



ANNUAL REPORT *2021*

empired

EMPIRED LIMITED

ABN 81 090 503 843

CORPORATE DIRECTORY

Directors

Thomas Stianos (Non-Executive Chairman)
John Bardwell (Non-Executive Director)
Richard Bevan (Non-Executive Director)
Cristiano Nicolli (Non-Executive Director)
Russell Baskerville (Managing Director & CEO)

Company Secretary

David Hinton

Registered Office

Level 7
The Quadrant
1 William Street
Perth WA 6000
Telephone No: +618 6333 2200
Fax No: +618 6333 2323

Company Number

A.C.N: 090 503 843

Country of Incorporation

Australia

Company Domicile and Legal Form

Empired Limited is the parent entity and an Australian Company limited by shares

Auditors

Grant Thornton Audit Pty Ltd
Level 43, 152 -158 St Georges Terrace
Perth WA 6000

Share Register

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

ASX Code

EPD

Website

www.empired.com

Principal Places of Business

Perth

Level 7, The Quadrant
1 William Street
Perth WA 6000

Melbourne

Level 14
360 Elizabeth Street
Melbourne VIC 3000

Auckland

Level 1
152 Fanshawe St
Auckland 1010

Wellington

Level 4
80 Willis Street
Wellington 6011

Dunedin

64 Willowbank
Dunedin 9016

Adelaide

Level 2
8 Leigh Street
Adelaide SA 5000

Brisbane

Level 11
79 Adelaide Street
Brisbane QLD 4000

Sydney

Level 12
9 Hunter Street
Sydney NSW 2000

Christchurch

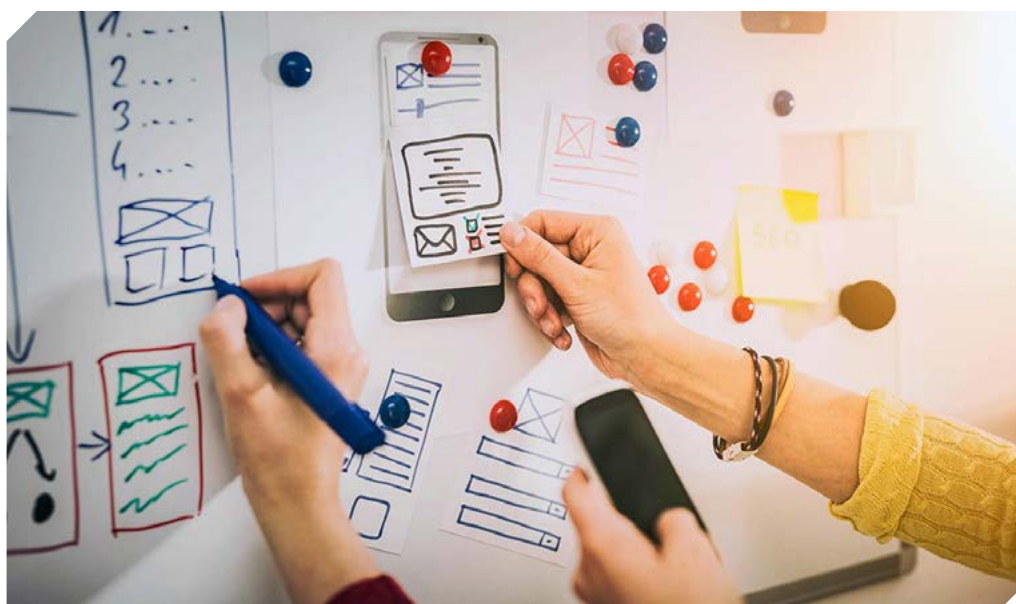
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Christchurch 8011

Seattle

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USA

CONTENTS

Corporate Directory	Inside front cover
Chairman & CEO Review	2
Directors' Report	4
Remuneration Report	12
Corporate Governance Statement	20
Consolidated Statement of Profit or Loss and Other Comprehensive Income	21
Consolidated Statement of Financial Position	22
Consolidated Statement of Cash Flows	23
Consolidated Statement of Changes in Equity	24
Notes to the Financial Statements	25
Directors' Declaration	66
Auditor's Independence Declaration	67
Independent Audit Report	68
Shareholding Analysis	72
Other Information for Shareholders	74



CHAIRMAN & CEO REVIEW



Thomas Stianos
NON-EXECUTIVE CHAIRMAN



Russell Baskerville
MANAGING DIRECTOR & CEO

Dear Fellow Shareholders

On behalf of your board of directors, we are very proud to present the Empired Limited 2021 Annual Report. During FY21 your board and management focused on carefully guiding the company out of what had been a heavily disrupted and uncertain period as a result of the COVID-19 pandemic.

Pleasingly, in the backdrop of continuing community lockdowns and social restrictions, the IT sector benefited from corporate and government organisations prioritising digital initiatives. The heightened demand that proceeded has provided Empired with favourable economic conditions and confidence to continue to execute on its stated strategy with a renewed focus on growth.

Our disciplined approach and clear strategy have delivered outstanding financial performance. For the 2021 financial year Empired Limited delivered revenue of \$186m up 12% and normalised Earnings Before Interest Tax Depreciation and Amortisation (EBITDA) of \$22.6m up 52% on a like for like basis. Net profit after tax was \$10.5m up 72% resulting in earnings per share of 6.57 cents. Operating cash flow of \$25.5m was excellent, delivering a balance sheet position with Net Cash of \$7.3m on 30 June 2021 which was after the payment of a 1.5 cent per share dividend during the period.

A highlight throughout the year has been our ability to attract and retain exceptional people in a highly talent constrained environment resulting from heightened demand combined with limited access to international labour markets and little to no permitted domestic or international travel. During the year we increased our headcount from

905 to 1,089 employees, whilst improving our employee Net Promoter Score (NPS) to +26 and managing our employee retention to above 80%. These measures are industry leading and position the company well as it sets out to continue to expand its talent base and grow revenue.

We invested in developing industry solutions, software, IP, and human talent. These were aligned to high growth segments of the IT market including digital transformation, cloud and security. These investments have provided Empired with a highly sought after services and solutions portfolio during a period of robust market demand. This has underpinned strong sales with New Zealand sales up 27%, Australian West Coast sales up 1% and importantly Australian East Coast sales up 44%.

Large multi-year contracts, improving predictability and the recurring nature of Empired's revenue, have always been a central pillar of our strategy. Following the award of a \$65m contract with Western Power late in FY20 Empired announced in early FY21 that it had in addition secured a position as one of three service providers to Western Power for Systems Integration services. Empired is the first and only Australian owned company to be selected to provide these strategic services to Western Power and management are confident that this will prove to be the most strategic contract win in the company's history to date.

Following this the company went on to announce key strategic contract awards with the Environmental Protection Authority (EPA) in Victoria for \$52m and the Department of Innovation and Skills (DIS) in South Australia for \$9m.

The EPA of Victoria will rely on Empired to provide management of their core business systems and infrastructure whilst DIS will work with Empired over the coming years on a digital transformation program to modernise the services they provide to the business community through enhanced technology platforms.

For a number of years Empired has invested in growing its operations across the Australian East Coast and FY21 demonstrated substantial progress toward this aspiration. Revenue across the Australian East Coast was up 10%, a solid result, however when combined with sales results up 44% and two large multi-year strategic contract wins (EPA and DIS above) the Australian East Coast had an exceptional year. The annual forecast revenue run-rate of the EPA and DIS contracts alone represent an annualised revenue growth of 29% on FY21 East Coast revenue. This provides a sound framework for delivering revenue growth into the Australian East Coast for a number of years ahead.

Strategically we have had a strong focus on developing capability around Microsoft platforms and we are pleased to report that this strategy continues to deliver above market performance. During the FY21 year our Microsoft Business Applications group once again delivered the strongest performance of any of our core lines of business. Revenue grew by 30% to \$66m and now represents 35% of total revenue. It also generated the highest business contribution margin at 38%.

Continually improving financial controls, project risk management systems and ongoing enhancements to Empired's operational management systems has provided a sound platform for predictable results and margin expansion. During the year Empired's gross margin ⁽¹⁾ improved by 200 basis points to 34% with New Zealand operations delivering EBITDA margin of 19% and Western Australia delivering EBITDA ⁽¹⁾ margin of 14%. These measures are again industry leading and as revenue expands across the Australian East Coast, we see no reason why over time it will not achieve a similar margin contribution.

From humble beginnings we set an aspirational objective to be recognised as the most respected digital services company across Australia and New Zealand. We believe that we are well advanced toward this aspirational goal. Today Empired boasts excellent organic growth, strong and expanding operating margins, one of the largest employers of IT talent across ANZ with industry leading employee NPS and some of the largest and most strategic

clients in the region again with industry leading client NPS. Empired is also in the unique position of having developed a stable of long term, multi-year contracts and a modern digital solutions portfolio.

We believe that it is these attributes that have underpinned Empired's long term success over many years and that have attracted Capgemini, the second largest digital services company in the world, to make a highly compelling offer to acquire Empired. On 19 July 2021, Empired announced that it had entered into a recommended scheme of arrangement for Capgemini to acquire all of the shares in Empired Limited. The offer price of \$1.35 per share represents a 65% premium to Empired's last closing price and values Empired on a fully diluted basis at \$234m representing one of the highest EV/EBIT⁽¹⁾ multiples paid in the sector of 16.7x.

Should the scheme be implemented we believe that it will crystallise significant value and certainty for our shareholders and we are confident that it will provide outstanding career prospects for our people and significant new opportunities for our clients and partners.

On behalf of your board, we would like to sincerely thank our staff for their loyalty, talent and energy that is the centerpiece to Empired's success and incredible results for our clients. We thank our clients and partners for your ongoing support and extend our gratitude to our shareholders for providing us the opportunity, over many years, to guide your company. We are very proud that with the support of all of our stakeholders and a clear, consistent strategy the company has been able to achieve many of its aspirations and deliver material shareholder value for every shareholder throughout Empired's journey.

Yours faithfully

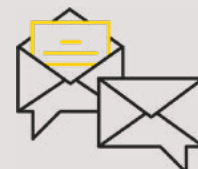
Thomas Stianos
NON-EXECUTIVE
CHAIRMAN

Russell Baskerville
MANAGING DIRECTOR
& CEO

⁽¹⁾normalised as per page 9

DIRECTORS' REPORT

The Directors present their report on the consolidated entity comprising Empired Limited ("Empired" or "the Company") and its controlled entities ("the Group") for the year ended 30 June 2021.



The names of the Company's directors in office during the year and until the date of this report are detailed below. Directors were in office for this entire period unless stated otherwise.

DIRECTORS

Thomas Stianos

Non-Executive Chairman - Age 67

Mr Stianos joined the board as a Non-Executive on 29 November 2016 and was appointed Chairman on 1 July 2018. Mr Stianos is widely recognised as one of the most successful and experienced leaders in the IT industry. He is also a member of the Remuneration and Nomination Committee. Mr Stianos was previously the Managing Director of SMS Management & Technology Limited. He is currently Executive Chairman of Escient Pty Ltd.

He has also previously held senior positions with the Department of Premier and Cabinet, Department of Justice, and Department of Treasury & Finance. Mr Stianos holds a Bachelor of Applied Science from the University of Melbourne and is a Fellow of the Australian Institute of Company Directors.

Other current directorships of listed entities:

- Gale Pacific Limited

Previous directorships (last 3 years):

- Inabox Group Limited

Russell Baskerville

Managing Director & CEO - Age 43

Mr Baskerville is an experienced business professional and has worked in the IT industry for in excess of 15 years. He has extensive knowledge in both the strategic growth and development of technology businesses balanced by strong commercial and corporate skills including strategy development and execution, IPOs, capital raisings, divestments, mergers and acquisitions.

Mr Baskerville has been the Managing Director of Empired for fifteen years and has successfully listed the company on ASX and made a number of successful acquisitions. Mr Baskerville was previously a Non Executive Director of BigRedSky Limited, successfully developed and commercialised a SaaS delivered eRecruitment tool prior to the company being acquired by Thomson Reuters.

Other current directorships of listed entities:

- None

Previous directorships (last 3 years):

- None

Richard Bevan

Non-Executive Director - Age 55

Mr Bevan joined the board as a Non-Executive director on 31 January 2008 with corporate and senior management experience including various directorship's and CEO/MD roles in ASX listed and private companies, and was appointed Chairman on 29 November 2016 to 30 June 2018. Mr Bevan is also a member of the Audit and Risk Committee and the Remuneration and Nomination Committee. Mr Bevan brings experience in the execution and integration of mergers, acquisitions and other major corporate transactions.

Mr Bevan has been involved in a number of businesses in areas as diverse as healthcare, construction and engineering, resources and information services. Mr Bevan's roles within these businesses have included strategic operational management, implementing organic growth strategies, business integration and raising capital in both public and private markets. He was previously the Managing Director & CEO of Cassini Resources Limited.

Other current directorships of listed entities:

- None

Previous directorships (last 3 years):

- Cassini Resources Limited



John Bardwell

Non-Executive Director - Age 61

Mr Bardwell has had a long career in the financial services and IT sectors through a variety of senior leadership positions. Mr Bardwell's previous executive experience includes Head of IT Services at Bankwest, Managed Services Director at Unisys West and as the General Manager of Delivery Services at Empired Ltd prior to his appointment to the Board as a non-executive Director on 26 November 2011. Mr Bardwell is Chairman of the Audit and Risk Committee.

Mr Bardwell holds a Bachelor of Business and a Graduate Diploma in Applied Finance and Investment. He is a Graduate Member of the Australian Institute of Company Directors and a Fellow of the Financial Services Institute of Australasia.

Mr Bardwell is a Board Member of Swancare Group, a specialist provider of retirement living and aged-care services, where he is also Chair of the Business Development Committee.

Other current directorships of listed entities:

- None

Previous directorships (last 3 years):

- None

Cristiano Nicolli

Non-Executive Director - Age 67

Mr Nicolli joined the Board on 22 October 2018. He is highly regarded as an influential leader and successful businessman across the technology sector. He has corporate and ASX listed company experience and is a sought after Non-Executive Director. Mr Nicolli is the Chairman of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.

He was the Group Managing Director and CEO of UXC Limited from 2003 to 2016 when UXC Limited was sold to global IT firm CSC. During that time Mr Nicolli was instrumental in leading the growth and development of UXC to delivering revenue of \$750m, employing 3,000 staff and is widely recognised as the largest and one of the most respected ASX listed IT companies in Australia.

Mr Nicolli is also a Non-Executive Director of ASX/NZX listed Vista Group International Limited (VGL) a global market leader that provides software solutions across the global film industry.

He is also Chairman of newly listed PlaySide Studios (ASX: PLY), Australia's largest publicly listed video game developer and Chairman of ReadCloud (ASX: RCL), the leading provider of eLearning software solutions, including eBooks, to Schools and the Vocational Education and Training (VET) sector in Australia.

Mr Nicolli is also Treasurer of NFP Charity Kadasig Aid and Development.

Mr Nicolli is a Fellow of the Australian Institute of Company Directors (FAICD), a past member of the New Zealand Society of Accountants and holds a Bachelor of Management & Business Studies.

Other current directorships of listed entities:

- Vista Group International Limited
- PlaySide Studios Limited
- ReadCloud Limited

Previous directorships (last 3 years):

- Otherlevels Holdings Limited

COMPANY SECRETARY**David Hinton**

CFO & Company Secretary - Age 58

Mr Hinton joined Empired in May 2016. He has extensive experience in the technology sector having previously held the position of CFO and Company Secretary of ASX listed Amcom Telecommunications. Prior to Amcom he held a senior executive role in a large diversified listed company and was also a Manager at Ernst & Young.

Mr Hinton holds a Bachelor of Business degree, is a Fellow of the Institute of Chartered Accountants, a Fellow of the Governance Institute of Australia and is a graduate of the Australian Institute of Company Directors and is a member of the Governance Institute of Australia. He is also a Non-Executive Director of HeraMED Limited, an ASX listed medical data and technology company, Non-Executive Director of Valo Therapeutics Oy, a developer of adaptable immunotherapy platforms for cancer and infectious diseases, Finance Director of not for profit Auspire - Australia Day Council WA and General Committee member of Royal Perth Yacht Club Inc.

DIRECTORS' MEETINGS

The number of Directors meetings and the number of meetings attended by each Director during the year are:

Name of Director	No. of Directors Meetings held while a Director	No. of Meetings Directors attended as a Director during the year ended 30 June 2021	No. of Audit and Risk Committee meetings held during the year ended 30 June 2021	No. of Audit and Risk Committee meetings attended during the year ended 30 June 2021
Russell Baskerville	11	11	-	-
Thomas Stianos	11	11	-	-
Richard Bevan	11	11	3	3
John Bardwell	11	11	3	3
Cristiano Nicolli	11	11	3	3

Name of Director	No. of Remuneration and Nomination committee meetings held during the year ended 30 June 2021	No. of Remuneration and Nomination Committee meetings attended during the year ended 30 June 2021
Russell Baskerville	-	-
Thomas Stianos	4	4
Richard Bevan	4	4
John Bardwell	-	-
Cristiano Nicolli	4	4



OPERATING AND FINANCIAL REVIEW

Review of operations

Empired Limited is an international IT Services Provider with a broad range of capabilities and a reputation for delivering enterprise class IT services and solutions. Established in 1999, Empired is a publicly listed company (ASX: EPD) formed in Western Australia.

With a team of approximately 1,000 people located across Australia, New Zealand and USA, Empired has built a reputation for service quality.

Our flexible service delivery approach has enabled Empired to secure clients that range from medium size entities through to large enterprise and public sector agencies.

The business operates as two segments:

- Australia
- New Zealand - which includes USA

Underlying drivers of performance

Empired generates its revenue from the provision of IT services. The IT consulting services which are billed on a fixed price or time and materials basis. These IT consulting services are deployed to deliver IT projects and for the provision of support services. Empired also generates revenue from the selling of third-party software licenses and Software as a Service revenue from its own proprietary ECM platform, Cohesion.

In April 2020 & November 2020, Empired announced that it had won multiple multi-year contracts with Western Power which had a \$11m impact on the revenue in FY21. These wins contributed to the growth in Australian revenue.

\$m AUD	1H 21	2H 21	2021	2020	%
Revenue					
Australia	55.7	57.7	113.4	98.0	14%
New Zealand	34.6	38.2	72.7	67.5	7%
	90.3	95.9	186.2	165.5	11%

On 23 June 2021, Empired announced the securing of a digital service contract with the Department of Innovation and Skills South Australia and a further multi-year contract with the Environmental Protection Authority of Victoria was announced on 21 July 2021 which will both commence in FY22.

COVID-19 impacts

The Company continues to take steps to protect the health and safety of its people and customers. The Board continues to monitor working capital requirements in light of COVID-19 and the economic circumstances that may prevail. The company currently has adequate liquidity with Net cash at balance date of \$7.3m and undrawn bank facilities of \$15m.

The Company availed itself of JobKeeper Payments and has included as income \$4.9m in FY21.

Some rent deferrals were received where lockdown prevented employees entering the offices.

Results

The profit after tax for the financial year ended was \$10.5m compared to \$6.1m in the previous year.

Other income in FY21 includes \$4.9m of JobKeeper Payments from the Federal Government's COVID-19 stimulus assistance.

\$m AUD	FY21	FY20	% Change
Revenue	186.1	165.5	12%
Other income (JobKeeper)	4.9	4.2	
Earnings before interest, tax, depreciation and amortisation (EBITDA)	25.6	19.0	35%
Depreciation & amortisation	(4.2)	(3.1)	
Right of use asset amortisation	(4.9)	(5.4)	
Earnings before interest and tax (EBIT)	16.6	10.5	58%
Interest	(0.5)	(0.7)	
Interest on leased liabilities	(0.7)	(0.8)	
Profit before tax	15.4	9.0	71%
Tax	(4.8)	(2.9)	
Profit after tax	10.5	6.1	71%
EPS (c)	6.57 c	3.84 c	

	FY21
EBITDA	25.6
less JobKeeper	(4.9)
Capgemini Scheme costs	0.1
Credit losses on contract assets (refer note 4)	1.8
Normalised EBITDA	22.6
Depreciation & amortisation	(9.1)
Normalised EBIT	13.5

The Company is in a dispute with a third party. The disputed amount has not been brought to account and a discounted amount that is in dispute (being \$1.8m) has been disclosed at Note 28 as a Contingent Asset which in the Directors' opinion is the amount of the probable recovery. Accordingly, a normalisation adjustment of \$1.8m has been made as shown above.

Cash flow

The following table summarises the cash flow for the financial year ended 30 June 2021:

\$m AUD	H1 FY21	H2 FY21	FY21	Reported FY20
EBITDA	16.2	9.5	25.6	19.0
Tax refunded/(paid)	(0.3)	(0.2)	(0.6)	0.4
Non cash items	0.4	0.3	0.7	-
Working capital	1.3	(1.5)	(0.3)	4.4
Operating cash flow	17.5	8.1	25.5	23.8
Purchases of P&E and intangibles	(2.9)	(2.5)	(5.4)	(6.5)
Finance costs (net)	(0.3)	(0.3)	(0.5)	(0.7)
Interest leases	(0.4)	(0.3)	(0.7)	(0.8)
Repayment of leases	(2.6)	(2.2)	(4.9)	(6.3)
Repayment of bank debt	(4.9)	(0.9)	(5.9)	(9.0)
Dividends paid	0.0	(2.4)	(2.4)	-
Share buy-back	-	-	-	(0.1)
Net movement in cash	6.3	(0.6)	5.7	0.5

Operating cash flow increased to \$25.5m from \$23.8m compared to the prior year. The increase in Operating cash flow is due to an improved EBITDA.

Financial position

The financial position or balance sheet is shown below in summary form.

\$m AUD	Jun-21	Dec-20	Jun-20
Cash	11.9	12.5	6.3
Receivables and contract assets	33.2	27.3	30.1
Other	2.2	2.7	2.5
Current assets	47.3	42.5	38.9
Trade and other payables	19.2	14.7	15.2
Borrowings	4.6	1.9	1.9
Lease liabilities (including hire purchase)	5.8	5.4	5.4
Provisions and other	9.8	9.1	9.0
Current liabilities	39.4	31.0	31.4
Current asset surplus	7.9	11.5	7.5
Plant & equipment	5.3	5.6	5.2
Intangibles	58.1	57.3	56.1
Intangible - Right of use assets	13.7	16.6	17.9
Deferred tax assets	3.7	3.6	5.7
Non-current assets	80.8	83.1	84.8
Borrowings	0.0	3.7	8.6
Lease liabilities	10.7	13.6	14.6
Other	0.9	0.9	0.8
Non-current liabilities	11.6	18.3	24.0
Net assets/equity	77.0	76.3	68.3
Net tangible assets (NTA)*	5.3	2.4	(5.6)
Net debt (Nd)	9.2	12.1	24.1
(Net cash)/Net debt ex. lease liabilities	(7.3)	10.1	4.2
Gearing (Nd/(Nd+Equity))	11%	14%	26%
Gearing (Nd/(Nd+Equity)) ex. lease liabilities	n/m	12%	6%

* Treating all right of use assets as intangible

Due to the strong operating cash flow Net debt has decreased to \$9.2m and Gearing to 11%. If the lease liabilities are not included the Company is in a Net cash position of \$7.3m at year end.

Receivables and contract assets have increased by \$3.1m during the financial year.

Bank borrowings comprise a term loan of \$4.6m that is repayable by March 2022 and a Borrowing Base undrawn as at 30 June 2021 on a facility of \$15m.

Business strategies and prospects for future financial years

Please refer to the Chairman and CEO report.

Material Business Risks

Empired has identified and continues to assess its material business risks.

The material business risks faced by the company that are likely to have a material effect on the financial prospects of the company, and how the company manages these risks include:

Reduction in demand – the ability to sustain and grow revenue is dependent upon continuing demand for the IT professional services that the company provides, we do not foresee any material decline in demand. However, this is dependent upon stable macro-economic conditions, the actions of competitors and any extended negative impacts of COVID-19 all of which are outside the control of the company.

Ability to deliver services profitably – there are many inputs to the delivery of profitable services to customers. This risk is addressed through the critical assessment, pricing and monitoring of projects.

Ability to attract and retain people with the requisite skills - the ability to grow revenue longer term and deliver repeatable profitable projects is dependent upon attracting and retaining appropriately skilled people. The working from home requirements of COVID-19 has not had a material impact on the productivity of our people. There is the risk that inability of people to travel due to COVID-19 restrictions may impact on productivity and the ability to attract and retain people with the requisite skills.

Dividends

On 15 March 2021, an interim dividend of 1.5 cents per share (unfranked) was paid (2020: nil).

Likely developments

The Company is not aware of any likely developments as at the date of this report other than subsequent events.

Performance Rights granted to Directors and Officers

Executive Officers were granted 3,475,000 Performance Rights under the Long Term Incentive Plan. Information relating to the grants is detailed in the notes to the financial statements.

Unissued shares under option

There are no unissued shares under option at the date of this report.

Shares issued during or since the end of the year as a result of exercise

No ordinary shares were issued during or since the end of the financial year as a result of the vesting and subsequent exercising of Performance Rights.

Auditor

The lead auditor's Independence Declaration as required under s307c of the *Corporations Act 2001* for the year ended 30 June 2021 has been received and can be found on page 67 of the financial report.

Non-audit services

During the year, Grant Thornton, the Company's auditors, performed certain other services in addition to their statutory audit duties.

The Board has considered the non-audit services provided during the year by the auditor and, in accordance with written advice provided by resolution of the Audit and Risk Committee, is satisfied that the provision of those non-audit services during the year is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed by the Audit and Risk Committee to ensure they do not impact upon the impartiality and objectivity of the auditor
- the non-audit services do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

Details of the amounts paid to the auditors of the Company, Grant Thornton, and its related practices for audit and non-audit services provided during the year are set out in Note 30 to the financial statements.

Indemnification and insurance of directors and officers

During the year, Empired Limited paid a premium to insure directors and officers of the Group.

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 Group, 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 Group.

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

The Company has agreed, to the extent permitted by law, to indemnify each Director and Company Secretary of the Company against any and all reasonable liabilities incurred in respect of or arising out of any act in the course of their role as an officer of the Company.

The Company has not agreed to indemnify the auditor of the Company, however a controlled entity has provided an indemnity to the auditor of that controlled entity for losses arising from false or misleading information provided or third party claims except to the extent such amounts are determined to have been caused by the auditor's fraud.

Proceedings on behalf of the Company

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

Significant events after the reporting date

On 19 July 2021, the Company entered into a Scheme Implementation Agreement with Capgemini Australia Pty Ltd, under which Capgemini Australia Pty Ltd agreed to acquire 100% of the issued share capital of Empired for a cash price of \$1.35 per share. The acquisition remains subject to shareholder and regulator approval and other customary conditions.

Environmental Regulations

The Company's operations are not subject to any significant environmental Commonwealth or State regulations or laws.

REMUNERATION REPORT (AUDITED)

The Directors of Empired Limited present the Remuneration Report ("the Report") for the Company and its controlled entities for the year ended 30 June 2021 ("FY21"). This Report forms part of the Directors' Report and has been audited in accordance with section 300A of the *Corporations Act 2001*.

Remuneration philosophy

The performance of the Company depends upon the quality of its directors and executives. To prosper, the Company must attract, motivate and retain highly skilled directors and executives.

To this end, the Company embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract and retain high calibre executives;
- Link executive rewards to shareholder value;
- Have a material portion of certain executive's remuneration 'at risk', dependent upon meeting pre-determined performance benchmarks; and
- Establish appropriate, demanding performance hurdles for variable executive remuneration.

Linking remuneration 'at risk' to Company performance

The Group recorded a net profit after tax of \$10.6m for the year ended 30 June 2021 compared to \$6.1m in the previous financial year. Earnings per share increased to 6.57 cents per share from 3.84 cents.

Remuneration Structure

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

A. Non-executive director remuneration

Objective

The Board seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

Structure

The constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The latest determination was at the Annual General Meeting held on 27 November 2014 when shareholders approved an aggregate remuneration of \$500,000 per year.

The amount of aggregated remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst Directors is reviewed from time to time. The Board considers advice from external consultants as well as the fees paid to Non-Executive Directors of comparable companies when undertaking the annual review process.

The remuneration of Non-Executive Directors, the Executive Director and other Key Management Personnel for the period ended 30 June 2021 is detailed in the table in Section E.

B. Executive remuneration

Objective

The Company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the company so as to:

- Reward executives for company, business unit and individual performances against targets set by reference to appropriate benchmarks;
- Align the interests of executives with those of shareholders;
- Link rewards with the strategic goals and performance of the Company; and
- Ensure total remuneration is competitive by market standards.

Structure

In determining the level of remuneration paid to senior executives of the Company, the Board took into account available benchmarks and prior performance.

Remuneration consists of the following key elements:

- Fixed Remuneration
- Variable Remuneration
 - » Short Term Incentive (STI); and
 - » Long Term Incentive (LTI).

The proportion of fixed remuneration and variable remuneration (potential short term and long term incentives) is established for each senior executive by the Remuneration and Nomination Committee and the Board. The table in Section E below details the fixed and variable components of the executives of the company.

Fixed remuneration

Objective

Fixed remuneration is reviewed annually by the Board. The process consists of a review of companywide, business unit and individual performance, relevant comparative remuneration in the market and internally, and where appropriate, external advice on policies and practices. As noted above, the Board has access to external advice independent of management.

Structure

Senior executives are given the opportunity to receive their fixed remuneration in a variety of forms including cash and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the group.

The fixed remuneration component of the company executives is detailed in the table in Section E.

Variable remuneration - Short Term Incentive (STI)

Objective

The objective of the STI program is to link the achievement of the Group's performance and operational targets with the remuneration received by the executives charged with meeting those targets.

Structure

Actual STI paid to the Company executives depend on the extent to which specific operating targets set at the beginning of the financial year are met. The targets consist of a number of Key Performance Indicators (KPIs) covering both financial and non-financial measures of performance. Typically included are measures such as revenue, profitability, cash collection, customer service, risk management, staff turnover and leadership/team contribution.

Any STI payments are subject to the approval of the Board. Payments made are delivered as a cash bonus in the following financial year.

Variable pay - Long Term Incentive (LTI)

Objective

The objective of the LTI plan is to reward senior executives in a manner that aligns this element of remuneration with the objective of creating shareholder wealth.

As such, LTI grants are only made to executives who are able to influence the generation of shareholder wealth and thus have a direct impact on the Group's performance.

Structure

LTI grants to executives are delivered in the form of performance rights.

The table in Sections F and G provide details of performance rights granted and the value of equity instruments granted and lapsed during the year. The performance rights were issued for nil consideration. Each performance right entitles the holder to subscribe for one fully paid ordinary share in the entity based on achieving vesting conditions at a nil exercise price, and up to 1.5 ordinary shares should Stretch Performance Measures be achieved.

During the financial year, 3,475,000 Performance Rights were issued under the Long Term Incentive Plan on terms and conditions determined and approved by the Board of Directors. This is summarised in the table below. The number of Performance Rights offered is based upon the agreed LTI value divided by the share price of the Company at the end of the previous financial year.

The vesting conditions selected are designed to align remuneration with the objective of creating shareholder value over the long-term. The performance measures that have been chosen are:

- Basic Earnings per Share (EPS) for the financial year ended 30 June 2023 EPS targets are sensitive and will be disclosed retrospectively should the Performance Rights vest.
- Return on Equity (ROE), a measure of the net profit after tax for the financial year ended 30 June 2023 divided by total equity as at 30 June 2023. Due to its sensitive nature, ROE targets are disclosed retrospectively should the Performance Rights vest.
- Absolute Total Shareholder Return is measured over the period from 1 July 2020 to a period of 1 April to 30 September 2023.

Number	Performance Measures	% Vesting ⁽¹⁾	Vesting Dates
1,390,000	FY 2023 Basic EPS		30/09/2023
	Below Threshold	0%	
	Threshold achieved	50%	
	Target achieved	100%	
	Stretch achieved	150%	
695,000	FY 2023 Return on Equity		30/09/2023
	Below Threshold	0%	
	Threshold achieved	50%	
	Target achieved	100%	
	Stretch achieved	150%	
1,390,000	Absolute TSR (1 July 2020 - 30 September 2023)		30/09/2023
	Below - Threshold	0%	
	Threshold achieved	50%	
	Target achieved	100%	
	Stretch achieved	150%	

(1) Vesting to occur on a pro-rata basis

Should an employee leave Empired then Performance Rights are forfeited unless decided otherwise by the Board.

Where Performance Rights vest the holder of the Performance Right has until 1 September 2025 to exercise the Performance Right.

Should the Directors consider that a Change of Control in the Company has occurred or is likely to occur then Performance Rights will automatically vest on the basis one fully paid ordinary share for

each Performance Right held with Board discretion to provide up to 1.5 fully paid ordinary shares for each Performance Right held.

Consequence of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the Board have regard to the following metrics in respect of the current financial year and the previous three financial years:

Item	2021	2020	2019	2018	2017
EPS (cents)	6.57	3.84	(9.56)	3.06	2.42
Dividends (cents per share)	1.5	-	-	-	-
Net profit/(loss) (\$000)	10,534	6,146	(15,312)	4,882	3,161
Share price (\$)	0.89	0.33	0.27	0.51	0.54

C. Key Management Personnel

(i) Directors

The following persons were directors of Empired Limited during the financial year to date of report:

T Stianos	Non-Executive Chairman
R Bevan	Non-Executive Director
J Bardwell	Non-Executive Director
C Nicolli	Non-Executive Director
R Baskerville	Managing Director

(ii) Other key management personnel

The following persons also had authority and responsibility for planning, directing and controlling the activities of the Group during the financial year:

S Bright	Chief Operating Officer
D Hinton	Chief Financial Officer and Company Secretary

(iii) Remuneration of Key Management Personnel

Information regarding key management personnel compensation for the year ended 30 June 2021 is provided in table in Section E of this remuneration report.

D. Service Agreements

Russell Baskerville – Managing Director

Terms of Agreement – commenced 1 July 2019, until terminated by either party, with six months notice. Fees – fixed remuneration \$600,000 per annum with an STI and LTI bonus allocation to be determined by the Board.

Thomas Stianos – Non-Executive Chairman

Terms of Agreement – appointed 29 November 2016. Fee – fixed \$120,000 per annum.

Richard Bevan – Non-Executive Director

Terms of Agreement - appointed 31 January 2008. Fee – fixed \$90,000 per annum.

John Bardwell – Non-Executive Director

Terms of Agreement – appointed 26 September 2011. Fee – fixed \$85,000 per annum.

Cristiano Nicolli - Non-Executive Director

Terms of Agreement – appointed 22 October 2018. Fee – fixed \$85,000 per annum.

David Hinton – Chief Financial Officer and Company Secretary

Terms of Agreement – commenced 12 April 2016, until terminated by either party, with three months notice.

Salary – fixed remuneration \$433,500 per annum with an additional STI cash bonus target of 25% of base fees and LTI bonus target of 40%# of base fees.

Simon Bright – Chief Operating Officer

Terms of Agreement – commenced 1 July 2016, until terminated by either party, with three months notice.

Salary – fixed remuneration NZ\$469,200 per annum with an STI cash bonus target of 30% of base fees and LTI bonus target of 40% # of base fees.

As provided by the Empired Long Term Incentive Plan Rules, should stretch targets be achieved then the LTI benefit could be 50% higher.

E. Details of remuneration

Details of the nature and amount of each element of the remuneration of each Key Management Personnel ('KMP') of Empired Limited are shown in the table below:

	Year	Short term benefits			Post Employment		Total	%	% of STI achieved
		Salary & Fees	Non-cash benefits	Cash STI	Super-annuation	Sharebased payments ⁽¹⁾		Performance related	
Non-Executive Directors									
T. Stianos	2021	109,589	-	-	10,411	-	120,000	-	-
	2020	107,763	-	-	10,237	-	118,000	-	-
R. Bevan	2021	82,192	-	-	7,808	-	90,000	-	-
	2020	80,822	-	-	3,904	-	84,726	-	-
C. Nicolli	2021	77,626	-	-	7,374	-	85,000	-	-
	2020	71,766	-	-	6,818	-	78,584	-	-
J. Bardwell	2021	77,626	-	-	7,374	-	85,000	-	-
	2020	71,766	-	-	6,818	-	78,584	-	-
Executive Directors									
R. Baskerville	2021	578,997	12,130	288,806	21,694	264,465	1,166,092	47.4%	96%
	2020	570,238	11,976	-	21,003	144,566	747,783	19.3%	-
Key Management									
D. Hinton	2021	395,890	12,709	101,842	37,610	99,368	647,419	31.1%	97.0%
	2020	389,292	12,771	-	36,983	67,836	506,882	13.4%	-
S. Bright	2021	424,950	16,107	123,545	14,671	100,519	679,792	33.0%	95.0%
	2020	424,507	17,165	-	12,735	67,483	521,890	12.9%	-

⁽¹⁾ Comprises the share payment expense recognised in the reporting period for performance rights on issue.

Short Term Incentives paid/payable for the year

	Managing Director	Chief Financial Officer	Chief Operating Officer
Total Available Bonus	300,000	105,000	NZD 140,000
Financial metrics weighting	80%	80%	80%
FY21 NPAT	60%	50%	60%
Net Debt	10%	15%	10%
Operating cash flow to EBITDA	10%	15%	10%
Non-financial metrics weighting	20%	20%	20%
Positive investor relations	5%	5%	0%
Bank Covenant and ASX compliance	0%	15%	0%
Staff turnover	5%	0%	10%
Sales Target	10%	0%	10%
Total STI paid/payable for the year	288,806	101,842	NZD 132,844

F. Directors' and Key Management Personnel Equity Holdings

Shares held in Empired Limited

All equity transactions with directors and executives, other than those arising from the vesting of performance rights and as part of remuneration, have been entered into under terms and conditions no more favourable than those the entity would have adopted if dealing at arm's length.

	Balance 01-Jul-20	Vesting of Performance Rights	Net Change Other	Balance 30-June-21
Directors				
R. Baskerville	9,125,283	170,400	-	9,295,683
T. Stianos	243,200	-	-	243,200
R. Bevan	79,800	-	-	79,800
C. Nicolli	373,500	-	-	373,500
J. Bardwell	4,300,000	-	-	4,300,000
Total	14,121,783	170,400	-	14,292,183
Key Management				
D. Hinton	52,093	62,000	-	114,093
S. Bright	1,359	66,000	(46,000)	21,359
Total	53,452	128,000	(46,000)	135,452

Performance Rights held in Empired Limited

Performance Rights are issued for nil consideration and do not have an exercise price. The movements and balances of performance rights for the financial year are summarised in the below table.

	Balance 01-Jul-20	Granted as remuneration	Lapsed	Vested	Balance 30-June-21
Directors					
R. Baskerville	2,561,600	1,285,000	(511,200)	(170,400)	3,165,000
Key Management					
D. Hinton	986,778	490,000	(194,000)	(62,000)	1,220,778
S. Bright	1,005,889	500,000	(198,000)	(66,000)	1,241,889
Total	4,554,267	2,275,000	(903,200)	(298,400)	5,627,667

Performance Rights vested during the financial year

During the financial year ended 30 June 2021, 377,517 Performance Rights were vested for the sustainability measure based upon the Board's assessment of management's performance. For the measures of basic EPS for FY20 and for Relative TSR these measures were not achieved resulting in 1,697,483 Performance Rights lapsing.

Performance Rights granted to the Executive Team are under the Company's Long Term Incentive Plan. Refer to the notes to the financial statements for more detail regarding the plan.

Performance Rights granted as part of remuneration:

2021	Grant date	Number granted as remuneration	Average Value per right at grant date	Value of rights granted during the year
Non-Executive Directors				
T. Stianos	-	-	-	-
R. Bevan	-	-	-	-
C. Nicolli	-	-	-	-
J. Bardwell	-	-	-	-
Executive Directors				
R. Baskerville	22/12/2020	1,285,000	\$0.38	\$489,251
Key Management				
D. Hinton	27/07/2020	490,000	\$0.17	\$84,015
S. Bright	27/07/2020	500,000	\$0.17	\$85,730

2020	Grant date	Number granted as remuneration	Average Value per right at grant date	Value of rights granted during the year
Non-Executive Directors				
T. Stianos	-	-	-	-
R. Bevan	-	-	-	-
C. Nicolli	-	-	-	-
J. Bardwell	-	-	-	-
Executive Directors				
R. Baskerville	6/12/2019	1,000,000	\$0.15	\$153,200
Key Management				
D. Hinton	16/07/2018	377,778	\$0.13	\$50,169
S. Bright	16/07/2018	388,889	\$0.13	\$51,644

G. Performance Hurdles for Performance Rights vested during the financial year

The Company from time to time grants Performance Rights to executives under the Empired Executive Long Term Incentive Plan. In the case of grants to the Managing Director, shareholder approval is sought at the Annual General Meeting prior to Performance Rights being granted. As stated in the applicable Notice of Meeting, to convene the members meeting to approve the grant of Performance Rights, the details of the performance hurdles are subject to members' approval. Should the performance hurdle be satisfied then the Company will disclose the details in the subsequent Remuneration Report.

During the financial year no Performance Rights vested as performance hurdles were not achieved.

H. Voting and comments made at the company's 2020 Annual General Meeting

The Company did not receive any specific feedback at the AGM on its remuneration report.

End of Remuneration Report

Signed in accordance with a resolution of directors.



Russell Baskerville
Managing Director

17 August 2021

CORPORATE GOVERNANCE STATEMENT

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such, Empired Limited and its Controlled Entities (“the Group”) have adopted the fourth edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council on 27 February 2019 and became effective for financial years beginning on or after 1 July 2020.

The Group’s Corporate Governance Statement for the financial year ended 30 June 2021 was approved by the Board on 17 August 2021. The Corporate Governance Statement is available on Empired’s website at www.empired.com/Investor-Centre/.



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2021

	Notes	2021 \$	2020 \$
Revenue from contracts with customers	4	186,133,318	165,549,359
Other income	5	4,885,047	4,184,500
Cost of licenses		(14,394,615)	(14,290,247)
Employee benefits	6A	(136,950,931)	(125,121,578)
Depreciation and amortisation expense	6B	(9,041,392)	(8,502,600)
Occupancy expenses		(670,643)	(541,000)
Other expenses	6C	(13,364,082)	(10,769,724)
Operating profit		16,596,702	10,508,710
Finance costs	7	(1,218,617)	(1,524,197)
Finance income		3,324	13,997
Profit before income tax		15,381,409	8,998,510
Income tax expense	8	(4,847,482)	(2,852,524)
Profit for the year		10,533,927	6,145,986
Other comprehensive income, net of income tax			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations		(62,292)	(135,999)
Total comprehensive income for the year		10,471,635	6,009,987
Earnings per share (cents per share):			
Basic earnings per share	9	6.57	3.84
Diluted earnings per share	9	6.25	3.69

This Statement of Profit or Loss should be read in conjunction with the accompanying notes

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

	Notes	2021 \$	2020 \$
ASSETS			
Current assets			
Cash and cash equivalents	10	11,900,665	6,316,968
Trade and other receivables	11	21,718,159	21,599,744
Contract assets	4	11,492,503	8,525,275
Other current assets	12	2,180,725	2,496,622
Total current assets		47,292,052	38,938,609
Non-current Assets			
Plant and equipment	13	5,259,981	5,177,190
Intangible assets	14	58,074,594	56,100,583
Deferred tax asset	8	3,742,335	5,651,301
Right of use assets	15	13,684,521	17,871,839
Total non-current assets		80,761,431	84,800,913
TOTAL ASSETS		128,053,483	123,739,522
LIABILITIES			
Current liabilities			
Trade and other payables	17	16,589,357	14,883,604
Income tax payable	8	2,640,414	309,555
Borrowings	18	4,623,547	1,854,671
Lease liabilities	19	5,789,915	5,371,495
Provisions	20	8,333,952	7,315,073
Contract liabilities	4, 21	1,451,148	1,689,674
Total current liabilities		39,428,333	31,424,072
Non-current Liabilities			
Borrowings	18	-	8,636,677
Lease liabilities	19	10,665,399	14,568,739
Provisions	20	942,565	829,947
Total non-current liabilities		11,607,964	24,035,363
TOTAL LIABILITIES		51,036,297	55,459,435
NET ASSETS		77,017,186	68,280,087
EQUITY			
Issued capital	23	54,146,878	54,146,878
Reserves	22	4,303,829	3,696,135
Retained profits		18,566,479	10,437,074
TOTAL EQUITY		77,017,186	68,280,087

This Statement of Financial Position should be read in conjunction with the accompanying notes

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2021

	Notes	2021 \$	2020 \$
Cash flows from operating activities			
Receipts from customers		200,692,349	190,569,019
Payments to suppliers and employees		(180,840,650)	(169,859,814)
Government subsidy received		6,217,500	2,731,500
Income tax (paid)/received		(564,461)	370,568
Net cash flows from operating activities	10	25,504,738	23,811,273
Cash flows from investing activities			
Purchase of intangibles		(4,512,654)	(5,906,608)
Purchase of plant and equipment		(1,496,426)	(569,723)
Lease incentive received for fit-out		565,188	-
Net cash flows used in investing activities		(5,443,892)	(6,476,331)
Cash flows from financing activities			
Buyback of shares		-	(57,868)
Dividends paid		(2,404,525)	-
Interest on bank borrowings		(525,790)	(768,511)
Interest on leases		(692,827)	(755,686)
Interest received		3,324	13,997
Repayment of borrowings		(17,277,895)	(24,541,607)
Repayment of lease liabilities		(4,859,162)	(6,273,740)
Proceeds from borrowings		11,410,190	15,560,843
Net cash flows used in financing activities		(14,346,685)	(16,822,572)
Net increase in cash and cash equivalents		5,714,161	512,370
Effect of exchange rate fluctuations on cash held		(130,464)	252,627
Cash and cash equivalents at beginning of period		6,316,968	5,551,971
Cash and cash equivalents at end of period	10	11,900,665	6,316,968

This Statement of Cash Flows should be read in conjunction with the accompanying notes

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2021

	Issued Capital \$	Retained Profits \$	Foreign Currency Translation Reserve \$	Shared Based Payment Reserve \$	Total Equity \$
Balance at 1 July 2019	54,204,746	4,291,088	389,481	3,036,176	61,921,491
Profit for the year	-	6,145,986	-	-	6,145,986
Other comprehensive loss	-	-	(135,999)	-	(135,999)
Share buy back	(57,868)	-	-	-	(57,868)
Share-based payments	-	-	-	406,477	406,477
Balance at 30 June 2020	54,146,878	10,437,074	253,482	3,442,653	68,280,087
Profit for the year	-	10,533,927	-	-	10,533,927
Other comprehensive loss	-	-	(62,292)	-	(62,292)
Dividend paid	-	(2,404,522)	-	-	(2,404,522)
Share-based payments	-	-	-	669,986	669,986
Balance at 30 June 2021	54,146,878	18,566,479	191,190	4,112,639	77,017,186

This Statement of Changes in Equity should be read in conjunction with the accompanying notes



NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2021

1. CORPORATE INFORMATION

The consolidated financial report of Empired Limited and its subsidiaries (collectively, the Group) for the year ended 30 June 2021 was authorised for issue in accordance with a resolution of the directors on 17 August 2021.

Empired Limited, is a for profit entity, whose shares are publicly traded on the Australian Securities Exchange, is a company incorporated in Australia.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Nature of operations

The principal activities of the Group include the provision of IT solutions and product and licensing.

(b) General information and statement of compliance

The consolidated general purpose financial statements of the Group have been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. Compliance with Australian Accounting Standards results in compliance with the International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board (IASB). Empired Limited is a for-profit entity for the purpose of preparing the financial statements.

The financial report has been prepared on an accruals basis, and is based on historical costs modified where applicable, by measurement at fair value of selected non-current assets, financial assets and financial liabilities. The financial report is presented in Australian dollars.

The Board continues to monitor working capital requires in light of COVID-19 and the economic circumstances that may prevail. Given that the company has Net cash and an undrawn Borrowing Base of \$15m they feel that there are adequate arrangements.

(c) New and revised standards that are effective for these financial statements

Certain new accounting standards and interpretations have been published that are mandatory for 30 June 2021 reporting periods and have not been adopted by the Group. The Group's assessment of the impact of these new standards do not have a material impact on the entity in the current reporting periods.

(d) Impact of standards issued but not yet applied

The following new accounting standards and interpretations have been published that are not mandatory for 30 June 2021 reporting periods, have not been early adopted by the Group, and are as follows:

(i) AASB 138 Intangible Assets - Agenda Decision

The Agenda Decision requires that management capitalise those elements of expenditure that meet the definition of an "Intangible Asset" as defined by AASB 138 Intangible Assets and recognise any additional amounts as an expense as the entity benefits from the expenditure – either by applying AASB 138 or applying another accounting standard.

The Agenda Decision then clarified:

- The nature of expenditure that met the definition of an Intangible Asset;
- Methods of differentiating between Intangible Assets and expenses; and
- The pattern in which the entity benefits from expenditure that does not qualify as an Intangible Asset.

When this policy is first adopted for the reporting period ending 31 December 2021, there will be no material impact on the transactions and balances recognised in the financial statements.

(ii) Amendments to AASB 101: *Classification of Liabilities as Current or Non-current*

The amendment specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively. The Group's assessment of the impact of the new standardd is not expected to have a metarial impact on the entity in future reporting periods.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Impact of standards issued but not yet applied (continued)

(iii) Amendments to AASB 3 *Business Combinations* - Reference to the Conceptual Framework

The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements.

The Board also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of AASB 137 or AASB Interpretation 21 *Levies*, if incurred separately.

At the same time, the Board decided to clarify existing guidance in AASB 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements.

The amendments are effective for annual reporting periods beginning on or after 1 January 2022 and apply prospectively.

(iv) Onerous Contracts - Costs of Fulfilling a Contract - Amendments to AASB 137

The amendments to AASB 137 specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making.

The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The amendments are effective for annual reporting periods beginning on or after 1 January 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

(v) AASB 9 *Financial Instruments* - Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendments are not expected to have a material impact on the Group.

(e) Basis of consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 30 June 2021. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June 2021.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Basis of consolidation (continued)

The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

(f) Property, plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and impairment losses in value. Depreciation is calculated on a straight line basis over the estimated useful life of the asset as follows:

Leasehold Improvements	5 – 20 yrs
Furniture & Fittings	1 – 15 yrs
Computer Hardware	1 – 8 yrs

(g) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

(h) Goodwill

Goodwill on acquisition is initially measured at cost being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Goodwill is not amortised.

As at the acquisition date, any goodwill acquired is allocated to each of the cash-generating units expected to benefit from the combination's synergies. Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation.

Goodwill disposed of in this circumstance is measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained.

(i) Intangible assets other than goodwill

Initial recognition of other intangible assets

Acquired both separately and from a business combination

Intangible assets acquired separately are capitalised at cost. Intangible assets, excluding development costs, created within the business are not capitalised and expenditure is charged against profits in the period in which the expenditure is incurred.

Intangible assets are tested for impairment where an indicator of impairment exists and in the case of indefinite lived intangibles annually, either individually or at the cash generating unit level. Useful lives are also examined on an annual basis and adjustments, where applicable, are made on a prospective basis.

Research and development costs are expensed as incurred. Development expenditure incurred on an individual project is carried forward when its future recoverability can be reasonably assured.

Internally developed software

Costs incurred in developing software are capitalised where future financial benefits can be reasonably assured. It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity, and the cost of the asset can be measured reliably. These costs include employee costs incurred on development along with appropriate portion of relevant overheads.

Subsequent measurement

All finite-lived intangible assets, including internally developed software, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in 2(i). The following useful lives are applied:

Software	1 - 3 years
Customer relationships	3 - 7 years

Any capitalised internally developed software that is not yet complete is not amortised but is subject to impairment testing.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Intangible assets other than goodwill (continued)

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions

used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at reporting date and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually at reporting date at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

(k) Operating segments

The Group has two operating segments: Australia and New Zealand. In identifying these operating segments, management follows the geographical presence representing the main products and services.

Each of these operating segments is managed separately as each requires different technologies, marketing approaches and other resources. All inter-segment transfers are carried out at arm's length prices based on prices charged to unrelated customers in stand-alone sales of identical goods or services.

For management, purposes the Group uses the same measurement policies as those used in its financial statements.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable). Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

In the periods presented the corporation does not have any financial assets categorised as FVOCI. The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Subsequent measurement of financial assets

(i) Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Impairment

AASB 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaced AASB 139's 'incurred loss model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under AASB 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependant on the Group first identifying a credit loss event. Instead the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2')
- financial instruments that have objective evidence of impairment at the reporting date ('Stage 3').

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category. Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Trade and other receivables

The Group makes use of a simplified approach in accounting for trade and other receivables and records the loss allowance as lifetime expected credit losses. These are expected shortfalls in contractual cash flows, considering the potential for default at any point during the lifetime of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate expected credit losses using a provision matrix.

The Group assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due.

The Group assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due. Refer to Note 2(l) for a detailed analysis of how the impairment requirements of AASB 9 are applied.

(n) Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade payables and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

(o) Cash and cash equivalents

Cash and short-term deposits in the statement of financial position comprise cash at bank, in hand and short-term deposits with an original maturity of three months or less net of bank overdrafts.

(p) Provisions, contingent assets and liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situation are disclosed as contingent liabilities unless the outflow of resources is remote.

(q) Employee benefits

(i) Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(ii) Other long-term employee benefits

The Group's liabilities for annual leave and long service leave are included in other long term benefits as they are not expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to the market yields on high quality corporate bonds with terms and currencies that match as closely as possible. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur. The Group presents employee benefit obligations as current liabilities in the Statement of Financial Position if the Group does not have an unconditional right to defer settlement for at least twelve (12) months after the reporting period, irrespective of when the actual settlement is expected to take place.

(r) Share-based payment transactions

The Group provides remuneration to certain employees, including Directors, of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is measured using a variation of the binomial option pricing model that takes into account the terms and conditions on which the instruments were granted and the current likelihood of achieving the specified target. Further, the cost of equity-settled transactions is recognised, together with a corresponding increase in the Employee Equity Benefits Reserve, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date').

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Leases

For any new contracts entered into the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract;
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

At lease commencement date, the Group recognises a right of use asset and a lease liability on the balance sheet. The right of use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right of use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The Group also assesses the right of use asset for impairment when such indicators exist.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right of use asset, or profit and loss if the right of use asset is already reduced to zero.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right of use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right of use assets have been included in property, plant and equipment and lease liabilities have been included in trade and other payables.

Short-term leases and leases of low value

Short-term leases (lease term of 12 months or less) and leases of low value assets (under 5,000 USD) are recognised as incurred as an expense in the consolidated income statement. Low value assets comprise office equipment hire.

(t) Revenue from contracts with customers

Revenue arises mainly from IT consulting services and product and license revenue.

To determine whether to recognise revenue, the Group follows a 5-step process:

- 1 Identifying the contract with a customer
- 2 Identifying the performance obligations
- 3 Determining the transaction price
- 4 Allocating the transaction price to the performance obligations
- 5 Recognising revenue when/as performance obligation(s) are satisfied.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Revenue from contracts with customers (continued)

The Group often enters into transactions involving a range of the Group's products and services. Revenue which represent income arising in the course of the Groups ordinary activities is recognised by reference to each distinct performance obligation promised in the contract with customer when or as the Group transfers the control of the goods or services promised in a contract and the customer obtains control of the goods or services. Depending on the substance of the respective contract with customer, the control of the promised goods or services may transfer over time or at a point in time.

A contract with customer exists when the contract has commercial substance, the Group and its customer has approved the contract and intend to perform their respective obligations, the Groups and the customers rights regarding the goods or services to be transferred and the payment terms can be identified, and it is probable that the Group will collect the consideration to which it will be entitled to in exchange of those goods or services.

Recognition and measurement

At the inception of each contract with customer, the Group assesses the contract to identify distinct performance obligations, being the units of account that determine when and how revenue from the contract with customer is recognised.

A performance obligation is a promise to transfer a distinct good or service (or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer) to the customer that is explicitly stated in the contract and/ or implied in the Group's customary business practises. A good or service is distinct if:

- (i) The customer can either benefit from the good or service on its own or together with other readily available resources; and
- (ii) The good or service is separately identifiable from other promises in the contract (e.g. the good or service is not integrated with, or significantly modify, or highly interrelate with, other goods or services promised in the contract).

If a good or service is not distinct, the Group combines it with other promised goods or services until the Group identifies a distinct performance obligation consisting a distinct bundle of goods or services.

Revenue is measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customers, excluding amounts collected on behalf of third parties such as sales and service taxes or goods and services taxes. If the amount of consideration varies due to discounts, rebates, credits, incentives, performance bonuses, penalties or other similar items, the Group estimates the amount of consideration that it expects to be entitled based on the expected value or the most likely outcome but the estimation is constrained up to the amount that is highly probable of no significant reversal in the future. If the contract with customer contains more than one distinct performance obligation based on the relative stand-alone selling prices of the goods or services promised in the contract. If a standalone selling price is not directly observable, the Group will need to estimate it using adjusted market assessment approach, expected cost plus a margin approach and residual approach.

The consideration allocated to each performance obligation is recognised as revenue when or as the customer obtains control of the goods or services. At the inception of each contract with customer, the Group determines whether control of the goods or services for each performance obligation is transferred over time or at a point.

Control over the goods or services are transferred over time and revenue is recognised over time if:

- (i) The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (ii) The Group's performance creates or enhances a customer-controlled asset; or
- (iii) The Group's performance does not create an asset with alternative use and the Group has a right to payment for performance completed to date.

Revenue for a performance obligation that is not satisfied over time is recognised at the point in time at which the customer obtains control of the promised goods or services.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Revenue from contracts with customers (continued)

Software as a Service (SaaS)

Revenue is derived from providing customers access to group platforms and is recognised in accordance with the terms of contracts provided in the subscription agreement. The SaaS and related support revenue (if any) is recognised over time, being the subscription period, as the customer simultaneously receives and consumes the benefit of accessing the platform.

Access to the platforms is not considered distinct from other performance obligations, such as set-up and support, as access to any platform alone does not allow the customer to obtain substantially all the benefits of the access, and is therefore accounted for as a single performance obligation.

Consideration received can be variable in nature, based upon customer usage in excess of contractually agreed units. The variable consideration is included in the transaction price at the company's best estimate, using either an expected value or most likely outcome, whichever provides the best estimate and is included in revenue to the extent that it is highly probable that there will be no significant reversal of the cumulative amount of revenue when any price uncertainty is resolved.

Product and License Revenue

Revenue from the sale of product and software licenses is recognised when or as the Group transfers control of the assets to the customer.

Professional Services

Revenue from professional services for a fixed fee or time and material is recognised when or as the Group transfers control of the assets to the customer. Invoices for goods or services transferred are due upon receipt by the customer. Revenue is recognised over time as the work is performed. As costs are generally incurred uniformly as the work progresses and are considered to be proportionate to the entity's performance.

Contract assets comprise of time and materials where revenue is recognised however it remains unbilled as at the end of the reporting period.

Contract liabilities comprise of cash received for work that cannot be recognised for revenue as at the end of the reporting period.

(u) Government grants and subsidies

Government grants and subsidies are recognised where there is reasonable assurance that they will be received and all attached conditions will be complied with. When the grant or subsidy relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant or subsidy relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants or subsidies of non-monetary assets, the asset and the grant/subsidy are recorded at nominal amounts and released to profit or loss over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

(v) Foreign currency transactions

The consolidated financial statements are presented in Australian Dollars ('AUD'), which is also the functional currency of the Parent Company.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year end exchange rates are recognised in profit or loss. Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the date of the transaction), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the AUD are translated into AUD upon consolidation. The functional currency of the entities in the Group has remained unchanged during the reporting period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Foreign currency transactions (continued)

On consolidation, assets and liabilities have been translated into AUD at the closing rate at the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into AUD at the closing rate. Income and expenses have been translated into AUD at the average rate over the reporting period. Exchange differences are charged or credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation the cumulative translation differences recognised in equity are reclassified to profit or loss and recognised as part of the gain or loss on disposal.

(w) Income tax

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

Deferred income tax liabilities are recognised for all taxable temporary differences:

- Except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.
- Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:
 - » Except where the deferred income tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction,

affects neither the accounting profit nor taxable profit or loss; and

- » In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

The tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income. The calculation of current tax is based on tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred taxes are calculated using the balance sheet liability method.

Management has applied a risk weighted measurement to the tax treatments used in the Group and has determined that there is no change required under *IFRIC 23 Uncertainty over Income Tax Treatments*.

(x) Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- Where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position. Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) Equity and reserves

Issued capital represents the amounts contributed for shares less issuance costs and consideration paid for share buy-backs.

Other components of equity include the following:

- **Foreign currency translation reserve** - compromises foreign currency translation differences arising from the translation of financial statements of the Group's foreign entities into AUD.
- **Employee equity benefits reserve** - compromises share-based employee remuneration.

Retained profits includes all current and prior period retained profits.

(z) Significant accounting judgements, estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policies.

(i) Impairment of goodwill and intangibles with indefinite useful lives

The Group determines whether goodwill and intangibles with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating unit to which the goodwill and intangibles with indefinite useful lives are allocated. The assumptions used in this estimation of recoverable amount and carrying amount of goodwill and intangibles with indefinite useful lives are in Note 14.

(ii) Share based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is measured by using a variation of the binomial option pricing model that takes into account the terms and conditions on which the instruments were granted and the current likelihood of achieving the specified target. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

(iii) Long service leave provision

The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

The Group uses the high quality corporate bond rate as the discount rate when measuring its Australian dollar dominated long term employee benefits.

(iv) Estimation of useful lives of assets

The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

(v) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(vi) Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right of use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

(vii) Recognition of service contract revenues

As revenue from after-sales maintenance agreements and construction contracts is recognised over time, the amount of revenue recognised in a reporting period depends on the extent to which the performance obligation has been satisfied. For after-sales maintenance agreements this requires an estimate of the quantity of the services to be provided, based on historical experience with similar contracts. In a similar way, recognising revenue for construction contracts also requires significant judgment in determining the estimated number of hours required to complete the promised work when applying the hours-to-hours method described in Note 2(t).

(viii) Capitalisation of internally developed software

Distinguishing the research and development phases of a new customised software project and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired (see Note 2(ii)).

3. SEGMENT REPORTING

Management identifies its operating segments based on the Group's geographical presence, which represent the main products and services provided by the Group. The Group's two operating segments are:

- Australia
- New Zealand

No operating segments have been aggregated to form the above reportable operating segments.

There is no single customer on which the Group's revenue depended during the financial year.

The Chief Executive Officer is the Chief Operating Decision Maker (CODM) and monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. The Group's financing (including finance costs, finance income and other income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Inter-segment revenues are eliminated upon consolidation and reflected in the elimination column. All other adjustments and eliminations are part of detailed reconciliations presented further below.

The revenues and profit generated by each of the Group's operating segments and segment assets are summarised as follows:

3. SEGMENT REPORTING (continued)

	Australia \$	New Zealand \$	Total \$
2021			
Revenue			
From external customers	113,392,827	72,740,491	186,133,318
Inter-segment	-	-	-
Total	113,392,827	72,740,491	186,133,318
Segment profit (EBITDA)	11,591,924	14,046,170	25,638,094
Segment assets	78,956,759	49,096,724	128,053,483
Segment non-current assets	46,613,315	34,148,116	80,761,431
Segment liabilities	32,846,573	18,189,724	51,036,297
2020			
Revenue			
From external customers	98,020,883	67,528,476	165,549,359
Inter-segment	-	-	-
Total	98,020,883	67,528,476	165,549,359
Segment profit (EBITDA)	10,664,034	8,347,276	19,011,310
Segment assets	73,896,301	49,843,221	123,739,522
Segment non-current assets	48,563,549	36,237,364	84,800,913
Segment liabilities	38,488,404	16,971,031	55,459,435

Finance costs and finance income are not allocated to individual segments as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes are not allocated to those segments as they are also managed on a group basis.

The Group's segment operating EBITDA reconciles to the Group's profit before tax as presented in the financial statements as follows:

	2021 \$	2020 \$
Total reporting segment profit (EBITDA)	25,638,094	19,011,310
Less:		
Finance costs (net)	(1,215,293)	(1,510,200)
Depreciation and amortisation expenses	(9,041,392)	(8,502,600)
Group profit before tax	15,381,409	8,998,510

4. REVENUE FROM CONTRACTS WITH CUSTOMERS

	2021 \$	2020 \$
Revenue		
Services	117,240,400	104,445,210
Operations	68,892,918	61,104,149
Total revenue from contracts with customers	186,133,318	165,549,359
Geographical markets		
Australia		
Services	72,081,840	64,048,229
Operations	41,310,987	33,972,654
New Zealand		
Services	45,158,560	40,396,981
Operations	27,581,931	27,131,495
Total revenue from contracts with customers	186,133,318	165,549,359

Services revenue comprise professional project services fees for customers contracted on a fixed price or time and materials basis. Operations revenue comprise professional fees from customers for managing of IT systems, applications or infrastructure plus the sale of products and licenses.

	2021 \$	2020 \$
Timing of revenue recognition		
Transferred at a point in time	114,345,156	108,601,249
Transferred over time	71,788,162	56,948,110
Total revenue from contracts with customers	186,133,318	165,549,359
Market type		
Government	48,839,320	50,418,729
Non-government	137,293,998	115,130,630
Total revenue from contracts with customers	186,133,318	165,549,359
Customers generally pay for amounts billed on a 30 day basis.		
Contract balances		
Contract assets	11,492,503	8,525,275
Contract liabilities (Note 21)	1,451,148	1,689,674

During the financial year contract assets increased by \$2,967,228 due to new contracts beginning during the financial year and the general increase in revenue.

During the financial year \$1,850,000 was recognised as an expected credit loss on contract assets however recovery actions are on-going and as such the Directors believe that recovery of this amount is probable as disclosed at Note 28.

All of the prior year's closing balance of contract liabilities are now in revenue and we estimate that all of the current year closing balance will be brought to account as revenue in the financial year ended 30 June 2022.

5. OTHER INCOME

	2021 \$	2020 \$
Government subsidy - JobKeeper	4,885,047	4,084,500
Other income	-	100,000
	4,885,047	4,184,500

6. EXPENSES

	2021 \$	2020 \$
6A Employee benefits		
Salary & wages	113,811,870	100,818,883
Contractor costs	13,554,228	12,846,232
Superannuation	7,668,153	6,736,783
Other employee related costs	1,246,694	4,313,203
Share based payments	669,986	406,477
	136,950,931	125,121,578
6B Depreciation and amortisation		
Depreciation of plant and equipment	1,397,479	1,581,337
Amortisation of intangible assets	2,525,654	1,257,961
Amortisation of right of use assets	5,118,259	5,663,302
	9,041,392	8,502,600
6C Other expenses		
IT expenses	10,848,673	6,605,424
Administrative expenses	1,365,269	1,881,295
Travel expenses	229,749	1,422,920
Insurance expenses	412,463	436,748
Other expenses	507,928	423,337
	13,364,082	10,769,724

7. FINANCE EXPENSES

	2021 \$	2020 \$
Interest expenses - bank borrowings	518,895	699,166
Interest expenses - leases	699,722	825,031
	1,218,617	1,524,197

8. INCOME TAX

(a) Income tax expense

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of Empired Ltd at 30% (2020: 30%) and the reported tax expense in profit or loss are as follows:

	2021 \$	2020 \$
Current income tax payable	2,780,221	343,625
Current income tax payable - prior period adjustment	164,220	-
Deferred income tax relating to origination and reversal of temporary differences		
- Origination and reversal of temporary differences	1,887,675	2,507,569
- Under provision in respect of prior years	15,369	1,330
Income tax expense	4,847,485	2,852,524

(b) Numerical reconciliation between aggregate tax expense recognised in the comprehensive income statement and tax expense calculated per the statutory income tax rate

	2021 \$	2020 \$
Accounting profit before income tax	15,381,409	8,998,510
Income tax expense to accounting profit		
Domestic tax rate for Empired Ltd (30%)	4,614,423	2,699,553
Tax rate differential	(266,723)	(75,506)
Employee option expense	200,996	121,943
Amortisation of intangibles	-	927
Other expenditure not allowed for income tax purposes	119,201	104,332
Foreign exchange differences	-	(55)
Under provision in respect of prior years	179,585	1,330
Income tax expense	4,847,482	2,852,524

8. INCOME TAX (continued)

(c) Recognised deferred tax assets and liabilities

Deferred income tax balances relate to the following:

	Opening Balance \$	Recognised in Profit and Loss \$	Exchange Differences \$	Closing Balance \$
30 June 2021				
Deferred tax liabilities				
Contract assets	2,387,100	496,077	-	2,883,177
Right of use assets	2,520,018	(655,322)	-	1,864,696
Trade and other receivables	361,845	(362,488)	643	-
Other	5,698	-	(434)	5,264
Gross deferred tax liabilities	5,274,661	(521,733)	209	4,753,137
Deferred tax assets				
Provisions	165,987	181,240	-	347,227
Equity raising costs	52,006	(52,006)	-	-
Borrowing costs	230	(230)	-	-
R&D Tax Offsets carried forward	2,965,856	(2,006,432)	-	959,424
Fixed assets	1,435,821	(805,700)	1,958	632,079
Employee obligations	2,531,531	592,530	(4,599)	3,119,462
Lease liabilities	3,310,980	(419,114)	(763)	2,891,103
Trade and other receivables	-	141,902	-	141,902
Other	27,645	(25,336)	(2,309)	-
Tax losses	435,906	(31,631)	-	404,275
Gross deferred tax assets	10,925,962	(2,424,777)	(5,713)	8,495,472
Net deferred tax assets	5,651,301	(1,903,044)	(5,922)	3,742,335
30 June 2020				
Deferred tax liabilities				
Contract assets	3,140,944	(753,844)	-	2,387,100
Right of use assets	-	2,520,018	-	2,520,018
Trade and other receivables	-	367,908	(6,063)	361,845
Other	36,417	(31,994)	1,275	5,698
Gross deferred tax liabilities	3,177,361	2,102,088	(4,788)	5,274,661
Deferred tax assets				
Provisions	1,038,257	(872,270)	-	165,987
Equity raising costs	106,227	(54,221)	-	52,006
Borrowing costs	1,595	(1,365)	-	230
R&D Tax Offsets carried forward	3,745,620	(779,764)	-	2,965,856
Fixed assets	2,778,802	(1,337,760)	(5,221)	1,435,821
Trade and other receivables	63,882	(63,881)	-	-
Employee obligations	2,159,093	353,442	18,996	2,531,531
Lease liabilities	-	3,310,980	-	3,310,980
Other	29,543	(2,525)	627	27,645
Tax losses	1,414,485	(959,444)	(19,135)	435,906
Gross deferred tax assets	11,337,504	(406,808)	(4,733)	10,925,962
Net deferred tax assets	8,160,143	(2,508,896)	55	5,651,301

8. INCOME TAX (continued)

(d) Tax payable

	2021 \$	2020 \$
Income tax payable	2,640,414	309,555

(e) Tax consolidation

Effective 1 July 2002, for the purposes of income taxation, Empired Limited and its 100% Australian owned subsidiaries formed a tax consolidated group. The head entity of the consolidated group is Empired Limited.

The head entity is responsible for tax liabilities of the group. Intra group transactions are ignored for tax purposes and there is a single return lodged on behalf of the group.

Empired Limited formally notified the Australian Taxation Office of its adoption of the tax consolidation regime upon lodgement of its 30 June 2003 consolidated tax return.

9. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent company by the weighted average number of ordinary shares on issue during the year.

The following represents the income and share data used in the basic and diluted earnings per share computations:

	2021 \$	2020 \$
Net profit attributable to ordinary equity holders of the parent	10,533,927	6,145,986

	2021 '000s	2020 '000s
Weighted average number of ordinary shares for basic earnings per share	160,262	159,950
<i>Effect of Dilution:</i>		
Performance rights	8,384	6,427
Weighted average number of ordinary shares adjusted for the effect of dilution	168,646	166,377

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of these financial statements.

10. CASH AND CASH EQUIVALENTS

(a) Reconciliation of cash

	2021 \$	2020 \$
Cash at bank and in hand:		
-AUD	8,194,083	3,005,416
-NZD	3,280,019	2,476,453
-USD	426,563	835,099
	11,900,665	6,316,968

(b) Reconciliation of net cash flows from operating activities to profit after income tax

	2021 \$	2020 \$
Profit after income tax	10,533,927	6,145,986
Finance expenses (net)	1,215,293	1,510,200
Depreciation and amortisation	9,041,392	8,502,600
Share payment expense	669,986	406,477
<i>Changes in assets and liabilities net of effects of purchases and disposals of</i>		
(Increase)/decrease in receivables	(118,415)	1,385,995
(Increase)/decrease in contract assets	(2,967,228)	3,611,658
Decrease in prepayments	315,897	39,779
Increase in trade creditors and other payables	1,705,753	1,119,965
Decrease in contract liabilities	(238,526)	(468,531)
Decrease in deferred tax asset	1,908,966	-
Increase in tax payable	2,330,859	273,850
Increase in provisions	1,106,834	1,283,294
Net cash from operating activities	25,504,738	23,811,273

11. TRADE AND OTHER RECEIVABLES

	2021 \$	2020 \$
Current		
Gross trade receivables	22,146,731	20,690,281
Allowance for credit losses (refer Note 26)	(444,439)	(492,856)
Other receivables	15,867	1,402,319
	21,718,159	21,599,744

Trade receivables are non-interest bearing and are generally on 30-day terms.

There is no significant impairment of the trade receivables as at 30 June 2021 (2020: nil).

12. OTHER CURRENT ASSETS

	2021 \$	2020 \$
Prepayments	2,180,725	2,496,622

13. PLANT AND EQUIPMENT

	Leasehold improvements \$	Computer hardware \$	Furniture, equipment & fittings \$	Total \$
2021				
Gross carrying amount				
Balance 1 July 2020	6,447,505	8,668,531	1,533,451	16,649,487
Additions	578,075	890,307	22,856	1,491,238
Exchange differences	(5,305)	(12,303)	(6,848)	(24,456)
Balance 30 June 2021	7,020,275	9,546,535	1,549,459	18,116,269
Depreciation and impairment				
Balance 1 July 2020	(3,139,938)	(7,710,196)	(622,164)	(11,472,298)
Depreciation	(644,955)	(595,310)	(157,214)	(1,397,479)
Exchange differences	777	10,750	1,962	13,489
Balance 30 June 2021	(3,784,116)	(8,294,756)	(777,416)	(12,856,288)
Carrying amount 30 June 2021	3,236,159	1,251,779	772,043	5,259,981

	Leasehold improvements \$	Computer hardware \$	Furniture, equipment & fittings \$	Total \$
2020				
Gross carrying amount				
Balance 1 July 2019	6,448,009	8,033,429	1,514,152	15,995,591
Additions	16,562	542,973	10,188	569,723
Exchange differences	(17,066)	92,129	9,111	84,174
Balance 30 June 2020	6,447,505	8,668,531	1,533,451	16,649,488
Depreciation and impairment				
Balance 1 July 2019	(2,532,072)	(6,760,388)	(466,867)	(9,759,327)
Depreciation	(607,866)	(949,808)	(155,297)	(1,712,971)
Balance 30 June 2020	(3,139,938)	(7,710,196)	(622,164)	(11,472,298)
Carrying amount 30 June 2020	3,307,567	958,335	911,287	5,177,190

14. INTANGIBLE ASSETS

	Goodwill \$	Software \$	Other \$	Total \$
2021				
Gross carrying amount				
Balance 1 July 2020	46,446,049	32,695,416	162,550	79,304,015
Additions	-	4,512,654	-	4,512,654
Exchange differences	-	55,695	-	55,695
Balance 30 June 2021	46,446,049	37,263,765	162,550	83,872,364
Depreciation and impairment				
Balance 1 July 2020	-	(23,040,882)	(162,550)	(23,203,432)
Amortisation	-	(2,525,654)	-	(2,525,654)
Exchange differences	-	(68,684)	-	(68,684)
Balance 30 June 2021	-	(25,635,220)	(162,550)	(25,797,770)
Carrying amount 30 June 2021	46,446,049	11,628,545	-	58,074,594

Intangible assets, other than goodwill, have finite lives and are required to be amortised over their expected lives. Goodwill has an infinite life. Goodwill assumptions have been detailed below. No impairment was recorded.

	Goodwill \$	Software \$	Other \$	Total \$
2020				
Gross carrying amount				
Balance 1 July 2019	46,446,049	26,883,054	162,550	73,491,653
Additions	-	5,924,122	-	5,924,122
Exchange differences	-	(111,760)	-	(111,760)
Balance 30 June 2020	46,446,049	32,695,416	162,550	79,304,015
Depreciation and impairment				
Balance 1 July 2019	-	(21,792,633)	(159,459)	(21,952,092)
Amortisation	-	(1,248,249)	(3,091)	(1,251,340)
Balance 30 June 2020	-	(23,040,882)	(162,550)	(23,203,432)
Carrying amount 30 June 2020	46,446,049	9,654,534	-	56,100,583

14. INTANGIBLE ASSETS (continued)

Goodwill

Goodwill acquired through business combinations with indefinite lives are allocated to the Australian and New Zealand cash generating units

(CGUs), which are also the operating and reportable segments for impairment testing. The carrying amount of goodwill allocated to each CGU is as follows:

	2021 \$	2020 \$
Australia	27,105,898	27,105,898
New Zealand	19,340,151	19,340,151
Total carrying amount of goodwill	46,446,049	46,446,049

The Group performed the annual impairment test in June 2021. The Group considers the relationship between its equity market capitalisation and the net assets as shown on the balance sheet, among other factors, when reviewing for indicators of impairment. No indicators of impairment are noted. In considering the carrying value of goodwill, the Directors have adopted a value in use methodology to determine the recoverable amounts of each CGU which confirms that no impairment charge is necessary.

The recoverable amount of each CGU has been determined based on a value in use calculation that uses the cash flow budgets over a one year period, followed by an extrapolation of expected cash flows for the CGUs over a three year period using the growth rates determined by management and the assumptions outlined below. The present value of the expected cash flows and a terminal value for each segment is determined by applying a suitable discount rate.

Key assumptions used in value in use calculations and sensitivity to changes in assumptions

Managements key assumption is that stable economic conditions prevail for the foreseeable future.

Cash flow projections reflect stable profit margins previously achieved and that no material deterioration in the cash margin is anticipated. In making this assessment the possible impacts of COVID-19 have been taken into account. The sensitivity analysis undertaken considers each key assumption in isolation and does not take into account any remedial action that may be taken if, for example, margins were to deteriorate.

The calculation of value in use for each CGU is most sensitive to the following assumptions:

Gross profit margins - are based upon FY22 budgets and margins achieved in the current year. Gross profit margins are the most sensitive variable to the value in use calculation. However, a reasonable possible change is not likely to cause a material impairment. If gross profit margins were to reduce by more than 400 basis points in Australia or by more than 500 basis points in New Zealand without any compensating adjustment to cash flows then it is likely that a goodwill impairment charge would occur.

Cost price inflation - has been based upon publicly available inflationary data.

Growth rate estimates - It is acknowledged that technological change, macro-economic factors and action of competitors can have an impact on growth rate assumptions. Growth rates for revenue and costs have been assumed post year 4 at 3%. If terminal growth was to reduce to zero, in real terms, then it is estimated that a goodwill impairment charge is unlikely.

Discount rates - represent the current market risks, taking into consideration the time value of money and specific risks not incorporated in the cash flow forecasts. The discount rate is based upon the weighted average cost of capital (WACC). WACC is assessed taking into account the expected return on investment by investors, the cost of debt servicing plus beta factors for industry risk. The Directors have adopted a WACC of 14% which is applied to the forecast pre-tax cash flows after capital expenditure of each CGU.

15. RIGHT OF USE ASSETS

	2021 \$	2020 \$
Gross carrying amount		
Balance 1 July	23,502,245	18,361,110
Additions	978,588	5,174,031
Exchange differences	(122,974)	(32,896)
Balance	24,357,859	23,502,245
Depreciation		
Balance 1 July	(5,630,405)	-
Amortisation	(5,118,259)	(5,663,302)
Exchange differences	75,326	32,897
Balance	(10,673,338)	(5,630,405)
Carrying amount	13,684,521	17,871,839

The following describes the nature of the Group's leasing activities by type of right of use asset recognised on the balance sheet:

Right of use asset	Office building
Number of right of use assets leased	9
Range of remaining term	0.3 - 6.7 years
Average remaining lease term	2.7 years
Number of leases with extension options	8
Number of leases with options to purchase	-
Number of leases with variable payments linked to an index	2
Number of leases with termination options	-

16. EMPLOYEE BENEFITS

The total expense relating to equity-settled share-based payment transactions in 2021 was \$669,986 (2020: \$406,477).

During 2021 certain employees were eligible to participate in the Company's Performance Rights Plan. Each performance right granted under this plan is subject to both a performance criteria and a vesting period. Each performance right is issued for nil consideration, with each performance right converting to one fully paid ordinary share upon vesting except when performance above the target is achieved and then up to 1.5 ordinary shares per performance right is provided. The performance rights are unquoted. There are no voting or dividend rights attaching to the performance rights. Performance rights vest upon a change of control in the Company.

The following summarises the number and movement in performance rights for the reporting periods:

	2021 No.	2020 No.
Outstanding at the beginning of the year	6,426,901	6,481,636
Granted during the year	3,475,000	2,786,667
Forfeited during the year	(1,140,550)	(2,841,402)
Vested during the year	(377,517)	-
Outstanding at the end of the year	8,383,834	6,426,901

During the financial year ended 30 June 2021, 377,517 Performance Rights were vested for the sustainability measure based upon the Board's assessment of management's performance. For the measures of basic EPS for FY20 and for Relative TSR these measures were not achieved resulting in 1,697,483 Performance Rights lapsing.

A summary of the performance criteria and vesting dates is as follows:

Number of Performance Rights	Number of ordinary shares ⁽ⁱ⁾	Vesting date	Hurdle description
872,867*	1,309,301	1 September 2021	FY21 Basic EPS
436,433*	654,650	1 September 2021	FY21 Return on Equity
872,867*	1,309,301	1 September 2021	Absolute TSR
1,090,667*	1,636,001	1 September 2022	FY22 Basic EPS
545,333*	818,000	1 September 2022	FY22 Return on Equity
1,090,667*	1,636,001	1 September 2022	Absolute TSR
1,390,000*	2,085,000	30 September 2023	FY23 Basic EPS
695,000*	1,042,500	30 September 2023	FY23 Return on Equity
1,390,000*	2,085,000	30 September 2023	Absolute TSR
8,383,834	12,575,751		

(i) Maximum number of ordinary shares to be provided should stretch performance measures be achieved

* For these Tranches should a change of control of the Company occur in accordance with the Long Term Incentive Plan Rules the Directors have the discretion to issue up to 1.5 ordinary shares per Performance Right.

16. EMPLOYEE BENEFITS (continued)

The fair values of the performance rights is measured using a variation of the binomial option pricing model that takes into account the terms and conditions on which the instruments were granted and the current likelihood of achieving the specified target. The following principal assumptions were used in the valuation of performance rights issued in the financial year:

Grant date	27 July 2020	22 December 2020
Vesting period ends	30 September 2023	30 September 2023
Share price at date of grant	\$0.37	\$0.68
Term	3 yrs	3 yrs
Fair value at grant date	\$375,496	\$489,251
Performance rights granted	2,190,000	1,285,000

The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of time. No special features inherent to the grant were incorporated into measurement of fair value.

17. TRADE AND OTHER PAYABLES

	2021 \$	2020 \$
Trade payables	5,251,072	5,923,794
Other payables	11,338,285	8,959,810
	16,589,357	14,883,604

Trade payables are non-interest bearing and are normally settled on 30-day terms.

18. BORROWINGS

	2021 \$	2020 \$
Current		
Obligations under bank loan	3,000,000	1,200,000
Obligations under NZ-Dollar bank loan	1,623,547	654,671
	4,623,547	1,854,671
Non-current		
Obligations under bank loan	-	7,000,000
Obligations under NZ-Dollar bank loan	-	1,636,677
	-	8,636,677

Summary of facilities

At reporting date, the following financing facilities were available:

	2021 \$	2020 \$
Bank loans	19,623,547	22,491,348
Facility used at reporting date	(4,623,547)	(10,491,348)
Facility unused at reporting date	15,000,000	12,000,000
Bank guarantees	4,200,000	4,200,000
Facility used at reporting date	(3,221,598)	(3,338,357)
Facility unused at reporting date	978,402	861,643

Summary of covenants

The bank debt facilities comprise:

- non-revolving term debt of \$4,623,547 maturing in March 2022 with quarterly principal repayments;
- borrowing base facility of \$15,000,000, undrawn as at 30 June 2021. This facility matures in March 2022; and
- bank guarantee facility of \$4,200,000 maturing in March 2022.

The borrowing base and bank guarantee facilities can be drawn in Australian or New Zealand dollars.

The bank facilities are subject to the customary borrowing terms and conditions of a bank facility of this kind. The financial covenants that apply include debt service coverage ratio, leverage ratio and maximum borrowing base utilisation as a percentage of certain trade debtors.

Security arrangements

Security for the above bank facilities has been provided as follows:

- Registered General Security Interest provided by Empired Limited and Intergen Limited;
- Specific Security deed over the shares in the subsidiaries of Empired Limited; and
- Cross guarantee and indemnity provided by each group entity.

19. LEASE LIABILITIES

Lease liabilities are presented in the statement of the financial position as follows:

	2021 \$	2020 \$
Current		
Lease liabilities	5,789,915	5,371,495
	5,789,915	5,371,495
Non-current		
Lease liabilities	10,665,399	14,568,739
	16,455,314	19,940,234

The Group has leases for its office premises and some IT equipment. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right of use asset and a lease liability. Variable lease payments which do not depend on an index or a rate (such as lease payments based on a percentage of Group sales) are excluded from the initial measurement of the lease liability and asset. The Group classifies its right of use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right of use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and factory premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group must insure items of property, plant and equipment and incur maintenance fees on such items in accordance with the lease contracts.

Future minimum lease payments at 30 June 2021 were as follows:

	Minimum lease payments due			
	Within one year	1 - 5 years	After 5 years	Total
Lease payments	6,316,307	11,157,129	202,890	17,676,326
Finance charges	(526,392)	(692,247)	(2,373)	(1,221,012)
Net present values	5,789,915	10,464,882	200,517	16,455,314

Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

The expense relating to payments not included in the measurement of the short-term lease assets is \$43,467.

20. PROVISIONS

	Restoration \$	Annual leave \$	Long service leave \$	Total \$
Balance at the beginning of the year	874,609	4,738,308	2,532,103	8,145,020
Amortisation of provision	(260,980)	-	-	(260,980)
Additional provisions	100,000	7,212,447	488,431	7,800,879
Amounts used	-	(6,308,826)	(99,575)	(6,408,402)
Closing value at 30 June 2021	713,629	5,641,929	2,920,959	9,276,517

The provision for restoration has been recognised to provide for make good costs for office premises at the end of the lease term.

	2021 \$	2020 \$
Analysis of total provisions:		
Current		
Provision for annual leave	5,641,929	4,738,308
Provision for long service leave	2,692,023	2,316,765
Provision for restoration	-	260,000
	8,333,952	7,315,073
Non-current		
Provision for long service leave	228,936	215,338
Provision for restoration	713,629	614,609
	942,565	829,947

21. CONTRACT LIABILITIES

	2021 \$	2020 \$
Current		
Deposits for future work	1,451,148	1,689,674
Total contract liabilities (Note 4)	1,451,148	1,689,674

22. RESERVES

	Foreign Currency Translation Reserve \$	Employee Equity Benefits Reserve \$	Total Reserves \$
Opening balance as at 1 July 2019	389,481	3,036,176	3,425,657
Exchange differences arising on translation of foreign operations	(135,999)		(135,999)
Share-based payments		406,477	406,477
Closing balance as at 30 June 2020	253,482	3,442,653	3,696,135
Exchange differences arising on translation of foreign operations	(62,292)	-	(62,292)
Share-based payments	-	669,986	669,986
Closing balance as at 30 June 2021	191,190	4,112,639	4,303,829

23. ISSUED CAPITAL

	2021 \$	2020 \$
Ordinary shares fully paid	54,146,878	54,146,878
Movement in ordinary shares on issue	No.	Value (\$)
At 1 July 2019	160,127,197	54,204,746
Share buy back (net of costs)	(203,119)	(57,868)
At 30 June 2020	159,924,078	54,146,878
Issue of ordinary shares (net of issue costs)	377,517	-
At 30 June 2021	160,301,595	54,146,878

Ordinary shares entitle the holder to participate in dividends, and carry one vote per share. These shares have no par value.

24. CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes ordinary share capital and convertible performance rights, supported by financial assets. The primary objective of the Group's capital management is so that the Group can fund its operations, continue as a going concern and enhance shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is 'net debt' divided by total capital plus net debt. The Group's policy is to maintain a sustainable gearing ratio. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short-term deposits.

In order to achieve this overall objective, the Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period.

There have been no material changes in the strategy adopted by management to control the capital of the Group since the prior year. The gearing ratios for the years ended 30 June 2021 and 30 June 2020 are as follows:

	Note	2021 \$	2020 \$
Total borrowings	18, 19	21,078,861	30,431,582
Less cash and cash equivalents	10	(11,900,665)	(6,316,968)
Net debt including leases		9,178,196	24,114,614
Issued capital		54,146,878	54,146,878
Total capital		63,325,074	78,261,492
Gearing ratio		11%	26%

25. DIVIDENDS

	2021 \$	2020 \$
Balance of franking account at year end at 30% available to the shareholders of Empired Limited	24,841	24,841

On 15 March 2021, an interim dividend of 1.5 cents per share (unfranked) was paid (2020: nil).

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments consist of bank loans, cash, trade receivables and trade payables.

The main purpose of the financial liabilities is to raise finance for the Group's operations. Financial instruments such as trade debtors and trade creditors, which arise directly from its operations.

The Group has a policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, foreign currency risk and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

Exposure to market interest rates is limited to the Group's cash balances and bank borrowings at variable interest rates. Finance leases and hire purchase agreements entered into are purchased at fixed interest rates. Cash balances are disclosed at Note 10. Refer to Note 27 for detail of the Group's exposure to interest rate risks on financial assets and liabilities.

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1% (2020: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

	Profit for the year		Equity	
	\$ +1%	\$ -1%	\$ +1%	\$ -1%
30 June 2021	(50,940)	50,940	(50,940)	50,940
30 June 2020	99,895	(99,895)	99,895	(99,895)

Foreign currency risk

The Group has exposure to foreign currency risk as a result of its New Zealand, USA and Singapore based subsidiaries having trade debtors and trade creditors denominated in a currency other than the functional currency. Trade creditor transactions for Australian subsidiaries may be entered into in foreign currency and fluctuations in these currencies may have a minor impact on the Company's financial results. The exchange rates are closely monitored within the Group.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below. The amounts shown are those reported to key management translated into AUD at the closing rate:

	NZD		USD	
	2021 \$	2020 \$	2021 \$	2020 \$
Financial assets	11,841,939	11,718,221	1,150,317	769,615
Financial liabilities	(12,056,367)	(14,161,508)	(52,758)	(187,010)
Net exposure	(214,428)	(2,443,287)	1,097,559	582,605

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The following table illustrates the sensitivity of profit in regards to the Group's financial assets and financial liabilities and the NZD/AUD exchange rate, USD/AUD exchange rate and SGD/AUD exchange rate 'all other things being equal'. It assumes a +/- 10% change of the AUD/NZD exchange rate, a +/- 10% change of the AUD/USD exchange rate, and a +/- 10% change of the AUD/SGD exchange rate (2020: 10%). These percentages have been determined based on the average market volatility in exchange rates in the previous twelve (12) months. The sensitivity analysis is based on the Group's foreign currency financial instruments held at each reporting date. There is no effect on equity.

If the AUD had strengthened against the respective currencies by 10% (2020: 10%) then this would have had the following impact:

	NZD \$	USD \$
30 June 2021	(21,443)	109,756
30 June 2020	(244,329)	58,261

If the AUD had weakened against the respective currencies by 10% (2020: 10%) then this would have had the following impact:

	NZD \$	USD \$
30 June 2021	21,443	(109,756)
30 June 2020	244,329	(58,261)

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

Commodity price risk

The Group's exposure to commodity price risk is minimal.

Credit risk

The Group trades only with recognised, creditworthy third parties.

It is the Group policy that customers who wish to trade on credit terms are subject to credit verification procedures. Customers that fail to meet the Group's creditworthiness may transact with the Group only on a prepayment basis.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

There are no material transactions that are not denominated in the measurement currency of the relevant operating unit. The Group does not offer credit terms without the specific approval of the Chief Financial Officer.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents and available-for-sale financial assets, the Group's exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Exposure to credit risk

The Group's maximum exposure to credit risk at the report date was:

	2021 \$	2020 \$
Cash and cash equivalents (Note 10)	11,900,665	6,316,968
Trade and other receivables (Note 11)	21,718,159	21,599,744
	33,618,824	27,916,712

The Group applies the AASB 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component.

In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due and also according to the geographical location of customers.

The expected loss rates are based on the payment profile for sales over the past 48 months before 30 June 2021 and 30 June 2020 respectively as well as the corresponding historical credit losses during that period. The historical rates are adjusted to reflect current and forwarding looking macroeconomic factors affecting the customer's ability to settle the amount outstanding. The Group has identified gross domestic product (GDP) and unemployment rates of the countries in which the customers are domiciled to be the most relevant factors and according adjusts historical loss rates for expected changes in these factors. However given the short period exposed to credit risk, the impact of these macroeconomic factors has not been considered significant within the reporting period.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Group on alternative payment arrangement amongst other is considered indicators of no reasonable expectation of recovery.

The aging of the Group's non-impaired trade receivables at reporting date was:

	Trade receivables past due				Total
	Current	More than 30 days	More than 60 days	More than 90 days	
Expected credit loss rate	0.05%	1.6%	10.6%	145.7%	-
Gross carrying amount	19,505,798	2,009,022	379,939	251,972	22,146,731
Lifetime expected credit loss	7,477	32,153	40,490	364,319	444,439

	Trade receivables past due				Total
	Current	More than 30 days	More than 60 days	More than 90 days	
Expected credit loss rate	0.05%	1.0%	50.0%	100.0%	-
Gross carrying amount	17,676,820	1,780,622	639,679	593,160	20,690,281
Lifetime expected credit loss	6,451	36,264	71,257	378,884	492,856

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The closing balance of the trade receivables less allowances at 30 June 2021 reconciles with trade receivables:

	\$
Opening balance of provision for doubtful debts as at 1 July 2019	997,876
Provision written off during the year	(745,098)
Estimated credit losses provided in year	240,078
Opening estimated credit losses 1 July 2020	492,856
Provision written off during the year	(23,247)
Bad debts written off during the year	(25,170)
Expected credit loss at 30 June 2021	444,439

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of short and long term debt. The Group manages liquidity risk by forecasting and monitoring cash flows on a continuing basis.

As at 30 June 2021, the Group's financial liabilities have contractual maturities (including interest payments where applicable) as summarised

	0-12 Months \$	1 - 5 years \$	5+ years \$
30 June 2021			
Bank borrowings	4,728,212	-	-
Leases	6,316,307	11,157,129	202,890
Trade and other payables	16,589,357	-	-
Income tax payable	2,640,414	-	-
Total	30,274,290	11,157,129	202,890

This compares to the maturity of the Group's financial liabilities in the previous reporting periods as follows:

	0-12 Months \$	1 - 5 years \$	5+ years \$
30 June 2020			
Bank borrowings	2,056,115	8,884,483	-
Leases and hire purchase	6,064,821	15,232,584	496,705
Trade and other payables	14,883,604	-	-
Income tax payable	309,555	-	-
Total	23,314,095	24,117,067	496,705

The above amounts reflect the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date.

27. FINANCIAL INSTRUMENTS

The fair value of financial assets and liabilities is considered to approximate their carrying values. The tables below reflect the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity, as well as management's expectations of the settlement period for all other financial instruments. As such, the amounts may not reconcile to the statement of financial position.

Interest rate risk

Exposure to interest rate risks on financial assets and liabilities are summarised as follows:

	Floating interest rate \$	Fixed interest rate \$	Non-interest bearing \$	Carrying amount as per balance sheet \$	Weighted average effective interest rate
2021					
Financial assets					
Cash and cash equivalents	11,900,665	-	-	11,900,665	1.25%
Trade and other receivables	-	-	21,718,159	21,718,159	
Total financial assets	11,900,665	-	21,718,159	33,618,824	
Financial liabilities					
Trade and other payables	-	-	16,589,357	16,589,357	
Leases	-	16,455,314	-	16,455,314	4.10%
Bank loans	4,728,212	-	-	4,728,212	3.19%
Income tax payable	-	-	2,640,414	2,640,414	
Total financial liabilities	4,728,212	16,455,314	19,229,771	40,413,297	

	Floating interest rate \$	Fixed interest rate \$	Non-interest bearing \$	Carrying amount as per balance sheet \$	Weighted average effective interest rate
2020					
Financial assets					
Cash and cash equivalents	6,316,968	-	-	6,316,968	1.25%
Trade and other receivables	-	-	21,599,744	21,599,744	
Total financial assets	6,316,968	-	21,599,744	27,916,712	
Financial liabilities					
Trade and other payables	-	-	14,883,604	14,883,604	
Leases and hire purchase obligations	-	19,940,234	-	19,940,234	4.84%
Bank loans	10,940,598	-	-	10,940,598	3.56%
Income tax payable	-	-	309,555	309,555	4.27%
Total financial liabilities	10,940,598	19,940,234	15,193,159	46,073,991	

28. COMMITMENTS AND CONTINGENCIES

Commitments for expenditure

	2021 \$	2020 \$
Capital commitments for office fit-out	-	500,000

Operating leases

Office equipment is leased under short term operating leases. Their commitment can be seen below:

	2021 \$	2020 \$
Minimum lease payments under according to the time expected to elapse to the date of payment:		
Not later than one year	33,786	47,127
Later than one year but not later than five years	-	-
Later than five years	-	-
Total	33,786	47,127

Contingent liabilities

	2021 \$	2020 \$
Bank guarantees		
Bank guarantees outstanding at year end	3,221,598	3,338,357

Customer claims

Dispute notices have been received from customers who allege that services provided were defective. The Company intends to defend its positions. At this stage it is not possible to estimate the quantum or the timing of any settlement, if any. Accordingly, no provision for any liability has been made in these financial statements.

Contingent assets

The Company is in dispute with a third party with respect to contract assets alleged to be owed to the Company. The disputed amount has not been brought to account and a discounted amount of \$1,850,000 has been estimated by the Directors as the probable recovery.

29. INVESTMENT IN CONTROLLED ENTITY

	Country of Incorporation	% Equity Interest	
		2021 %	2020 %
Tusk Technologies Pty Ltd	Australia	100	100
Conducive Pty Ltd	Australia	100	100
OBS Pty Ltd	Australia	100	100
eSavvy Pty Ltd	Australia	100	100
Intergen Business Solutions Pty Ltd	Australia	100	100
Intergen Limited	New Zealand	100	100
Intergen ESS Limited ^(a)	New Zealand	100	100
Intergen North America Limited	USA	100	100

(a) Acts as trustee for the Intergen Limited Employee Share Scheme Trust

30. AUDITORS' REMUNERATION

	2021 \$	2020 \$
Amounts received or due and receivable by auditors of the parent entity:		
Audit and review of financial statements		
Grant Thornton Australia	319,575	256,561
Overseas Grant Thornton network firms	25,078	10,698
Remuneration for audit and review of financial statements	344,653	267,259
Other services		
Grant Thornton Australia:		
Taxation compliance	41,865	38,000
Overseas Grant Thornton network firms:		
Taxation compliance	19,463	10,654
Total other services remuneration	61,328	48,654
Total auditor's remuneration	405,981	315,913

31. PARENT ENTITY INFORMATION

As at, and throughout, the financial year ended 30 June 2021 the parent entity of the Group was Empired Limited.

	2021 \$	2020 \$
Statement of financial position		
Current assets	32,329,645	24,832,448
Total assets	70,338,963	74,217,431
Current liabilities	27,551,467	23,306,102
Total liabilities	35,802,025	41,680,577
Issued capital	54,634,106	54,146,877
Employee equity benefits reserve	3,625,409	3,442,652
Accumulated losses	(23,722,577)	(25,052,675)
Total equity	34,536,938	32,536,854
Statement of profit or loss and other comprehensive income		
Profit/(loss) after tax	3,697,059	4,735,451
Total comprehensive income/(loss)	3,697,059	4,735,451

The Parent Entity has issued the following guarantees in relation to the debts of its subsidiaries:

1. Pursuant to Class Order 98/1418, Empired Limited and OBS Pty Ltd have entered into a deed of cross guarantee on or about 14 November 2013. The effect of the deed is that Empired Limited has guaranteed to pay any deficiency in the event of winding up of OBS Pty Ltd. OBS Pty Ltd has also given a similar guarantee in the event that Empired Limited is wound up. The Closed Group financial information is not disclosed as it is not materially different to the above information for Empired Limited, the Parent Entity.
2. Empired Limited, eSavvy Pty Ltd, Conducive Pty Ltd, OBS Pty Ltd, Tusk Technologies Pty Ltd, Intergen Business Solutions Pty Ltd and Intergen Limited have entered into a cross guarantee and indemnity in favour of the senior lender to the Group in respect to bank facilities provided to the Group by the senior lender.
3. Empired Limited has provided a guarantee to a customer of a wholly owned entity to support the operations of the subsidiary.

32. RELATED PARTY TRANSACTIONS

The Group's related parties includes its subsidiaries and key management. Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

Transactions with key management personnel

Key management of the Group are the executive members of Empired's Board of Directors and members of the Executive Team. Key management personnel remuneration includes the following expenses:

	2021 \$	2020 \$
Short-term employee benefits	2,302,009	1,758,066
Post-employment benefits	106,942	98,498
Share-based payment	464,352	279,885
Total compensation paid to key management personnel	2,873,303	2,136,449

33. EVENTS AFTER THE REPORTING DATE

On 19 July 2021, the Company entered into a Scheme Implementation Agreement with Capgemini Australia Pty Ltd, under which Capgemini Australia agreed to acquire 100% of the issued share capital of Empired for a cash price of \$1.35 per share. The acquisition remains subject to shareholder and regulator approval and other customary conditions. For further details about the implementation of the scheme refer to the ASX announcement.

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Empired Limited, I state that:

1. In the opinion of the directors,

- (a) the financial statements and notes of Empired Limited for the financial year ended 30 June 2021 are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2021 and of its performance for the year ended on that date; and
 - (ii) complying with Accounting Standards and the *Corporations Regulations 2001*;
- (b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2(a); and
- (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. This declaration has been made after receiving the declarations required to be made to the directors by the Chief Executive Officer and Chief Financial Officer in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2021.

On behalf of the Board



Russell Baskerville
Managing Director

17 August 2021

AUDITOR'S INDEPENDENCE DECLARATION



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Auditor's Independence Declaration

To the Directors of Empired Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Empired Limited for the year ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been:

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

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

L A Stella

L A Stella
Partner - Audit & Assurance

Perth, 17 August 2021

Grant Thornton Audit Pty Ltd ACN 130 913 594
a subsidiary or related entity of Grant Thornton Australia Ltd ABN 41 127 556 389

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INDEPENDENT AUDIT REPORT



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Independent Auditor's Report

To the Members of Empired Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Empired Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the Directors' declaration.

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

- a giving a true and fair view of the Group's financial position as at 30 June 2021 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

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.

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Independent Audit Report (continued)



Key audit matter

How our audit addressed the key audit matter

Revenue recognition – Note 2(t) and Note 4

For the year ended 30 June 2021, the Group recorded \$186,133,318 in revenue from a combination of fixed price and variable contracts including product sales. Revenue is recognised in accordance with AASB 15 *Revenue from Contracts with Customers*.

Revenue derived from the delivery of services may be complex and involves significant management judgement due to revenue to being recognised when performance obligations are satisfied. The audit team is required to obtain sufficient audit evidence as to whether the assumptions used by management to recognise revenue are reasonable and accurate in accordance with ASA 540 *Auditing Accounting Estimates*.

This area is a key audit matter due to the complexity associated with service revenue as well as the presumed risk of fraud in revenue.

Our procedures included, amongst others:

- Understanding and documenting the design of internal controls and performing tests of key controls for their operational effectiveness over revenue recognition for material fixed and variable revenue streams;
- Testing, on a sample basis, both fixed and variable revenue to supporting documentation to ensure revenue recognition was accurate, recorded in the correct period and compliant with AASB 15;
- Reviewing the progress of fixed price contracts to supporting documentation and recalculating the stage of completion based on hours to date proportionate to forecasted hours or milestones, including testing a sample of progress billings comparing invoices and actual hours to ensure the allocation to contract assets and liabilities was appropriate and consistent to the requirements of AASB 15;
- Assessing the forecasted hours through discussions with project managers and challenged the key assumptions connected to the stage of completion method; and
- Assessing the adequacy of Group's presentation and disclosures in the financial statements.

Carrying value of goodwill – Note 2(h) and Note 14

The Group has recorded goodwill totalling \$46,446,049 (2020: \$46,446,049) at 30 June 2021 across two Cash Generating Units (CGU). Goodwill is required to be assessed for impairment annually by management as prescribed in AASB 136 *Impairment of Assets*.

Management test each CGU for impairment by comparing their carrying amounts against their recoverable amounts determined by either, the greater of its fair value less costs to sell and its value in use.

This area is a key audit matter due to the significant balance carried by the Group that management have assess using estimates and judgement. The Group uses the discounted cash flow model (value in use) to determine the recoverable value, in doing so, consider the following key inputs;

- forecasted budgeted financial performance;
- estimated growth rates;
- working capital adjustments;
- estimated capital expenditure;
- discount rate; and
- terminal value.

This area is a key audit matter due to the level of estimation and judgements involved.

Our procedures included, amongst others:

- Understanding and documenting management's process and controls related to the assessment of impairment, including management's identification of CGUs and the calculation of the recoverable amount for each CGU;
- Evaluating the value in use models against the requirements of AASB 136, including consultation with our auditor's valuation expert;
- Challenging the appropriateness of management's revenue and cost forecasts by comparing the forecasted cash flows to actual growth rates achieved historically;
- Reviewing management's value in use calculations to:
 - Test the mathematical accuracy of the calculations;
 - Evaluate the forecast cash inflows and outflows to be derived by the CGUs assets for reasonableness;
 - Comparing estimates and judgements for growth rates to available market and industry data;
 - Assess the discount rates applied to forecast future cash flows for reasonableness with assistance from internal valuation specialists.
- Performing sensitivity analysis on the significant inputs and assumptions made by management in preparing its calculation; and
- Assessing the adequacy of financial report disclosures.

Independent Audit Report (continued)

**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 2021, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

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

Report on the remuneration report**Opinion on the remuneration report**

We have audited the Remuneration Report included in pages 13 to 19 of the Directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Empired Limited, for the year ended 30 June 2021 complies with section 300A of the *Corporations Act 2001*.

Independent Audit Report (continued)**Responsibilities**

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

A handwritten signature in black ink that reads 'L A Stella'.

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

A handwritten signature in black ink that reads 'L A Stella'.

L A Stella
Partner – Audit & Assurance

Perth, 17 August 2021

SHAREHOLDING ANALYSIS

In accordance with Listing Rule 4.10 of ASX Limited, the Directors provide the following shareholding information which was applicable as at 3 August 2021.

a. Distribution of Shareholding

Size of Shareholding	Number of shareholders	%
1 - 1,000	196	0.06
1,001 - 5,000	460	0.85
5,001 - 10,000	259	1.26
10,001 - 100,000	417	8.39
100,001 - max	94	89.44
Total	1,426	100.00

b. Substantial Shareholders

The following are registered by the Company as substantial shareholders, having declared a relevant interest in the number of voting shares shown adjacent, as at the date of giving the notice.

Shareholder	Number of shares held	%
Tiga Trading Pty Ltd	24,803,548	15.51
Microequities Asset Management Pty Ltd	24,569,654	15.33
National Nominees Ltd ACF Australian Ethical Investment Limited	14,666,710	9.15
Baskerville Investments Pty Ltd	7,450,059	6.21

c. Twenty Largest Shareholders Name

Name	Number of shares held	%
UBS NOMINEES PTY LTD	26,328,548	16.42
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	21,411,305	13.36
NATIONAL NOMINEES LIMITED	19,486,573	12.16
BASKERVILLE INVESTMENTS PTY LTD	9,295,683	5.80
CITICORP NOMINEES PTY LIMITED	7,736,873	4.83
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	6,137,463	3.83
MICROEQUITIES ASSET MANAGEMENT PTY LTD <MICROEQUITIES NANOCAP 9 A/C>	4,503,048	2.81
MR JOHN ALEXANDER BARDWELL	4,300,000	2.68
ICE COLD INVESTMENTS PTY LTD	3,000,000	1.87
CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	2,313,111	1.44
NEWECONOMY COM AU NOMINEES PTY LIMITED <900 ACCOUNT>	2,285,810	1.43
ZERO NOMINEES PTY LTD	1,935,123	1.21
BNP PARIBAS NOMS (NZ) LTD <DRP>	1,913,000	1.19
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,869,457	1.17
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	1,830,238	1.14
GABRIELLA NOMINEES PTY LTD <ERROL WILFRED LEVITT A/C>	1,715,450	1.07
CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	1,602,234	1.00
B & R JAMES INVESTMENTS PTY LIMITED <JAMES SUPERANNUATION A/C>	1,400,000	0.87
MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>	1,213,820	0.76
PJTR PTY LTD	1,002,809	0.63
Total	121,280,545	75.66

The twenty members holding the largest number of shares together held a total of 75.7% of issued capital.

d. Issued Capital**(i) Ordinary Shares**

The fully paid issued capital of the company consisted of 160,301,595 shares held by 1,426 shareholders.

Each share entitles the holder to one vote.

The number of shareholdings held in less than marketable parcels is 83.

(ii) Unquoted Equity

No options were issued in the year under the company share options plan.

3,475,000 performance rights were issued under the company's LTI plan.

Options and Performance Rights do not have any voting rights.

e. On-Market Buy-Back

Nil

f. Company Secretary

The Company Secretary is Mr David Hinton

g. Registered Office

The registered office of Empired Ltd is:

Level 7, The Quadrant

1 William Street

Perth WA 6000

Telephone +61 8 6333 2200

OTHER INFORMATION FOR SHAREHOLDERS

In accordance with Listing Rule 4.10 of the ASX Limited, the Directors provide the following information not elsewhere disclosed in this report.

SHAREHOLDER COMMUNICATIONS

The Board of Directors aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders as follows:

- The Annual Report is distributed to shareholders who elect to receive the document. A copy of the full Annual Report is available free of charge, upon request, from the Company. The Board ensures that the Annual Report includes relevant information about the operation of the Company during the year, changes in the state of affairs of the Company and details of future developments, in addition to the other disclosures required by the Corporations Act;
- The half-year report contains summarised financial information and a review of the operations of the Company during the period. The half-year financial report is prepared in accordance with the requirements of Accounting Standards and the Corporations Act, and is lodged with the Australian Securities and Investments Commission and the Australian Securities Exchange; and
- The Company's internet website at www.empired.com is regularly updated and provides details of recent material announcements by the Company to the stock exchange, Annual Reports and general information on the Company and its business. The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the shareholders as single resolutions.

INTERNET ACCESS TO INFORMATION

Empired maintains a comprehensive Investor Relations section on its website at www.empired.com/Investors/

You can also access comprehensive information about security holdings at the Computershare Investor Centre at www-au.computershare.com/investor/

By registering with Computershare's free Investor Centre service you can enjoy direct access to a range of functions to manage your personal investment details. You can create and manage your own portfolio of investments, check your security holding details, display the current value of your holdings and amend your details online.

Changes to your shareholder details, such as a change of name or address, or notification of your tax file number or direct credit of dividend advice can be made by printing out the forms you need, filling them in and sending the changes back to the Computershare Investor Centre.

SHARE REGISTRY ENQUIRIES

Shareholders who wish to approach the Company on any matter related to their shareholding should contact the Computershare Investor Centre in Melbourne:

The Registrar
Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000
Telephone +61 8 9323 2000
Facsimile +61 8 9323 2033

Website www-au.computershare.com/investor

ANNUAL GENERAL MEETING

The 2021 Annual General Meeting of Empired Limited time and location to be advised.

Formal notice of the meeting will be circulated to shareholders separate to this report.

SECURITIES EXCHANGE LISTING

Empired Limited shares are listed on the Australian Securities Exchange (ASX:EPD). The home exchange is Perth.

All shares are recorded on the principal share register of Empired Limited, held by Computershare Investor Services Pty Limited at the following street address:

Computershare Investor Services Pty Ltd

Level 11, 172 St Georges Terrace
Perth, WA 6000

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