healthcare platform InstantScripts. The investment was completed at a valuation 10% above the previous carrying value of InstantScripts. Other than the follow-on investment in InstantScripts, no matter or circumstance has arisen since the end of the year that has significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in subsequent financial years.

Future Developments, Prospects and Business Strategies

The BTI portfolio is well positioned with a significant portion of the portfolio held in cash. Moving into an investment cycle, recent declines in technology trading multiples are expected to present improvement in investment prices.

Likely developments, future prospects, the business strategies and operations of the portfolio companies and the economic entity, and the expected results of those operations have not been detailed in this report as the directors believe the inclusion of such information would be likely to result in unreasonable prejudice to the Company.

Business Risks

The following exposures to business risks may affect the Company's ability to deliver expected returns:

Market Risk

Investment returns are influenced by market factors such as changes in economic conditions, the legislative and political environment, investor sentiment, natural disasters, war and acts of terrorism.

The investment portfolio is constructed so as to minimise market risks, but those risks cannot be entirely eliminated and the investment portfolio may underperform against the broader market.

Liquidity Risk

There is a risk that the investment portfolio's underlying investments or securities may not be easily converted to cash. Even when the Company does have a significant cash holding, that cash will not necessarily be available to Shareholders.

General Investee Company Risks

There are risks relating to the growth stage information technology focused businesses in which the Company invests including:

- The business model of a particular investee company may be rendered obsolete over time by competition or new technology;
- Some investee companies may not perform to the level expected by the Manager and could fail to implement proposed business expansion and/or product development, reduce in size or be wound up;
- Some investee companies may fail to acquire new funding, whether by way of debt funding or third-party equity funding;
- There is no guarantee of appropriate or timely exit opportunities for the Company, and accordingly the timeframe for the realisation of returns on investments may be longer than expected.

The Company uses a combination of strategies to minimise business risks, including structural and contractual protections, a clear investment strategy and representation on portfolio company boards.

Environmental Regulation

The operations of the Company are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.

Corporate Sustainability and Responsibility

Sustainability Snapshot

Bailador Technology Investments is regulated by ASIC and the ASX and adheres to the highest standards of corporate governance. Bailador's standards of corporate governance are outlined in the Corporate Governance Statement found on Page 30 of this report.

Bailador Technology Investments is not an operating company. It has no employees besides its three independent directors and does not consume resources or produce emissions. Bailador Technology Investments has outsourced its management to Bailador Investment Management. For this sustainability snapshot, we will refer to Bailador Technology Investments and Bailador Investment Management together as Bailador.

People and Place

Bailador team

	Male		Female		Total	
Partners	4	100%	0	0%	4	100%
Non-partners	2.5	56%	2	44%	4.5	100%
Total	**6.5**	**76%**	**2**	**24%**	**8.5**	**100%**

Bailador is committed to being an inclusive, diverse, and merit-based workplace. Bailador recognises and promotes the values of diversity, respect and opportunity for learning and development in the workplace.

Bailador's work from home policy is flexible and adaptable. Our focus is providing team members the flexibility and resources to achieve their best. Our team members predominantly choose to work from our office as most people feel this supports their professional development and enhances team building.

In addition to adhering to government leave requirements, Bailador also offers a period of paid parental leave and we encourage our team to put family first.

Bailador intern programme

Pictured (l-r): Jordan Martenstyn and David Kirk. Jordan joined Bailador's internship programme in October 2021 and was promoted to a permanent position as Investment & Portfolio Analyst in April 2022.

Bailador offers a paid internship programme for undergraduates who have an interest in the technology and finance sectors. Most interns are university students and choose to work one or two days per week over a three-month period, with the opportunity to assist the team with financial analysis, industry sector research, and report preparation on investment opportunities. Interns are assigned a member of the team to act as a mentor and help provide guidance and support during their tenure.

	Male		Female		Total	
Interns	3	**33%**	6	**67%**	9	**100%**

Sustainability Snapshot (continued)

People and place (continued)

Bailador office

Bailador has been at its current office at 20 Bond Street in Sydney since 2020. The A-Grade building has a 5.5 Star NABERS Energy Base Building rating and a 4.5 star NABERS Water rating. The building is operated by Mirvac and is net carbon positive for Scope 1 and Scope 2 emissions.

The Bailador office is located close to major transport links, such as light rail stops, train stations and ferry services. The 20 Bond Street building also has End of Trip facilities, including showers, changing rooms, and bicycle storage and maintenance facilities, to encourage exercise to and from work.

While we are not able to measure the emissions of the Bailador team's commute, the team commute to work by bus, rail, ferry, walking, cycling or electric vehicle.

Bailador staff have personal workstations with ergonomic sit-stand desks, and the office is designed with several breakout rooms to allow the team to work comfortably. The full team meets weekly, with staff choosing to attend in person or remotely, to encourage communication, collaboration and the sharing of ideas and insights. CY22 has seen a return to work and the majority of the Bailador team choose to spend most of their time working from the office.

Bailador presents regular opportunities for the team to contribute to broader strategy and direction, including holding an annual team offsite to come together as a group and focus our energies for the year ahead.

Bailador is a safe place to work and has not had a lost time injury since founding in 2010. We pay attention to mitigating risks in the office by ensuring we have good equipment that remains well maintained.

Bailador is great at hiring great people. We hire for cultural fit first and foremost. Excluding interns, our average retention period across our current team is 6.4 years.

Giving Back

The Smith Family Challenge

The Smith Family does terrific work in helping disadvantaged kids get an education. In FY22, Bailador again supported The Smith Family Challenge, sponsoring a team led by Paul Wilson and to which the firm and team members contributed financially. Event participants had two days to run, paddle and navigate their way through the bush, over mountains and up rivers to complete the course that is more than 100km long.

In total, Team Bailador, including non-Bailador members, raised over $94,000 for The Smith Family. This was our fourth consecutive year of support for The Smith Family challenge, and second as a named sponsor.

Stepping Stone House

Stepping Stone House provides care for homeless children and young adults in its three houses in Sydney. Each year Stepping Stone House partners with the Royal Sydney Yacht Squadron to hold a regatta in which corporates sponsor and sail a boat for the day. Bailador participated as a Gold Sponsor for the 10th consecutive year and assisted Stepping Stone House to raise around $140,000 on the day.

Bigger Than Us

Bailador sponsored five screenings of the documentary film Bigger Than Us held around Australia in April and May. Bailador's sponsorship allowed 400 young people to see the film which features the lives of seven young people from around the world who are fighting for a better future. Their stories focused on the areas of education for refugees, refugee rescue, environmental justice, food security, women's rights and youth empowerment.

Steptember

Bailador sponsored Helen Plesek, our Chief Financial Officer and Company Secretary, when she took on the Steptember walking challenge this year to raise funds for people living with cerebral palsy. The cause is particularly close to Helen's heart as she has a nephew who lives with the disorder. The team of four collectively took 1.4m steps as part of the challenge, and Helen raised $2,000 for the Cerebral Palsy Alliance.

Donating our time

Our team gives their time to valuable causes such as Sydney Festival, food rescue organisations and Royal Lifesaving Australia.

Bailador encourages our team to give back and provides time off for team members doing charitable work. Our team members are widely involved in governance roles and giving of their time in supporting community activities and not-for-profit enterprises.

Climate Change and Carbon Emissions

Bailador is committed to Measure, Manage and Mitigate the carbon emissions we are directly responsible for, and which arise indirectly from our activities.

We follow the Greenhouse Gas Protocol in categorising direct and indirect emissions as set out below.

Measure, Manage & Mitigate

Greenhouse Gas Protocol Category	Measure	Manage
Scope 1 Direct Emissions		
Emissions from the direct activities of Bailador or activities under our control.	We have no scope 1 emissions.	
Scope 2 Indirect Emissions		
Emissions from electricity purchased and used by Bailador. Emissions are created during the production of the energy and eventually used by Bailador.	3.69 (tonnes CO2e) fully offset.	Bailador has purchased carbon credits to fully offset our Scope 2 carbon emissions.
Scope 3 Other Indirect Emissions		
Emissions from activities of Bailador occurring from sources we do not own or control. These are emissions associated with, for example, business travel, procurements, waste and water usage.	1.47 (tonnes CO2e) fully offset. Our Scope 3 carbon footprint derives from travel on firm business.	Bailador has purchased carbon credits to fully offset our Scope 3 carbon emissions. Bailador is working to improve our measuring of Scope 3 emissions.

Mitigate
While FY22 included a period of working from home and continued restrictions on international travel, we were able to measure and mitigate our carbon emissions. We have decided to invest in projects that remove carbon from the atmosphere and projects that where possible, provide other important benefits to society including job creation and biodiversity enhancement.

Our long-term sustainability framework and goals

	Establish best practice at Bailador	Integrate ESG principles across the Bailador investment cycle	Work and influence portfolio companies
Governance	✓✓✓✓✓	✓✓✓	✓✓✓✓
People practices	✓✓✓✓	✓✓✓✓	✓✓✓
Climate change and carbon intensity	✓✓✓	✓✓	
Giving back	✓✓✓✓	✓✓✓	✓

Establish best practice at Bailador

We believe our governance practices at Bailador are best practice for investment funds and we continue to look for opportunities to improve. Likewise, our people practices and involvement with the community through both financial and in-person contributions are wide-ranging and meaningful. We know we make a difference.

Integrate ESG principles across the Bailador investment cycle

The Bailador investment cycle has four discrete steps:	Bailador currently undertakes the following governance and sustainability activities across the investment cycle:
Step 1: Screening and qualification of opportunities	✓ Bailador undertakes a high-level assessment of carbon intensity and social impact of potential investments. Bailador considers high carbon intensity companies (for example data centres and bitcoin mining) to have a higher risk profile than low carbon intensity businesses
Step 2: Due diligence, negotiation and investment	✓ Bailador is meticulous in assessing governance capability and the commitment of founders and management to high-class governance ✓ Background research on founders is undertaken ✓ Regular information rights (always) and a board seat (where possible) are negotiated and agreed
Step 3: Governance and management support for investee companies	✓ Bailador is almost invariably on the board of investments and from this position is able to influence governance ✓ Bailador often takes the chair role ✓ Bailador works with the investee company to establish board papers and board sub-committees
Step 4: Sale and realisation of investment	✓ Bailador remains tightly involved in sale and realisation processes and supports sales only to reputable buyers ✓ Bailador engages throughout the realisation process to ensure the fair and equitable treatment of investee company employees

Work and influence portfolio companies

Bailador's job as a minority investor is to support founders and management to run their businesses as well as possible. By establishing best practice in governance and sustainability at Bailador and communicating expectations, we aim to influence and encourage investee companies.

We expect excellence in governance and people practices in portfolio companies and work hard to ensure these are in place. Over time we hope to see portfolio companies measuring, managing and mitigating carbon intensity and giving back to their communities but we understand we are not running investee companies and there will be variable commitment to this across the portfolio. We aim to be influential over time.

Corporate Governance Statement

Bailador's Corporate Governance Arrangements

The objective of the Board of Bailador is to create and deliver long-term shareholder value through a range of diversified investments.

The Board considers there to be an unambiguous and positive relationship between the creation and delivery of long-term shareholder value and high-quality corporate governance. Accordingly, in pursuing its objective, the Board has committed to corporate governance arrangements that strive to foster the values of integrity, respect, trust and openness among and between Board members, management and investee companies.

Bailador and its subsidiaries operate as a single economic entity with a unified Board. As such, the Board's corporate governance arrangements apply to all entities within the Company.

Bailador Technology Investments Limited is listed on the ASX. Accordingly, unless stated otherwise in this document, the Board's corporate governance arrangements comply with the recommendations of the ASX Corporate Governance Council (including the fourth edition amendments) as well as current standards of best practice for the entire financial year ended 30 June 2022 and have been approved by the Board.

Board Composition

The Board comprises five directors, three of whom are non-executive and meet the Board's criteria, and ASX Guidelines, as to be considered independent. The names of the non-executive/independent directors are:

- Andrew Bullock
- Jolanta Masojada
- Brodie Arnhold

An independent director is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement. For a director to be considered independent, they must meet all of the following materiality thresholds:

- Not hold, either directly or indirectly through a related person or entity, more than 5% of the company's outstanding shares;
- Not benefit, either directly or through a related person or entity, from any sales to or purchases from the company or any of its related entities, and
- Derive no income, either directly or indirectly through a related person or entity, from a contract with the company or any of its related entities

A list of the Board's directors for the year ended 30 June 2022, along with their biographical details, is provided in the Directors' Report.

The Board considers the current board composition reflects an appropriate balance between executive and non-executive directors that promotes both the generation of shareholder value and effective governance.

The Board also considers that the current board composition reflects an appropriate balance of skills, expertise and experience to achieve its objective of creating and delivering long-term shareholder value. The diverse range of investments the company is involved in necessitates the Board having a correspondingly diverse range of skills, experience and expertise. As BTI invests in information technology focused businesses, directors are required to have a strong working knowledge of this sector. In addition, directors need to have a strong understanding of a range of other business requirements, including finance and contract law. To this end, the Board considers its current composition to be appropriate and has in place an active program for assessing whether individual directors and the Board as a whole have the skills and knowledge necessary to discharge their responsibilities in accordance with the Board's governance arrangements. Details of the skills, expertise and experience of each director are provided in the Directors' Report.

The Chair, supported by the Chair of the Nomination and Remuneration Committee ensures the Board is provided appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Ethical Standards

The Board is committed to its core governance values of integrity, respect, trust and openness among and between Board members, management and portfolio companies. These values are enshrined in the Board's Code of Conduct policy which is available at www.bailador.com.au.

The Code of Conduct policy requires all directors to at all times:

- Act in good faith in the best interests of the Company and for a proper purpose;
- Comply with the law and uphold values of good corporate citizenship;
- Avoid any potential conflict of interest or duty;
- Exercise a reasonable degree of care and diligence;
- Not make improper use of information or position; and
- Comply with the Company's Code of Conduct and Securities Trading Policy

Directors are required to be independent in judgment and ensure all reasonable steps are taken to ensure the Board's core governance values are not compromised in any decisions the Board makes.

The Company does not have a formal whistle-blower policy or anti-bribery and corruption policy. As the Company does not employ any staff, such policies fall to the responsibility of the Manager. Employees of the Manager have been provided access to the Chair of the Audit and Risk Committee as a point of contact for ethics concerns.

Share Ownership and Share Trading Policy

Details of directors' individual shareholdings in Bailador Technology Investments Limited are provided in the remuneration report.

The Bailador Securities Trading Policy is set by the Board. The policy restricts directors from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the company's share price. A detailed description of the Board's policy regarding directors trading in Bailador shares is available from the Board's Code of Conduct and Securities Trading Policy, both of which are available at www.bailador.com.au.

Directors are prohibited from trading for short term speculative gain.

Board Committees

To facilitate achieving its objectives, the Board has established two sub-committees comprising Board members – the Audit and Risk Committee and the Nomination and Remuneration Committee. Each of these committees has formal terms of reference that outline the committee's roles and responsibilities, and the authorities delegated to it by the Board. Copies of these terms of reference are available at www.bailador.com.au.

Audit and Risk Committee

The role of the Audit and Risk Committee is to assist the Board by advising on the establishment and maintenance of a framework of internal controls and to assist the Board with policy on the quality and reliability of financial information prepared for use by the Board. Specifically, the Audit and Risk Committee oversees:

- The appointment, independence, performance and remuneration of the external auditor;
- The integrity of the audit process;
- The effectiveness of the internal controls; and
- Compliance with applicable regulatory requirements.

Information on the Board's procedures for the selection and appointment of the external auditor, and for the rotation of the external audit engagement partners, is available from the company's website www.bailador.com.au.

The Audit and Risk Committee comprises five directors (including the Chair of the Board), three of whom are non-executive/independent directors. Consistent with ASX's Corporate Governance Principles and Recommendations, the Chair of the Audit and Risk Committee is independent and does not hold the position of Chair of the Board.

The names and qualifications of the Audit and Risk Committee members and their attendance at meetings of the Committee are included in the Directors' Report.

Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee is to assist the Board by making recommendations to it about the appointment of new directors of the company and advising on remuneration and issues relevant to remuneration policies and practices including for non-executive directors. Specifically, the Nomination and Remuneration Committee oversees:

- Developing suitable criteria for Board candidates;
- Identifying, vetting and recommending suitable candidates for the Board;
- Overseeing Board and director performance reviews;
- Developing remuneration policies for directors; and
- Reviewing remuneration packages annually.

The Nomination and Remuneration Committee comprises five directors (including the Chair of the Board), three of whom are non-executive/independent directors. Consistent with ASX's Corporate Governance Principles and Recommendations, the Chair of the Nomination and Risk Committee is independent and does not hold the position of Chair of the Board.

The names and qualifications of the Nomination and Remuneration Committee members and their attendance at meetings of the committee are included in the Directors' Report.

There are no schemes for retirement benefits for directors.

Performance Evaluation

The Board assesses its performance, the performance of individual directors and the performance of its committees annually through internal peer review. The Board also formally reviews its governance arrangements on a similar basis annually. The Chair has conducted individual performance appraisals with Board members throughout the year. In addition, the Nomination and Remuneration Committee have met throughout the year and have found the current board performance and composition to be appropriate.

Further remuneration policy for non-executive/independent directors is provided at www.bailador.com.au.

Board Roles and Responsibilities

The Board is accountable to the shareholders for creating and delivering shareholder value through governance of the Company's business activities. The discharge of these responsibilities is facilitated by the Board delivering to shareholders timely and balanced disclosures about the Company's performance.

As a part of its corporate governance arrangements, the Board has established a strategy for engaging and communicating with shareholders that includes:

- Monthly updates to the ASX and the Company website with the Company's net asset backing;
- Presentations to investors and media briefings, which are also placed on the Company website; and
- Actively encouraging shareholders to attend and participate in the Company's Annual General Meeting.

A detailed description of the Board's communication policy is provided at www.bailador.com.au.

The Board is first and foremost accountable to provide value to its shareholders through delivery of timely and balanced disclosures.

The Board has delegated to the Manager, Bailador Investment Management, all authorities appropriate and necessary to achieve the Board's objective to create and deliver long-term shareholder value. A complete description of the functions reserved for the Board and those it has delegated to the Manager along with guidance on the relationship between the Board and the Manager is available from the Board Charter available at www.bailador.com.au. Notwithstanding, the Manager remains accountable to the Board and the Board regularly monitors the decisions and actions of the Manager.

The Board Charter requires all directors to act with integrity and objectivity in taking an effective leadership role in relation to the Company. The Chair ensures all directors have a written agreement outlining their roles and responsibilities and that all directors are in receipt of relevant governance policies.

The Chair is responsible for ensuring individual directors, the Board as a whole and the Manager comply with both the letter and spirit of the Board's governance arrangements. The Chair discharges their responsibilities in a number of ways, primarily through:

- Setting agendas in collaboration with other directors and the Manager;
- Encouraging critical evaluation and debate among directors;
- Managing board meetings to ensure all critical matters are given sufficient attention; and
- Communicating with stakeholders as and when required.

The Board Charter provides independent directors the right to seek independent professional advice on any matter connected with the discharge of their responsibilities at the Company's expense. Written approval must be obtained from the Chair prior to incurring any such expense on behalf of the Company.

The Company Secretary of the Company is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. All Board members communicate directly with the Company Secretary.

The Company Secretary through the Chair is responsible for ensuring:

- All members of the Board receive copies of all market announcements on or prior to release
- Copies of any Company presentations with new substantive information are released to the market ahead of any presentation being given.

Shareholder Rights

Shareholders are entitled to vote on significant matters impacting on the business, which include the election and remuneration of directors, changes to the constitution and receipt of annual and interim financial statements. All voting matters are determined via a poll. The Board actively encourages shareholders to attend and participate in Bailador Annual General Meetings, to lodge questions to be responded to by the Board and/or the Manager, and to appoint proxies.

The Company ensures its statutory auditor attends the Annual General Meeting and is available to answer questions from shareholders relevant to the audit.

The Board ensures security holders are provided with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Board encourages shareholders to receive information electronically wherever possible.

Risk Management

The Board considers identification and management of key risks associated with the business as vital to creating and delivering long-term shareholder value.

The main risks that could negatively impact on the performance of the Company's investments include:

- General market risk, particularly in worldwide tech sector stocks;
- General interruption to the Australian venture capital sector;
- The ability of the Manager to continue to manage the portfolio, particularly retention of the Manager's key management personnel;
- Minority holdings risk where other larger investors in our portfolio companies may make decisions the Company disagrees with; and
- Other operational disruptions within portfolio companies due to changes in competition or technology, key management personnel, cash-flow and other general operational matters.

The Board has reviewed its risk management framework, including the absence of significant environmental or social risk, in the last 12 months and is satisfied the framework is sound and appropriate for the risk appetite of the Board.

The Company does not have an internal audit function. The Manager has been delegated the task of implementing internal controls to identify and manage risks for which the Audit and Risk Committee and the Board provide oversight. The effectiveness of these controls is monitored and reviewed regularly.

A summary of the Board's risk management policy is available at www.bailador.com.au.

Other Information

Further information relating to the Company's corporate governance practices and is at www.bailador.com.au.

Board skills matrix

Governance skills	Directors	Importance
Strategy	✓✓✓✓✓	Essential
Financial performance	✓✓✓✓✓	Essential
Risk and compliance oversight	✓✓✓✓✓	Essential
Board experience	✓✓✓✓✓	Essential
Commercial experience	✓✓✓✓✓	Essential
Qualifications	✓✓✓✓	Desirable
Capital Management Experience	✓✓✓✓✓	Desirable
Sustainability	✓✓	Desirable

Industry skills	Directors	Importance
Expertise in or with SaaS, marketplace or other information technology businesses	✓✓✓✓	Essential
Qualifications and/or experience in valuing technology businesses	✓✓✓✓✓	Essential
Experience in or with listed investment businesses	✓✓✓	Desirable
Private equity/investment banking experience	✓✓✓✓✓	Desirable
Experience with investor relations	✓✓✓✓	Desirable
Experience in building a business to scale	✓✓✓✓	Desirable

Personal attributes	Description
Integrity (ethics)	A commitment to: • understanding and fulfilling the duties and responsibilities of a director, and maintaining knowledge in this regard through professional development • acting with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company • acting in good faith in the best interests of the Company's and for a proper purpose • being transparent and declaring any activities or conduct that might be a potential conflict • acting with care and diligence • maintaining Board confidentiality
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain broad stakeholder support for the Board's decisions
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily understand key issues, and develop innovative approaches and solutions to problems
Industry contributor	A passion and interest in keeping abreast of technology businesses and industry movements
Leader	Leadership skills including the ability to: • appropriately represent the organisation • set appropriate Board and Company culture • make and take responsibility for decisions and actions

The Chair should also have the personal attributes to effectively undertake usual Chair functions such as: chairing Board meetings; developing a constructive relationship with the CEO; successfully managing Board succession planning and Board performance; and representing/being a spokesperson for the Company.

Diversity composition

The board is committed to seeking gender representation and, where possible, diversity on the Board should be reflective of the Company's geographic and cultural footprint. Some age diversity should be sought among directors to bring different generational perspectives to the Board's deliberations and the Board should comprise a diverse range of professional experience. The Board should collectively comprise directors who demonstrate competence and experience at board level and/or who have completed formal training in directorship/governance.

Directors' Report

Your directors submit the financial report of the Company for the financial year ended 30 June 2022. The information in the preceding operating and financial review forms part of this Directors' Report for the year ended 30 June 2022 and is to be read in conjunction with this report:

Directors

The names of directors who held office during or since the end of the year:

- David Kirk (Chairman)
- Paul Wilson
- Andrew Bullock
- Jolanta Masojada
- Brodie Arnhold

Dividends

A fully franked final dividend of 3.7 cents per share amounting to $5.2m has been declared by the Board on 15 August 2022. In addition, the board has announced a fully franked special dividend of 3.7 cents per share amounting to $5.2m. The final dividend and special dividend will be paid together and are to be paid on 16 September 2022 to shareholders on record as at 2 September 2022.

The dividends announced on 15 August 2022 are in line with Bailador's dividend policy anounced on 1 June 2022 of a regular dividend of 4% pa of NTA pre-tax paid semi-annually, plus a special dividend of 2% of company NTA pre-tax. The final dividend of 3.7c per share is 2% of Company NTA pre-tax and represents the first dividend for FY23 with a further regular dividend of 2% of NTA pre-tax to be announced with the December 2022 financial report in February 2023.

The Company's dividend reinvestment plan (DRP) announced on 13 February 2020 will apply to the dividends announced on 15 August 2022.

Indemnifying Officers or Auditor

During the year, Bailador Technology Investments Limited paid a premium to insure officers of the Company. The officers of the Company covered by the insurance policy include all Directors.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Company.

Details of the amount of the premium paid in respect of insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

The Company has not otherwise, during or since the end of the financial period, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Company against a liability incurred as such by an officer or auditor.

Proceedings on Behalf of Company

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30 June 2022 has been received and can be found on Page 39 of the Financial Report.

Non-audit Services

The Board of Directors, in accordance with advice from the Audit and Risk Committee, is satisfied that the provision of non-audit services during the period is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied the services disclosed below did not compromise the external auditor's independence as the nature of the services provided does not compromise the general principles relating to audit independence in accordance with APES 110: *Code of Ethics for Professional Accountants* set by the Accounting Professional and Ethical Standards Board. All non-audit services have been reviewed and approved to ensure they do not impact the integrity and objectivity of the auditor.

The following fees were paid or payable to Hall Chadwick for non-audit services provided during the year ended 30 June 2022:

	$
Taxation Services	$21,097

Rounding of Amounts

The Company has applied the relief available to it under *ASIC Corporations (rounding in Financial/Directors' Reports) Instrument 2016/191* and accordingly certain amounts in the financial report and the Directors' Report have been rounded off to the nearest $1,000.

Options

There are no unissued ordinary shares of the Company under options as at 30 June 2022.

No shares or options are issued to directors of Bailador Technology Investments Limited as remuneration.

Information Relating to Directors and Company Secretary

Information on Directors is located on Pages 6 and 7 of this report.

Helen Plesek
Company Secretary

- Helen has over 25 years of experience in finance, corporate development and governance holding senior roles at Inchcape Motors Australia, Tubemakers of Australia and BRW Fast 100 winner and technology company, LX Group. In addition, Helen has consulted on best practice finance systems across a range of companies and government bodies.
- Helen holds a Bachelor of Commerce in Accounting and a Masters in Politics and Public Policy. She is a Fellow of CPA Australia, a graduate of the Australian Institute of Company Directors and a Justice of the Peace in NSW.

Meetings of Directors

During the period, 13 meetings of directors and four committee meetings were held. Attendances by each director during the period was as follows:

	Directors' Meetings		Audit & Risk Committee Meetings		Nomination and Remuneration Committee Meetings	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
David Kirk	13	13	3	3	1	1
Paul Wilson	13	13	3	3	1	1
Andrew Bullock	13	13	3	3	1	1
Jolanta Masojada	13	13	3	3	1	1
Brodie Arnhold	13	13	3	3	1	1

Remuneration Report (Audited)

Remuneration Policy

Bailador Technology Investments Limited does not employee any personnel. The Board has delegated management of the investment portfolio to the Manager, Bailador Investment Management Pty Ltd.

David Kirk and Paul Wilson are directors of Bailador Technology Investments Limited and are also directors and owners of Bailador Investment Management Pty Ltd.

The Manager is responsible for managing the Investment Portfolio in accordance with the Company's investment strategy. The Manager was appointed in 2014 for an initial term of 10 years and in accordance with the agreement's terms will automatically extend after that term until either the agreement is terminated or a new agreement is agreed.

The Board has recognised the Manager as Key Management Personnel (KMP) given it has the authority and responsibility for planning, directing and controlling the activities of the Company. At least one of David Kirk or Paul Wilson are required to continue to be directors of the Manager and must continue to be actively involved in the management of the investment portfolio during the initial term of the agreement.

The Board has agreed that the independent Directors, Andrew Bullock, Jolanta Masojada and Brodie Arnhold, are to receive $70,000 per annum (increased from $60,000 per annum from 1 October 2021). The Executive Directors do not receive any remuneration.

Bailador Technology Investments Limited pays a management fee of 1.75% per annum (plus GST) of the portfolio NAV. Fees are calculated and paid at the beginning of each quarter in advance. The management fee for a quarter is then adjusted and paid at the end of the quarter based on increases or decreases in the NAV. All the costs of the Manager, including staff, rent, training, and other costs are paid for from this fee.

In addition, the Manager is entitled to receive a performance fee equal to 17.5% per annum (plus GST) of the investment portfolio's gain each year subject to outperforming a hurdle of 8.0% per annum (compounded). The performance fee is only payable from realised gains. The hurdle was reached in FY22 and there are sufficient cash realisations to satisfy the payment of the accrued performance fee.

Amounts paid or payable to the Manager relating to the year ended 30 June 2022 are as follows:

Base management fee	$4,451,132
Performance fee payable	$10,625,331
Reimbursement of portfolio management expenses	$296,842

Key Management Personnel (KMP) Remuneration

Remuneration paid or payable to each KMP of the Company during the financial year is as follows:

	Position	Directors' Fees
David Kirk	Chairman and Executive Director	–
Paul Wilson	Executive Director	–
Andrew Bullock	Non-executive Director	67,500
Jolanta Masojada	Non-executive Director	67,500
Brodie Arnhold	Non-executive Director	67,500
	Non-recoverable GST incurred on director payments	13,500
		216,000

KMP Shareholdings

The number of ordinary shares in Bailador Technology Investments Limited held by each KMP of the Company during the financial year is as follows:

	Balance at 30 June 2021	Net number of shares acquired	Net number of shares disposed	Balance at 30 June 2022
David Kirk	8,818,363	438,993	–	9,257,356
Paul Wilson	3,977,041	349,873	–	4,326,914
Andrew Bullock	432,319	–	–	432,319
Jolanta Masojada	144,740	1,584	–	146,324
Brodie Arnhold	76,897	33,000	–	109,897
	13,449,360	**823,450**	**–**	**14,272,810**

KMP Option Holdings

There were no options on issue to KMP at any point during the financial year.

Other Transactions with KMP and their Related Parties

David Kirk and Paul Wilson receive directors' fees in relation to directorships of portfolio companies. For the year 1 July 2021 to 30 June 2022, David Kirk earned $26,613 from Instaclustr. Paul Wilson earned $104,917 from SiteMinder, and $60,000 from Straker Translations.

The Manager received a fee from Standard Media Index of US$250,000 for operating as the seller's agent on the sale of Standard Media Index.

David Kirk and Paul Wilson sold their shareholdings in Standard Media Index as part of the sale of Standard Media Index completed in May 2022, and received US$135,594 each in proceeds.

There were no other transactions conducted between the Company and related parties, (other than those disclosed above with the Manager), relating to equity, compensation and loans, that were conducted other than in accordance with normal supplier relationships on terms no more favourable than those reasonably expected under arm's length dealings with unrelated persons.

This Directors' Report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

David Kirk

David Kirk
Chairman and Executive Director
Dated this 15th day of August 2022

P. Wilson

Paul Wilson
Executive Director

Auditor's Independence Declaration

HALL CHADWICK (NSW)

BAILADOR TECHNOLOGY INVESTMENTS LIMITED
ABN 38 601 048 275

SYDNEY
Level 40
2 Park Street
Sydney NSW 2000
Australia
Ph: (612) 9263 2600
Fx: (612) 9263 2800

AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF BAILADOR TECHNOLOGY INVESTMENTS LIMITED

In accordance with Section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Bailador Technology Investments Limited. As the lead audit partner for the audit of the financial report of Bailador Technology Investments Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Hall Chadwick

Hall Chadwick (NSW)
Level 40, 2 Park Street
Sydney, NSW 2000

S Kumar

SANDEEP KUMAR
Partner
Dated: 15 August 2022

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Statement of Profit or Loss and Other Comprehensive Income

for the Year Ended 30 June 2022

	Note	30 June 2022 $000	30 June 2021 $000
Increase in value of financial assets	2	70,667	52,032
Interest income		197	100
Accounting fees		(295)	(281)
ASX fees		(76)	(66)
Audit fees	6	(67)	(71)
Costs of realisation of financial assets	2	(5,774)	(953)
Directors' fees		(216)	(192)
Independent valuations		(65)	(64)
Insurance		(244)	(216)
Investor relations		(288)	(288)
Legal fees		(32)	(35)
Manager's fees	5	(4,451)	(3,144)
Manager's performance fees	5	(10,625)	(7,321)
Registry administration		(70)	(57)
Other expenses		(52)	(41)
Profit before income tax		48,609	39,403
Income tax expense	3	(14,640)	(11,823)
Profit for the year		33,969	27,580
Other comprehensive income			
Total comprehensive income for the year		33,969	27,580
Earnings per share			
- basic earnings per share (cents)	8	24.11	22.00
- diluted earnings per share (cents)	8	24.11	22.00

The accompanying notes form part of these financial statements.

Statement of Financial Position

for the Year Ended 30 June 2022

	Note	As at 30 June 2022 $000	As at 30 June 2021 $000
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	9	143,784	43,542
Current marketable securities	4	68,001	17,771
Trade and other receivables	10	934	1,340
TOTAL CURRENT ASSETS		212,719	62,653
NON-CURRENT ASSETS			
Financial assets	4	60,051	159,741
Deferred tax assets	12	4,863	14,013
TOTAL NON-CURRENT ASSETS		64,914	173,754
TOTAL ASSETS		277,633	236,407
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	11	10,773	7,766
Income tax payable		30,391	-
TOTAL CURRENT LIABILITIES		41,164	7,766
NON-CURRENT LIABILITIES			
Deferred tax liabilities	12	11,783	36,685
TOTAL NON-CURRENT LIABILITIES		11,783	36,685
TOTAL LIABILITIES		52,947	44,451
NET ASSETS		224,686	191,956
EQUITY			
Issued capital	13	143,599	142,871
Retained earnings		81,087	49,085
TOTAL EQUITY		224,686	191,956

The accompanying notes form part of these financial statements.

Statement of Changes in Equity

for the Year Ended 30 June 2022

	Note	Ordinary Share Capital $000	Retained Earnings $000	Total $000
Balance at 1 July 2020		119,231	21,505	140,736
Comprehensive income				
Profit for the year		-	27,580	27,580
Total comprehensive income for the period		-	27,580	27,580
Transactions with owners, in their capacity as owners, and other transfers				
Shares issued during the period	13	24,048	-	24,048
Costs associated with shares issued during the period	13	(408)	-	(408)
Total transactions with owners and other transfers		23,640	-	23,640
Balance at 30 June 2021		142,871	49,085	191,956
Balance at 1 July 2021		142,871	49,085	191,956
Comprehensive income				
Profit for the year		-	33,969	33,969
Total comprehensive income for the period		-	33,969	33,969
Transactions with owners, in their capacity as owners, and other transfers				
Dividend paid	7	-	(1,967)	(1,967)
Shares issued under company DRP	13	728	-	728
Total transactions with owners and other transfers		728	(1,967)	(1,239)
Balance at 30 June 2022		143,599	81,087	224,686

The accompanying notes form part of these financial statements.

Statement of Cash Flows

for the Year Ended 30 June 2022

	Note	30 June 2022 $000	30 June 2021 $000
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(13,317)	(4,419)
Interest received		127	22
Net cash used in operating activities	15	(13,190)	(4,396)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of financial assets at fair value through profit and loss		(39,166)	(9,084)
Sale of financial assets at fair value through profit and loss		159,777	29,738
Costs associated with sale of financial assets		(5,937)	(792)
Proceeds from investing activities		114,674	19,862
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		-	24,048
Dividends paid		(1,233)	-
Costs associated with raising capital	13	(9)	(582)
Net cash (used in)/provided by financing activities		(1,242)	23,466
Net increase in cash held		100,242	38,931
Cash and cash equivalents at beginning of year		43,542	4,612
Cash and cash equivalents at end of year		143,784	43,542

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

for the Year Ended 30 June 2022

Note 1: Summary of Significant Accounting Policies

Basis of Preparation

These general purpose financial statements have been prepared in accordance with requirements of the *Corporations Act 2001,* Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards. It is recommended that this financial report be read in conjunction with any public announcements made during the period. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Impacts of COVID-19

The company has given particular concern to the impacts of COVID-19 on the operations of the business and the impacts of valuation of the portfolio. The Manager has worked closely with the portfolio throughout the period and has provided regular briefings to the Board on the impact of COVID-19 on the portfolio of investments. Bailador holds two investments with substantial exposure to the travel industry, SiteMinder and Rezdy. Both businesses have performed well throughout COVID and are returning to growth.

These financial statements were authorised for issue on 15 August 2022.

Accounting Policies

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

a. Investments

The Company has been classified under AASB 2013-5 as an Investment Entity whose business purpose is to invest funds solely for returns via capital appreciation and/or investment returns. As the Company has been classified as an Investment Entity, the portfolio investments have been accounted for at fair value through the profit or loss and shown as Financial Assets in the Statement of Financial Position.

Investments held at fair value through profit or loss are initially recognised at fair value. Transaction costs related to acquisitions are expensed to profit and loss immediately. Subsequent to initial recognition, all financial instruments held at fair value are accounted for at fair value, with changes to such values recognised in the profit or loss.

In determining year-end valuations, the board considers the annual valuation review by an independent valuation expert and the valuation report prepared by the Manager along with other material deemed appropriate by the board in arriving at valuations.

In determining valuations, whilst considering individual portfolio company valuations, the board determines the overall value of the investment portfolio and determines company revenue as the change in the total value of financial assets held at fair value through profit or loss. The board will, if relevant, give consideration to any commercial negotiations underway at the time of valuation and may maintain the value of an investment if a change in valuation would prejudice the interests of the company.

Investments are recognised on a trade date basis.

The entity is exempt from consolidating underlying investees it controls in accordance with AASB 10 Consolidated Financial Statements.

b. Fair Value of Assets and Liabilities

The Company measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable accounting standard.

Fair value is the price the Company would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs).

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in Note 19.

The Board has given consideration to detailed analysis and up to date information that may impact the fair value of the portfolio due to the impacts of COVID-19. In doing so, the Board also considered special COVID-19 valuation guidance issued by the International Private Equity and Venture Capital Valuation Guidelines Board (IPEV).

c. Taxation

The income tax expense for the period comprises current income tax expense and deferred tax expense.

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities / (assets) are measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well as unused tax losses.

No deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

d. Financial Instruments

Initial Recognition and Measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Classification and Subsequent Measurement

Financial instruments are subsequently measured at amortised cost or fair value through profit or loss.

A financial asset that is managed solely to collect contractual cash flows and the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest is measured at amortised cost.

All financial assets that are not measured at amortised cost are measured at fair value through profit or loss.

(i) Financial assets at fair value through profit or loss

A financial asset is classified at "fair value through profit or loss" when it eliminates or reduces an accounting mismatch or to enable performance evaluation where a group of financial assets is managed on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying amount being included in profit or loss.

The initial designation of the financial instruments to measure at fair value through profit or loss is a one-time option on initial classification and is irrevocable until the financial asset is derecognised.

(ii) Financial liabilities

Financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

Impairment

The Company recognises a loss allowance for expected credit losses on financial assets that are measured at amortised cost.

Impairment losses are recognised in the profit or loss immediately.

At the end of each reporting period, the Company assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, to the asset's carrying amount. Any excess of the carrying amount over its recoverable amount is recognised immediately in the profit or loss.

Notes to the Financial Statements for the Year Ended 30 June 2022 (continued)

Note 1: Summary of Significant Accounting Policies (continued)

Derecognition

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset and the Company no longer controls the asset.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of consideration received and receivable is recognised in profit or loss.

An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability is treated as an extinguishment of the existing liability and recognition of a new financial liability. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

e. Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short term highly liquid investments with original maturities of three months or less.

f. Trade and Other Receivables

Trade and other receivables include amounts due from government authorities and prepayments for services performed in the ordinary course of business. Receivables expected to be collected (or utilised) within 12 months of the end of the reporting period are classified as current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Refer to Note 1(d) for further discussion on the determination of impairment losses.

g. Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

h. Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

i. Interest Income

Interest revenue is recognised using the effective interest method.

j. Rounding of Amounts

The Company has applied the relief available to it under *ASIC Corporations (rounding in Financial/Directors' Reports) Instrument 2016/191* and accordingly certain amounts in the financial report and the directors' report have been rounded off to the nearest $1,000.

k. Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company. Detailed information about each of these estimates and judgements is included in Note 18 in the financial statements.

l. Comparative Figures

When required by accounting standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year. The comparative period represents the period from 1 July 2020 to 30 June 2021.

m. New Accounting Standards Implemented

No new accounting standards were adopted during the period.

Note 2: Profit/(Loss) For The Year

	30 June 2022 $000	30 June 2021 $000
The following revenue and expense items are relevant in explaining the financial performance for the year:		
Fair value gains/(losses) on financial assets and marketable securities at fair value through profit or loss	70,667	52,032

(in '000s)

Gains on marketable securities and financial assets where:

- Instaclustr increased $78,619 (178%) and was fully realised in cash during the year
- Standard Media Index increased $9,242 (76%) and was fully realised in cash during the year
- Rezdy increased $2,406 (37%)
- Brosa increased $1,476 (49%)
- InstantScripts increased $1,441 (10%)
- SiteMinder decreased $8,800 (11%) with $15m realised in cash during the year
- Straker Translations decreased $8,427 (47%)
- Access Telehealth decreased $3,000 (24%)
- Nosto decreased $2,290 (20%)

Costs of realisation of financial assets	5,774	953

- Instaclustr costs of full cash realisation completed May 2022 $3,932
- Standard Media Index costs of full cash realisation completed May 2022 $1,359
- SiteMinder costs of partial realisation completed November 2021 as part of SiteMinder IPO $490

Note 3: Tax Expense

		30 June 2022 $000	30 June 2021 $000
a.	The components of tax expense comprise:		
	Current tax	(30,390)	(253)
	Deferred tax	15,750	(11,570)
		(14,640)	(11,823)
b.	The prima facie tax on profit from ordinary activities before income tax is reconciled to income tax payable as follows:		
	Profit for the period before income tax expense	48,609	39,403
	Prima facie tax on profit from ordinary activities before income tax at 30%	(14,583)	(11,821)
	Tax effect of:		
	- Other deductions	(57)	(2)
	Income tax attributable to entity	(14,640)	(11,823)
	The weighted average effective tax rate is as follows:	30%	30%

Note 4: Marketable Securities & Financial Assets

	As at 30 June 2022 $000	As at 30 June 2021 $000
Current Marketable Securities		
SiteMinder	58,657	-
Straker Translations	9,344	17,771
Total Current Marketable Securities	68,001	17,771
Financial Assets		
InstantScripts	16,607	-
Rezdy	12,808	6,402
Access Telehealth	9,500	-
Nosto	9,160	11,450
Mosh	7,500	-
Brosa	4,476	3,000
SiteMinder	-	82,536
Instaclustr	-	44,263
Standard Media Index	-	12,090
Total Financial Assets	60,051	159,741
Total Financial Assets & Marketable Securities	128,052	177,512

Note 5: Management fees

The Company has outsourced its investment management function to Bailador Investment Management Pty Ltd. Bailador Investment Management Pty Ltd is a privately owned investment management company and is a related party of Bailador Technology Investments Limited.

a. Management fees

The Manager is entitled to be paid a management fee equal to 1.75% of the portfolio Net Asset Value (NAV) plus GST per annum. The management fee is calculated and paid quarterly in advance. Each quarter the average of the opening and closing NAV for the quarter is calculated and an adjustment to the pre-paid fee is made depending on whether NAV has increased or decreased during the quarter.

During the period, the Company incurred $4,451,132 of management fees payable to the Manager, of which $108,564 was unclaimable GST the manager remitted as GST to the ATO.

b. Reimbursement of portfolio management expenses

Under the management agreement, the Manager is also entitled to be reimbursed for certain out of pocket expenses incurred in the acquisition and disposal of portfolio assets and in the management of portfolio assets.

During the period, the Company reimbursed the Manager $296,842 for travel and other expenses incurred in the management of the investment portfolio.

c. Performance fees

At the end of each financial year, the Manager is entitled to receive a performance fee from the Company, the terms of which are outlined below:

The performance fee will be calculated as 17.5% of the NAV gain per annum plus GST, being the amount by which the portfolio NAV at the end of a financial year exceeds or is less than the portfolio NAV at the start of the financial year and where that gain exceeds a compound hurdle rate of 8%.

The performance fee will be accrued on an annual basis in arrears and will only be paid at times when proceeds received from realisation of investments is available to the Company and will be paid in respect of the whole amount of the gain (not just the amount over the 8% hurdle), subject to the following caveats:

- If the performance fee for a financial year is a positive amount but the investment return for the financial year does not exceed the hurdle return for the financial year, no performance fee shall be payable to the manager in respect of that financial year, and the positive amount of the performance fee shall be carried forward to the following financial year;
- If the performance fee for a financial year is a negative amount, no performance fee shall be payable to the manager in respect of that financial year, and the negative amount shall be carried forward to the following year; and
- Any negative performance fee amounts from previous financial years that are not recouped in a financial year shall be carried forward to the following financial year.

The performance fee can be fully or partially paid by the issue of shares in Bailador Technology Investments Limited or in cash at the Manager's election, the details of which are outlined below:

If the Manager elects at least five business days prior to the performance fee payment date that all or part of the performance fee is to be applied to the issue of shares in the company, the company must, if permitted by applicable laws (including the Listing Rules and the Corporations Act) without receiving any approvals from the shareholders of the Company, apply the cash payable in respect of the relevant amount to the issue of shares to the Manager or its nominee on the performance fee payment date where

N = PF / Issue Price

Where

N is the number of shares issued

PF is the cash value of the performance fee to be paid in shares

Issue Price is the lesser of:

- The volume weighted average price of shares traded on the ASX during the period of 30 calendar days up to but excluding the performance fee payment date; and
- The last price on the last day on which the shares were traded on the ASX prior to the performance fee payment date.

During the period the Company exceeded the performance fee hurdle and $10,625,331 (including $259,154 non-recoupable GST) has been accrued as performance fees payable. In line with performance fee policy, payment of performance fee may only be made from the proceeds of cash realisations. Throughout the period, the Company realised $118m from its investment in Instaclustr, $20m from its investment in Standard Media Index and $15m from its investment in SiteMinder.

The FY22 performance fee will be paid from these proceeds following release of these financial statements. For further information on performance fee calculation please see the Company's prospectus.

Note 6: Auditor's Remuneration

	30 June 2022 $000	30 June 2021 $000
Remuneration of the auditor for:		
Auditing or reviewing the financial statements	67	71
Taxation services	22	2
	89	73

Note 7: Dividends

	30 June 2022 $000	30 June 2021 $000
Special dividend of 1.4c per share fully franked (2021 no dividend paid)	1,967	–

At 30 June 2022, Bailador's franking account balance is $1k. Bailador will pay sufficient tax in FY23 to ensure all FY23 dividends are fully franked.

Note 8: Earnings per Share

	30 June 2022 $000	30 June 2021 $000
Profit after income tax	33,969	27,580

	Number	Number
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	140,877,262	125,381,189

	Cents	Cents
Basic earnings per share	24.11	22.00
Diluted earnings per share	24.11	22.00

Note 9: Cash and Cash Equivalents

	As at 30 June 2022 $000	As at 30 June 2021 $000
Cash at bank	143,784	43,542
	143,784	43,542

Note 10: Trade and Other Receivables

	As at 30 June 2022 $000	As at 30 June 2021 $000
CURRENT		
GST receivable	97	110
Interest receivable	75	5
Investment exits receivable	664	1,138
Other prepayments	98	87
	934	1,340

The Company does not have Trade Receivables. The Company uses the approaches in Note 1(d) in assessing credit losses on GST, interest receivable and other prepayments. At 30 June 2022 all receivables and prepayments were within expected terms.

Note 11: Trade and Other Payables

	As at 30 June 2022 $000	As at 30 June 2021 $000
CURRENT		
Trade creditors	22	305
Performance fee payable	10,625	7,321
Other payables	126	140
	10,773	7,766

Note 12: Income Tax

	As at 30 June 2022 $000	As at 30 June 2021 $000
CURRENT		
Income tax payable	30,391	–

	Balance at 30 June 2020 $000	Charged to profit or loss $000	Charged directly to equity $000	Balance at 30 June 2021 $000
NON-CURRENT				
Deferred tax liabilities				
Tax on unrealised gains	28,325	5,902	-	34,227
Tax on acquisition assets on opening	2,458	-	-	2,458
	30,783	**5,902**	**-**	**36,685**

	Balance at 30 June 2021 $000	Charged to profit or loss $000	Charged directly to equity $000	Balance at 30 June 2022 $000
NON-CURRENT				
Deferred tax liabilities				
Tax on unrealised gains	34,227	(24,064)	-	10,163
Tax on acquisition assets on opening	2,458	(838)	-	1,620
	36,685	**(24,902)**	**-**	**11,783**

Notes to the Financial Statements for the Year Ended 30 June 2022 (continued)

Note 12: Income Tax (continued)

	Balance at 1 July 2020 $000	Charged to profit or loss $000	Charged directly to equity $000	Balance at 30 June 2021 $000
Deferred tax assets				
Provisions	20	2,202	-	2,222
Transaction costs on acquisitions	77	(19)	-	58
Transaction costs on equity issue	42	(77)	175	140
Deferred losses on financial assets	7,775	(7,775)	-	-
Losses carried forward	11,845	(252)	-	11,593
	19,759	**(5,921)**	**175**	**14,013**

	Balance at 30 June 2021 $000	Charged to profit or loss $000	Charged directly to equity $000	Balance at 30 June 2022 $000
Deferred tax assets				
Provisions	2,222	994	-	3,216
Transaction costs on acquisitions	58	(15)	-	43
Transaction costs on equity issue	140	(36)	3	107
Deferred losses on financial assets	-	1,497	-	1,497
Losses carried forward	11,593	(11,593)	-	-
	14,013	**(9,153)**	**3**	**4,863**

The benefits of the above temporary differences and unused tax losses will only be realised if the conditions for deductibility set out in Note 1(c) occur. These amounts have no expiry date.

The Board has considered the deferred tax balances and is confident there will be sufficient future profits to utilise the deferred tax assets.

Note 13: Issued Capital

Movements in share capital are set out below:

	No.	$
Opening balance at 1 July 2020	122,859,263	119,230,853
Ordinary shares issued via placement and SPP May 2021	17,553,332	24,048,069
Costs associated with capital raised		(407,663)
Closing balance at 30 June 2021	140,412,595	142,871,259
Opening balance at 1 July 2021	140,412,595	142,871,259
Ordinary shares issued under company DRP September 2021	573,352	733,317
Costs associated with capital raised	-	(5,741)
Closing balance at 30 June 2022	140,985,947	143,598,835

Capital Management

The Company's objectives for managing capital are as follows:

- to invest the capital in investments meeting the description, risk exposure and expected return of the investment strategy of the Company;
- to maximise the returns to shareholders while safe-guarding capital by investing in a portfolio in line with investment strategies of the Company; and
- to maintain sufficient liquidity to meet the ongoing expenses of the Company.

Note 14: Operating Segments

The Company has one operating segment: Information technology focused businesses in Australia. It earns revenue from gains on revaluation of financial assets held at fair value through profit or loss, interest income and other returns from investment. This operating segment is based on the internal reports that are reviewed and used by the directors in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The Company invests in securities recorded as financial assets and marketable securities held at fair value through profit or loss.

Note 15: Cash Flow Information

	30 June 2022 $000	30 June 2021 $000
Reconciliation of Cash Flow from Operations with Profit after Income Tax		
Profit after income tax	33,969	27,580
Non-operating cash flows in profit:		
Unrealised losses/(gains) on financial assets at fair value through profit or loss	19,773	(42,892)
Realised gains on financial assets received as cash flows from investing activities	(89,777)	(8,075)
Realised gains on financial assets receivable as cash flows from investing activities	(664)	(1,064)
Costs related to investment exits	5,767	792
Increase in trade and other receivables	(68)	(130)
Increase in trade and other payables	3,008	7,570
Decrease in trade and other payables attributable to payment of costs on investing activities	161	-
Increase in current tax	30,391	-
(Decrease)/Increase in deferred tax	(15,750)	11,823
Cash flow from operating activities	(13,190)	(4,396)

Note 16: Contingent Liabilities

There were no contingent liabilities at 30 June 2021 and 30 June 2022.

Note 17: Events After the Reporting Period

In July 2022 Bailador announced a $5m follow-on investment in portfolio company and digital healthcare platform InstantScripts. The investment was completed at a valuation 10% above the previous carrying value of InstantScripts. Other than the follow-on investment in InstantScripts, no matter or circumstance has arisen since the end of the year that has significantly affected or may significantly affect the operations of the Company in subsequent financial years.

Note 18: Financial Risk Management

The Company's financial instruments consist mainly of cash (cash at bank) and financial assets designated at fair value through profit or loss, accounts receivable and payable. The total for each category of finacia instrument, measured in accordance with AASB 9: Financial Instruments as detailed in the accounting policies to these financial statements are as follows:

		30 June 2022 $000	30 June 2021 $000
Financial assets			
Cash and cash equivalents	9	143,784	43,542
Current marketable securities	4	68,001	17,771
Financial assets at fair value through profit or loss	4	60,051	159,741
Trade and other receivables	10	934	1,340
Total financial assets		272,770	222,394
Financial liabilities			
Financial liabilities at amortised cost	11	10,773	7,766
Total financial liabilities		10,773	7,766

Financial Risk Management Policies

The Company is exposed to a variety of financial risks as a result of its activities. These risks include market risk (price risk), credit risk, and liquidity risk. The Company's risk management investment policies, approved by the directors of the responsible entity, aim to assist the Company in meeting its financial targets while minimising the potential adverse effects of these risks on the Company's financial performance.

Specific Financial Risk Exposures and Management

1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is currently exposed to the following risks as it presently holds financial instruments measured at fair value and short-term deposits:

i. Price Risk

The Company is exposed to equity securities price risk. This arises from investments held by the Company and classified in the statement of financial position as financial assets at fair value through profit or loss.

The Company seeks to manage and constrain market risk by diversification of the investment portfolio across multiple investments and through use of structural and contractual protections in its investments such as investing in preference shares or convertible notes, requiring minority protections in investment documentation and maintaining active directorships in its investment companies.

The portfolio is monitored and analysed by the Manager.

The Company's net equity exposure is set out in Note 4 of the financial statements.

Sensitivity Analysis

The following table illustrates sensitivities to the Company's exposures to changes in equity prices. The table indicates the impact on how profit and equity values reported at the end of the reporting period would have been affected by changes in the relevant risk variable that management consider to be reasonably possible.

30 June 2022	Profit $000	Equity $000
+/- 5% in gain on equity investments	1,834	1,834

2. Credit Risk

Exposure to credit risk relating to financial assets arise from the potential non-performance by counterparties that could lead to a financial loss to the Company. The Company's objective in managing credit risk is to minimise the credit losses incurred mainly on trade and other receivables.

Credit risk is managed by the Company through maintaining procedures that ensure, to the extent possible, that counterparties to transactions are of sound credit worthiness. As the Company generally does not have trade receivables, receivables are usually in the order of prepayments for particular services. The Company ensures prepayments are only made where the counterparty is reputable and can be relied on to fulfil the service.

The Company's maximum credit risk exposure at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as indicated in the statement of financial position. None of these assets are past due or considered to be impaired.

The cash and cash equivalents are all held with one of Australia's reputable financial institutions.

3. Liquidity Risk

Liquidity risk arises from the possibility that the Company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. As the Company's major cash outflows are the purchase of investments, the level of this is managed by the Manager. The Company also manages this risk through the following mechanisms:

- preparing forward-looking cash flow analyses in relation to operating, investing and financing activities;
- managing credit risk related to financial assets;
- maintaining a clear exit strategy on financial assets; and
- investing surplus cash only with major financial institutions.

Note 19: Fair Value Measurement

a. Fair Value Hierarchy

AASB 13: *Fair Value Measurement* requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measure can be categorised into, as follows:

Level 1	Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
Level 2	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3	Measurements based on unobservable inputs for the asset or liability.

Notes to the Financial Statements for the Year Ended 30 June 2022 (continued)

Note 19: Fair Value Measurement (continued)

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

b. Valuation Techniques

In the absence of an active market for an identical asset or liability, the Company selects and uses one or more valuation techniques to measure the fair value of the asset or liability. The Company selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Company are consistent with one or more of the following valuation approaches:

- *Market approach:* valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities including ongoing discussions with potential purchasers.
- *Income approach:* valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- *Cost approach:* valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Company gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

The Australian Private Equity and Venture Capital Association (AVCAL) has prepared the International Private Equity and Venture Capital Guidelines (Valuation Guidelines). The Valuation Guidelines set out recommendations on the valuation of private equity investments which are intended to represent current best practice. The directors have referred to the Valuation Guidelines in order to determine the "fair value" of the Company's financial assets.

In addition to the AVCAL Valuation Guidelines, the Board has given consideration to detailed analysis and up to date information that may impact the fair value of the portfolio due to the impacts of COVID-19. In doing so, the Board also considered special COVID-19 valuation guidance issued by the International Private Equity and Venture Capital Valuation Guidelines Board (IPEV).

The "fair value" of financial assets is assumed to be the price that would be received for the financial asset in an orderly transaction between knowledgeable and willing but not anxious market participants acting at arm's length given current market conditions at the relevant measurement date. Fair value for unquoted or illiquid investments is often estimated with reference to the potential realisation price for the investment or underlying business if it were to be realised or sold in an orderly transaction at the measurement date, regardless of whether an exit in the near future is anticipated and without reference to amounts received or paid in a distressed sale.

AVCAL suggests that one or more techniques should be adopted to calculate a private equity investment based on the valuer's opinion of which method or methods are considered most appropriate given the nature, facts and circumstances of the particular investment. In considering the appropriateness of each technique, AVCAL suggests the economic substance of the investment should take priority over the strict legal form.

AVCAL provides guidance on a range of valuation methodologies that are commonly used to determine the value of private equity investments in the absence of an active market, including:

- price of recent investments;
- earnings multiples;
- revenue multiples;
- net asset values;
- discounted cash flows of the underlying assets;
- discounted cash flows of the investment; and
- industry valuation benchmarks.

The "price of recent investment" methodology refers to the price at which a significant amount of new investment into a company has been made which is used to estimate the value of other investments in the company, but only if the new investment is deemed to represent fair value and only for a limited period following the date of the investment. The methodology therefore requires an assessment at the measurement date of whether any changes or events during the limited period following the date of the recent investment have occurred that imply a change in the investment's fair value.

A "revenue multiple" methodology is often used as the basis of valuation for early and development stage businesses. Under this method, the enterprise value is derived by multiplying the normalised historical or projected revenue of the business with a multiple or range of multiples. The multiple or range of multiples applied should be an appropriate and reasonable indication of the value of each company, given the company's size, risk profile and growth prospects. The multiple or range of multiples is usually derived from market data observed for entities considered comparable to the companies being valued.

c. Financial Instruments

The following table represents a comparison between the carrying amounts and fair values of financial assets and liabilities:

	30 June 2022	
	Carrying Amount $000	Fair Value $000
Financial assets:		
Cash and cash equivalents	143,784	143,784
Current marketable securities	68,001	68,001
Financial assets	60,051	60,051
Trade and other receivables	934	934
	272,770	272,770
Financial liabilities:		
Trade and other payables	10,773	10,773
	10,773	10,773

d. Recurring and Non-recurring Fair Value Measurement Amounts and the Level of the Fair Value Hierarchy within which the Fair Value Measurements are categorised

	Fair Value Measurements at 30 June 2022 Using:		
Description	Quoted Prices in Active Markets for Identical Assets $000 (Level 1)	Significant Observable Inputs Other than Level 1 Inputs $000 (Level 2)	Significant Unobservable Inputs $000 (Level 3)
Recurring fair value measurements			
Current marketable securities	68,001	-	-
Financial assets at fair value through profit or loss	–	36,915	23,136
	68,001	36,915	23,136

	Fair Value Measurements at 30 June 2021 Using:		
Description	Quoted Prices in Active Markets for Identical Assets $000 (Level 1)	Significant Observable Inputs Other than Level 1 Inputs $000 (Level 2)	Significant Unobservable Inputs $000 (Level 3)
Recurring fair value measurements			
Current marketable securities	17,771	–	–
Financial assets at fair value through profit or loss	–	96,986	62,755
	17,771	96,986	62,755

Notes to the Financial Statements for the Year Ended 30 June 2022 (continued)

Note 19: Fair Value Measurement (continued)

e. Valuation Techniques and Inputs Used to Determine Level 2 Fair Values

	Fair Value at 30 June 2022 $000	Valuation Techniques	Range of Observable Inputs
InstantScripts	16,607	Price of third-party transaction	Price of third-party transaction
Rezdy	12,808	Price of third-party transaction	Price of third-party transaction
Mosh	7,500	Price of third-party transaction	Price of third-party transaction

f. Valuation Techniques and Inputs Used to Determine Level 3 Fair Values

	Fair Value at 30 June 2022 $000	Valuation Techniques	Significant Unobservable Inputs	Range of Unobservable Inputs
Access Telehealth	9,500	Revenue multiple	Revenue multiple	3.2x – 8.3x
Nosto	9,160	Revenue multiple	Revenue multiple	5.8x – 7.9x
Brosa	4,476	Revenue multiple	Revenue multiple	1.1x – 1.6x

There were no changes during the year in the valuation techniques used by the Company to determine Level 3 fair values.

g. Sensitivity Information

The relationships between the significant unobservable inputs and the fair value are as follows:

Inputs	Impact on Fair Value from Increase in Input	Impact on Fair Value from Decrease in Input
Revenue multiple	Increase	Decrease

There were no significant interrelationships between unobservable inputs except as indicated above.

h. Reconciliation of Recurring Fair Value Measurement Amounts (Level 3)

	Financial Assets $000
Opening balance 30 June 2021	62,755
Transfers out to Level 2	(62,755)
Transfers in from Level 2	26,950
Gains and losses recognised in profit or loss	(3,814)
Closing balance 30 June 2022	23,136

Note 20: Related Party Transactions

Remuneration paid or payable to key management personnel (KMP) of the Company during the period are:

- Management Fees of $4,451,132 (including $108,564 unclaimable GST).
- FY22 performance fee payable to the Manager (not yet paid) of $10,625,331 (including $259,154 unclaimable GST)
- Directors fees of $216,000 (including $13,500 unclaimable GST).
- Salary and director's fees paid to KMP by portfolio companies on arms-length terms of $191,530.

Other related party transactions for the Company during the period are:

- Transaction selling agent fees paid to the Manager on arms-length terms as part of the Standard Media Index sale transaction US$250,000.
- Reimbursement of expenses to the Manager of $296,842.
- David Kirk, Paul Wilson, Jolanta Masojada and Brodie Arnhold purchased shares in the SiteMinder IPO on the same terms as other IPO participants. Brodie Arnhold has since sold his ASX:SDR shares in normal on-market trades. Andrew Bullock received shares in SiteMinder via an in-specie distribution from the Bailador SiteMinder Co-investment Trust on the same commercial terms as other IPO participants.
- David Kirk and Paul Wilson realised the notes and warrants they held in Standard Media Index for US$135,594 each.

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Company's KMP for the year ended 30 June 2022.

Note 21: Company Details

The principal place of business and registered office of the company is:

Suite 3, Level 20
20 Bond Street
Sydney NSW 2000

Directors' Declaration

In accordance with a resolution of the directors of Bailador Technology Investments Limited, the directors of the Company declare that:

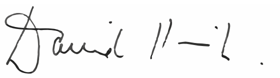
1. The financial statements and notes, as set out on Pages 40-59, are in accordance with the *Corporations Act 2001*, and:

    a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and

    b. give a true and fair view of the financial position as at 30 June 2022 and of the performance for the period ended on that date.

2. In the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

3. The directors have been given the declarations required by s295A of the *Corporations Act 2001*.



David Kirk
Chairman and Executive Director

Paul Wilson
Executive Director

Dated this 15th day of August 2022

HALL CHADWICK (NSW)

BAILADOR TECHNOLOGY INVESTMENTS LIMITED
ABN 38 601 048 275

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BAILADOR TECHNOLOGY INVESTMENTS LIMITED

SYDNEY
Level 40
2 Park Street
Sydney NSW 2000
Australia
Ph: (612) 9263 2600
Fx: (612) 9263 2800

Opinion

We have audited the financial report of Bailador Technology Investments Limited, which comprises the statement of financial position as at 30 June 2022, the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended and notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion the accompanying financial report of the Bailador Technology Investments Limited is in accordance with the *Corporations Act 2001*, including:

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

Basis of Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. 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 (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 confirm that the independence declaration required by the Corporations Act 2001 has been given to the directors of the company.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. 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.

HALL CHADWICK (NSW)

BAILADOR TECHNOLOGY INVESTMENTS LIMITED
ABN 38 601 048 275
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
BAILADOR TECHNOLOGY INVESTMENTS LIMITED AND CONTROLLED ENTITITES

KEY AUDIT MATTER	*HOW OUR AUDIT ADDRESSSED THE KEY AUDIT MATTER*
Valuation of Investments $128.1 million **Refer to:** **Note 4 - Financial Assets & Marketable Securities** **Accounting policy Note 1(d) & Note 19 Fair Value Measurement** The Company has been classified under AASB 2013-5 as an Investment Entity whose business purpose is to invest funds solely for returns via capital appreciation and/or investment returns. The entity is exempt from consolidating underlying investees it controls in accordance with AASB 10 Consolidated Financial Statements. As the Company has been classified as an Investment Entity, the portfolio investments have been accounted for at fair value through the profit or loss and shown as Financial Assets and Marketable Securities in the Statement of Financial Position. In determining year-end valuations, the board considers the annual valuation review by an independent valuation expert and the valuation report prepared by the Manager. Of these financial assets, $68M were classified as 'level 1', $36.9M were classified as 'level 2' and $23.1M were classified as 'level 3' financial instruments in accordance with AASB 13 Fair Value Measurement. The measurement of level 1 marketable securities are based on quoted prices in active markets. The measurement of level 2 financial assets are based on inputs other than quoted prices that are observable for the asset, either directly or indirectly. The valuation of the level 2 financial instruments therefore requires a higher level of judgement. The remaining financial assets of $23.1M were classified as 'level 3' in accordance with AASB 13 Fair Value Measurement. The measurements of level 3 financial assets are based on unobservable inputs for the asset. This requires a higher level of judgement. We have focussed on this area as a key audit matter due to the company being an investment entity; amounts involved being material; and the inherent judgement involved in determining the fair value of investments.	Our procedures included amongst others: • Evaluated the manager's valuation approach to value the investments; cross checking with growth achieved and comparable market data. • Assessed the valuation range to the manager's valuation and implied revenue multiple. • Assessed the scope, expertise and the independence of external valuer engaged by the Company. • Evaluated the appropriateness of the valuation methodologies selected by the manager and separately by the external valuer to determine fair value of the investment to accepted market practices and our industry experience. • Independently assessed and compared the key inputs adopted by the manager and the external valuer to available market information relating to similar transactions. We involved our valuation specialist to assess that the market data used seperately by the manager and the valuer is reasonable in comparison to a credible external source; the rationale for selected multiples; reference to market data; revenue growth rates and other business characteristics that are reasonable. • Assessed the adequacy of disclosure of level 1, level 2 and level 3 financial assets in accordance with AASB 13 Fair Value Measurement.

HALL CHADWICK (NSW)

BAILADOR TECHNOLOGY INVESTMENTS LIMITED
ABN 38 601 048 275
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
BAILADOR TECHNOLOGY INVESTMENTS LIMITED AND CONTROLLED ENTITITES

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 accordingly 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 Australia Accounting Standards and the *Corporations Act 2001* and for such internal control as 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 Consolidated Entity'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 Consolidated Entity or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related

HALL CHADWICK (NSW)

BAILADOR TECHNOLOGY INVESTMENTS LIMITED
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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
BAILADOR TECHNOLOGY INVESTMENTS LIMITED AND CONTROLLED ENTITITES

disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and these are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

We have audited the remuneration report included in pages 36 to 38 of the directors' report for the year ended 30 June 2022.

In our opinion the remuneration report of Bailador Technology Investments Limited for the year ended 30 June 2022 complies with s 300A of the *Corporations Act 2001*.

HALL CHADWICK (NSW)

BAILADOR TECHNOLOGY INVESTMENTS LIMITED
ABN 38 601 048 275
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
BAILADOR TECHNOLOGY INVESTMENTS LIMITED AND CONTROLLED ENTITITES

Responsibilities

The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with s 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.

Hall Chadwick

Hall Chadwick (NSW)
Level 40, 2 Park Street
Sydney, NSW 2000

S Kumar

SANDEEP KUMAR
Partner
Dated: 15 August 2022

Shareholder Information

Additional Information

The additional information required by the Australian Stock Exchange Limited Listing Rules is set out below.

20 Largest Shareholders

Details of the 20 largest ordinary shareholders and their respective holdings as at 30 June 2022.

Holder Name	Ordinary Shares Held	% of Issued Shares
Washington H Soul Pattinson and Company Limited	22,936,846	16.27%
David Kirk	9,257,356	6.57%
HSBC Custody Nominees (Australia) Limited	8,425,835	5.98%
Citicorp Nominees Pty Limited	6,369,701	4.52%
JP Morgan Nominees Australia Limited	6,318,327	4.48%
Paul Wilson	4,326,914	3.07%
Paul Lewis	2,000,000	1.42%
DDH Graham Limited <The Lugarno Fund>	1,999,999	1.42%
Patagorang Pty Ltd	1,975,422	1.40%
BNP Paribas Nominees Pty Ltd Hub24 Custodial Services Ltd	1,482,676	1.05%
Mr Simon Fenwick	1,212,177	0.86%
National Nominees Limited	1,061,087	0.75%
Bond Street Custodians <Salter D79836 A/C>	1,047,940	0.74%
Mrs Virginia Hancock	1,000,000	0.71%
Mr Paul Kendrick	999,978	0.71%
Mr Paul Meehan	926,545	0.66%
Mr Alan Draper and Mrs Evelyn Draper	850,054	0.60%
Macareus Pty Ltd	802,114	0.57%
Finance Associates Pty Ltd	800,000	0.57%
Merrill Lynch (Australia) Nominees Pty Limited	776,057	0.55%
Mr Sam Morgan	776,057	0.55%
Total	**75,345,085**	**53.44%**

Substantial Shareholders

The names of the substantial shareholders in the Company's register are:

	Ordinary Shares
Washington H Soul Pattinson and Company Limited	22,936,846
David Kirk	9,257,356

Distribution of Shares

Analysis of numbers of equity security holders, by size of holding as at 30 June 2022.

Holding	Numbers of Shareholders	Ordinary Shares Held	% of Issued Shares
1 – 1,000	910	519,552	0.37%
1,001 – 5,000	1,528	4,076,744	2.89%
5,001 – 10,000	586	4,519,615	3.21%
10,001 – 100,000	956	29,260,026	20.75%
100,001 and over	154	102,610,010	72.78%
	4,134	140,985,947	100.00%

The number of holders possessing less than a marketable parcel of the Company's ordinary shares, based on the closing market price as at 30 June 2022 is 178.

Other Stock Exchanges Listing

Quotation has been granted for all ordinary shares and options of the Company on all member exchanges of the ASX.

Restricted Securities

The Company has no restricted securities.

Unquoted Securities

There are no unquoted securities on issue by the Company.

Buy-Back

There is currently no on market buy-back.

Use of Funds

For the purposes of ASX Listing Rule 4.10.19, the Company confirms that it has used its cash and assets in a form readily convertible to cash, that it had at the time of admission, in a manner consistent with its business objectives, for the financial year.

Registered Office

Bailador Technology Investments Limited
Suite 3, Level 20
20 Bond Street
Sydney NSW 2000
www.bailador.com.au

Directors

David Kirk (Chairman)
Paul Wilson
Andrew Bullock
Jolanta Masojada
Brodie Arnhold

Company Secretary

Helen Plesek

Manager

Bailador Investment Management Pty Ltd
Suite 3, Level 20
20 Bond Street
Sydney NSW 2000
(AFSL 400811)

Share Registry

Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000
www.linkmarketservices.com.au

Auditor

Hall Chadwick
Level 40
2 Park Street
Sydney NSW 2000
www.hallchadwick.com.au

ASX

BTI

Bailador Technology Investments Limited

ABN 38 601 048 275
ACN 601 048 275

Suite 3, Level 20, 20 Bond Street, Sydney NSW 2000
+61 2 9223 2344 | www.bailador.com.au